

PEPCO HOLDINGS INC
Form DEFA14A
March 26, 2009

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

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of the
Securities Exchange Act of 1934

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement

Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material Pursuant to §240.14a-12

PEPCO HOLDINGS, INC.

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined.):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

.. Fee paid previously with preliminary materials.

.. Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a) (2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

Important Notice of Availability of Proxy Materials for the Annual Meeting of Shareholders of

To be held on:

Friday, May 15, 2009 - 10:00 a.m. E.T.

701 Ninth Street, N.W., 2nd floor

Washington, DC 20068

COMPANY NUMBER

ACCOUNT NUMBER

CONTROL NUMBER

This communication presents only an overview of the more complete proxy materials that are available to you on the Internet. We encourage you to access and review all of the important information contained in the proxy materials before voting.

If you want to receive a paper or e-mail copy of the proxy materials you must request one. There is no charge to you for requesting a copy. To facilitate timely delivery please make the request as instructed below before May 1, 2009.

TO VIEW PROXY MATERIALS ONLINE: Please visit <http://www.amstock.com/ProxyServices/ViewMaterial.asp?CoNumber=25700>,

where the following materials are available for view

Notice of Annual Meeting of Shareholders

Proxy Statement

Form of Proxy Card

2008 Annual Report to Shareholders

Directions to the Annual Meeting

TO REQUEST PAPER OR

ELECTRONIC PROXY MATERIALS: TELEPHONE: 888-Proxy-NA (888-776-9962) or 718-921-8562 (for international callers)

E-MAIL: info@amstock.com

WEBSITE: <http://www.amstock.com/proxyservices/requestmaterials.asp>

TO VOTE:

ONLINE: To access your online proxy card, please visit www.voteproxy.com and follow the on-screen instructions. You may enter your voting instructions at www.voteproxy.com up until 5:00 p.m. Eastern Time

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the day before the meeting date.

- OR -

TELEPHONE: To vote by telephone, please visit

<https://secure.amstock.com/voteproxy/login2.asp> to view the materials and to obtain the toll-free number to call.

- OR -

MAIL: You may request a proxy card by following the instructions on the

ELECTRONIC PROXY MATERIALS. - OR -

IN PERSON: You may vote your shares in person by attending the Annual Meeting.

THE BOARD OF DIRECTORS RECOMMENDS A VOTE FOR ALL OF THE BOARD OF DIRECTORS RECOMMENDS A VOTE FOR ITEM 2: NOMINEES LISTED IN ITEM 1:

1. Election of 11 Directors

2. A proposal to ratify the appointment of PricewaterhouseCoopers LLP as

independent registered public accounting firm of the Company for 2009.

NOMINEES:

Jack B. Dunn, IV
Terence C. Golden
Patrick T. Harker

Frank O. Heintz
Barbara J. Krumsiek
George F. MacCormack
Lawrence C. Nussdorf
Joseph M. Rigby
Frank K. Ross
Pauline A. Schneider
Lester P. Silverman

To transact such other business as may properly be brought before the
3. meeting.

Please note that you cannot use this notice as a proxy card to vote by mail.