

Edgar Filing: EDISON INTERNATIONAL - Form S-8

EDISON INTERNATIONAL  
 Form S-8  
 November 09, 2009

As filed with the Securities and Exchange Commission on November 9, 2009

File No. 333-\_\_\_\_\_

=====

UNITED STATES  
 SECURITIES AND EXCHANGE COMMISSION  
 Washington, D.C. 20549

FORM S-8

Registration Statement  
 Under  
 the Securities Act of 1933

EDISON INTERNATIONAL  
 (Exact name of registrant as specified in its charter)

CALIFORNIA  
 (State or other jurisdiction of incorporation or organization)

95-4137452  
 (I.R.S. Employer Identification No.)

2244 Walnut Grove Avenue (P.O. Box 976) 91770  
 Rosemead, California (Zip Code)  
 (Address of Principal Executive Offices)

EDISON 401(k) SAVINGS PLAN  
 (Full title of the Plan)

Michael A. Henry  
 Senior Attorney  
 2244 Walnut Grove Avenue (P.O. Box 800)  
 Rosemead, California 91770  
 (Name and address of agent for service)

(626) 302-4328  
 (Telephone number, including area code, of agent for service)

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer  Accelerated filer   
 Non-accelerated filer  Smaller reporting company   
 (Do not check if a smaller reporting company)

CALCULATION OF REGISTRATION FEE

| Title of securities to be registered(1) | Amount to be registered | Proposed maximum offering price per share(2) | Proposed maximum aggregate offering price(2) | Amount of registration fee |
|---|-------------------------|--|--|----------------------------|
| Common Stock, no par value              | 30,000,000 shs.         | \$31.70                                      | \$951,000,000                                | \$53,065.80                |

(1) In addition, pursuant to Rule 416(c) under the Securities Act of 1933, this registration statement also covers an indeterminate amount of interests to be offered or sold pursuant to the employee benefit plan described herein.

Edgar Filing: EDISON INTERNATIONAL - Form S-8

(2) Estimated pursuant to Rules 457(c) and 457(h), solely for the purpose of calculating the registration fee, on the basis of the average of the high and low prices of Edison International common stock reported in the consolidated reporting system as of November 3, 2009.

=====

Page

**EXPLANATORY NOTE**

In accordance with General Instruction E of Form S-8, Edison International (the "Registrant") is registering additional shares of common stock pursuant to the Edison 401(k) Savings Plan (the "Plan"). The Registrant currently has an effective registration statement filed on Form S-8 relating to the Plan which registered securities of the same class as those being registered herewith filed with the Securities and Exchange Commission on November 4, 2005. The Registrant incorporates by reference that registration statement on Form S-8 (File No. 333-129442), which is made a part hereof.

**PART II**

**INFORMATION REQUIRED IN THE REGISTRATION STATEMENT**

**Item 8. Exhibits**

See Exhibit Index.

The registrant undertakes that it has submitted or will submit the Plan and any amendments thereto to the Internal Revenue Service ("IRS") in a timely manner and has made or will make all changes required by the IRS in order to qualify the Plan.

Page

**SIGNATURES**

**The Registrant**

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Rosemead, State of California, on the 9th day of November, 2009.

Edgar Filing: EDISON INTERNATIONAL - Form S-8

Edison International

By /s/ Mark C. Clarke

-----  
Mark C. Clarke  
Vice President and Controller

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

| <b>Signature</b>                            | <b>Title</b>   | <b>Date</b>      |
|---|--|------------------|
| Principal Executive Officer:                |  |                  |
| Theodore F. Craver*                         | Chairman of the Board,<br>President, Chief Executive<br>Officer and Director | November 9, 2009 |
| Principal Financial Officer:                |  |                  |
| W. James Scilacci*                          | Executive Vice President,<br>Chief Financial Officer,<br>and Treasurer       | November 9, 2009 |
| Controller or Principal Accounting Officer: |  |                  |
| By /s/ Mark C. Clarke                       |  |                  |
| -----<br>Mark C. Clarke                     | Vice President<br>and Controller   | November 9, 2009 |
| Majority of Board of Directors:             |  |                  |
| Vanessa C.L. Chang*                         | Director   | November 9, 2009 |
| France A. Cordova*                          | Director   | November 9, 2009 |
| Charles B. Curtis*                          | Director   | November 9, 2009 |
| Bradford M. Freeman*                        | Director   | November 9, 2009 |
| Luis G. Nogales*                            | Director   | November 9, 2009 |
| Ronald L. Olson*                            | Director   | November 9, 2009 |
| James M. Rosser*                            | Director   | November 9, 2009 |
| Richard T. Schlosberg, III*                 | Director   | November 9, 2009 |
| Thomas C. Sutton*                           | Director   | November 9, 2009 |
| Brett White*                                | Director   | November 9, 2009 |

\*By /s/ Michael A. Henry

-----  
(Michael A. Henry, Attorney-in-Fact)

**The Plan**

Pursuant to the requirements of the Securities Act of 1933, the trustees (or other persons who administer the Plan) have duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Rosemead, State

Edgar Filing: EDISON INTERNATIONAL - Form S-8

of California, on the 9th day of November, 2009.

EDISON 401(k) SAVINGS PLAN

By /s/ Daryl D. David

-----  
Daryl D. David  
Chair of the Southern California Edison Company  
Benefits Committee

Page

4

**EXHIBIT INDEX**

**Exhibit  
Number**

**Description**

## Edgar Filing: EDISON INTERNATIONAL - Form S-8

- 4.1 Restated Articles of Incorporation of Edison International dated December 19, 2006 (File No. 1-9936 filed as Exhibit 3.1 to Form 10-K for the year ended December 31, 2006)\*
  
- 4.2 Amended Bylaws of Edison International as adopted by the Board of Directors on December 11, 2008 (File No. 1-9936, filed as Exhibit 3.2 to Form10-K for the year ended December 31, 2008)\*
  
- 5 Opinion of Counsel
  
- 23.1 Consent of Counsel (included in Exhibit 5)
  
- 23.2 Consent of BDO Seidman, LLP
  
- 23.3 Consent of PricewaterhouseCoopers LLP
  
- 24 Power of Attorney

---

\* Incorporated by reference pursuant to Rule 411(c) under the Securities Act of 1933.