

PEPCO HOLDINGS INC
Form S-8 POS
January 31, 2006

As filed with the Securities and Exchange Commission on January 31, 2006
Registration No. 333-96687

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Post-Effective Amendment No. 1
to

FORM S-8

REGISTRATION STATEMENT

under the
SECURITIES ACT OF 1933

Pepco Holdings, Inc.

(Exact name of registrant as specified in its charter)

Delaware

52-2297449

(State or other jurisdiction of
incorporation or organization)

(I.R.S. Employer Identification
Number)

701 Ninth Street, N.W.
Washington, D.C. 20068

(Address, including zip code, of registrant's principal executive offices)

Potomac Electric Power Company Savings Plan for Exempt Employees
Potomac Electric Power Company Savings Plan for Bargaining Unit Employees
Potomac Electric Power Company Savings Plan for Non-Bargaining Unit, Non-Exempt Employees

(Full title of the plan)

Ellen Sheriff Rogers
Vice President and Secretary
Pepco Holdings, Inc.
701 Ninth Street, N.W.
Washington, D.C. 20068
(202) 872-3526

(Name, address, including zip code, and telephone number, including area code, of agent for service)

EXPLANATORY NOTE

This Post-Effective Amendment No. 1 is being filed to amend the registration statement (the "Registration Statement") on Form S-8 (File No. 333-96687), pursuant to which Pepco Holdings, Inc. (the "Registrant") registered 3,000,000 shares of its common stock, \$0.01 par value per share ("Common Stock"), and an indeterminate amount of plan interests, for offer and sale pursuant to (i) the Potomac Electric Power Company Savings Plan for Exempt Employees (the "Exempt Plan"), (ii) the Potomac Electric Power Company Savings Plan for Non-Bargaining Unit, Non-Exempt Employees (the "Non-Bargaining Plan") and (iii) the Potomac Electric Power Company Savings Plan for Bargaining Unit Employees (the "Bargaining Unit Plan").

On December 31, 2004, the Non-Bargaining Plan merged with and into the Exempt Plan which was renamed as the Pepco Holdings, Inc. Retirement Savings Plan for Management Employees (the "Management Plan"). Effective January 1, 2006, the Registrant (i) established the Pepco Holdings, Inc. Retirement Savings Plan (the "Retirement Savings Plan"), which is an amalgam of, and accordingly a successor to, several plans administered by the Registrant, including (1) the Management Plan and (2) the Bargaining Unit Plan and (ii) has filed a new registration statement under the Securities Act of 1933, as amended, registering shares of Common Stock and plan participation interests issuable under the Retirement Savings Plan. Accordingly, no additional shares of Common Stock or plan participation interests will be offered and sold pursuant to the Registration Statement.

Accordingly, in accordance with its undertaking to remove from registration, by means of a post-effective amendment, any of the registered securities that remain unsold at the termination of the offering, the Registrant hereby amends the Registration Statement to remove from registration an aggregate of 2,008,065 shares of Common Stock and an indeterminate amount of plan participation interests.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

- | | |
|---------|--------------------|
| Item 8. | Exhibits |
| 24 | Power of Attorney* |
| * | Filed herewith |

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 this Post-Effective Amendment No. 1 to Registration Statement and has duly caused this Post-Effective Amendment No. 1 to Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized in the City of Washington, District of Columbia, on this 31st day of January, 2006.

PEPCO HOLDINGS, INC.

By: /s/ DENNIS R. WRAASE

Dennis R. Wraase
Chairman of the Board, President
and Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 1 to Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

| <u>Signature</u> | <u>Title</u> | <u>Date</u> |
|---|--|------------------|
| <u>/s/ DENNIS R. WRAASE</u> Dennis R. Wraase | Chairman of the Board, President and Chief Executive Officer (principal executive officer) | January 31, 2006 |
| <u>/s/ JOSEPH M. RIGBY</u> Joseph M. Rigby | Senior Vice President and Chief Financial Officer (principal financial officer) | January 31, 2006 |
| <u>/s/ RONALD K. CLARK</u> Ronald K. Clark | Vice President and Controller (principal accounting officer) | January 31, 2006 |
| <u>* EDMUND B. CRONIN, JR.</u> Edmund B. Cronin, Jr. | Director | January 31, 2006 |
| <u>* JACK B. DUNN</u> Jack B. Dunn, IV | Director | January 31, 2006 |

* TERENCE C. GOLDEN Director January 31, 2006
Terence C. Golden

3

Signature Title Date
* GEORGE F. MACCORMACK Director January 31, 2006

George F. MacCormack

* RICHARD B. MCGLYNN Director January 31, 2006

Richard B. McGlynn

Director

Floretta D. McKenzie

* LAWRENCE C. NUSSDORF Director January 31, 2006

Lawrence C. Nussdorf

* PETER F. O'MALLEY Director January 31, 2006

Peter F. O'Malley

* FRANK K. ROSS Director January 31, 2006

Frank Ross

* PAULINE A. SCHNEIDER Director January 31, 2006

Pauline A. Schneider

* WILLIAM T. TORGERSON Director January 31, 2006

William T. Torgerson

* By: /s/ ELLEN SHERIFF ROGERS, Attorney-in-Fact

Ellen Sheriff Rogers
Attorney-in-Fact

4

The Plans: Pursuant to the requirements of the Securities Act of 1933, the Plan Administrator of the Plans has duly caused this Post-Effective Amendment No. 1 to Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized in the City of Washington, District of Columbia, on this 31st day of January, 2006.

PEPCO HOLDINGS, INC. RETIREMENT SAVINGS PLAN
FOR MANAGEMENT EMPLOYEES

POTOMAC ELECTRIC POWER COMPANY SAVINGS
PLAN FOR BARGAINING UNIT EMPLOYEES

By: /s/ DENNIS R. WRAASE

Name: Dennis R. Wraase
Title: Chairman, Administrative Board

5

Index to Exhibits

| <u>Exhibit Number</u> | <u>Description</u> |
|---------------------------|--------------------|
| 24 | Power of Attorney |

