

CONSOLIDATED EDISON INC  
Form 8-K  
August 14, 2017

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

**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d)**

**of The Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported) August 8, 2017**

**Consolidated Edison, Inc.**

**(Exact name of registrant as specified in its charter)**

**New York**  
**(State or Other Jurisdiction**

**of Incorporation)**

**1-14514**  
**(Commission**

**File Number)**

**13-3965100**  
**(IRS Employer**

**Identification No.)**

**4 Irving Place, New York, New York**  
**(Address of principal executive offices)**

**10003**  
**(Zip Code)**

**Registrant's telephone number, including area code (212) 460-4600**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

**INFORMATION TO BE INCLUDED IN THE REPORT**

**ITEM 8.01. Other Events**

On August 8, 2017, Consolidated Edison, Inc. (Con Edison) entered into an underwriting agreement with J.P. Morgan Securities LLC for the sale of 4,100,000 of Con Edison's Common Shares (\$.10 par value). The Common Shares were registered under the Securities Act of 1933 pursuant to a Registration Statement on Form S-3 (No. 333-206178, effective August 6, 2015). The exhibits hereto relating to the Common Shares are hereby incorporated by reference in such registration statement.

**ITEM 9.01. Financial Statements and Exhibits**

***(d) Exhibits***

- |            |                                                                                                                              |
|------------|------------------------------------------------------------------------------------------------------------------------------|
| Exhibit 1  | Underwriting Agreement relating to the Common Shares.                                                                        |
| Exhibit 5  | Opinion of Elizabeth D. Moore, Esq., Senior Vice President and General Counsel of Con Edison, relating to the Common Shares. |
| Exhibit 23 | Consent of Elizabeth D. Moore, Esq., Senior Vice President and General Counsel of Con Edison (included in Exhibit 5).        |

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

CONSOLIDATED EDISON, INC.

By /s/ Robert Muccilo  
Robert Muccilo  
Vice President and Controller

Date: August 14, 2017