

CONSOLIDATED EDISON INC  
Form 8-K  
November 24, 2014

**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): November 19, 2014**

**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**

**Consolidated Edison Company of New York, Inc.**

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

**New York**  
**(State or Other Jurisdiction**  
**of Incorporation)**

**1-1217**  
**(Commission**  
**File Number)**

**13-5009340**  
**(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))



ITEM 8.01 OTHER EVENTS.

On November 19, 2014, Consolidated Edison Company of New York, Inc. ( CECONY ) entered into an underwriting agreement with J.P. Morgan Securities LLC and RBS Securities Inc., as representatives of the underwriters named therein, for the sale of \$250 million aggregate principal amount of CECONY s 3.30% Debentures, Series 2014 B (the Series 2014 B Debentures ) and \$750 million aggregate principal amount of CECONY s 4.625% Debentures, Series 2014 C (the Series 2014 C Debentures , and together with the Series 2014 B Debentures, the Debentures ). The Debentures were registered under the Securities Act of 1933 pursuant to a Registration Statement on Form S-3 (No. 333-183035, effective August 2, 2012).

ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS.

(d) Exhibits.

Exhibit 1	Underwriting Agreement relating to the Debentures
Exhibit 4.1	Form of the Series 2014 B Debentures
Exhibit 4.2	Form of the Series 2014 C Debentures
Exhibit 5	Opinion and consent of Elizabeth D. Moore, Senior Vice President and General Counsel

**SIGNATURES**

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

CONSOLIDATED EDISON, INC.

CONSOLIDATED EDISON COMPANY OF  
NEW YORK, INC.

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

Date: November 24, 2014