

---

**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): **May 9, 2005**

**PEPCO HOLDINGS, INC.**  
(Exact Name of Registrant as Specified in Its Charter)

**Delaware**  
(State or Other Jurisdiction  
of Incorporation)

**001-31403**  
(Commission File Number)

**52-2297449**  
(IRS Employer  
Identification No.)

**701 Ninth Street, N. W.**  
**Washington, D. C. 20068**  
(Address of Principal Executive Offices) (Zip Code)

**(202) 872-3526**  
(Registrant's Telephone Number, Including Area Code)

**Not Applicable**  
(Former Name or Former Address, if Changed Since Last Report)

---

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 2.02 Results of Operations and Financial Condition**

On May 9, 2005, Pepco Holdings, Inc. issued a news release announcing its first quarter 2005 operating results. The news release is furnished as Exhibit 99 to this Form 8-K.

**Item 9.01 Financial Statements and Exhibits.**

(c) Exhibits.

99 News Release of Pepco Holdings, Inc. dated May 9, 2005.

**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.

**PEPCO HOLDINGS, INC.**

By: /s/ Joseph M. Rigby  
Name: Joseph M. Rigby  
Title: Senior Vice President and Chief  
Financial Officer

**Date:** May 9, 2005