

Edgar Filing: EDISON INTERNATIONAL - Form S-8

EDISON INTERNATIONAL
 Form S-8
 November 09, 2009

As filed with the Securities and Exchange Commission on November 9, 2009

File No. 333-_____

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

FORM S-8

Registration Statement
 Under
 the Securities Act of 1933

EDISON INTERNATIONAL
 (Exact name of registrant as specified in its charter)

CALIFORNIA
 (State or other jurisdiction of incorporation or organization)

95-4137452
 (I.R.S. Employer Identification No.)

2244 Walnut Grove Avenue (P.O. Box 976) 91770
 Rosemead, California (Zip Code)
 (Address of Principal Executive Offices)

EDISON 401(k) SAVINGS PLAN
 (Full title of the Plan)

Michael A. Henry
 Senior Attorney
 2244 Walnut Grove Avenue (P.O. Box 800)
 Rosemead, California 91770
 (Name and address of agent for service)

(626) 302-4328
 (Telephone number, including area code, of agent for service)

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer Accelerated filer
 Non-accelerated filer Smaller reporting company
 (Do not check if a smaller reporting company)

CALCULATION OF REGISTRATION FEE

Title of securities to be registered(1)	Amount to be registered	Proposed maximum offering price per share(2)	Proposed maximum aggregate offering price(2)	Amount of registration fee
Common Stock, no par value	30,000,000 shs.	\$31.70	\$951,000,000	\$53,065.80

(1) In addition, pursuant to Rule 416(c) under the Securities Act of 1933, this registration statement also covers an indeterminate amount of interests to be offered or sold pursuant to the employee benefit plan described herein.

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(2) Estimated pursuant to Rules 457(c) and 457(h), solely for the purpose of calculating the registration fee, on the basis of the average of the high and low prices of Edison International common stock reported in the consolidated reporting system as of November 3, 2009.

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EXPLANATORY NOTE

In accordance with General Instruction E of Form S-8, Edison International (the "Registrant") is registering additional shares of common stock pursuant to the Edison 401(k) Savings Plan (the "Plan"). The Registrant currently has an effective registration statement filed on Form S-8 relating to the Plan which registered securities of the same class as those being registered herewith filed with the Securities and Exchange Commission on November 4, 2005. The Registrant incorporates by reference that registration statement on Form S-8 (File No. 333-129442), which is made a part hereof.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 8. Exhibits

See Exhibit Index.

The registrant undertakes that it has submitted or will submit the Plan and any amendments thereto to the Internal Revenue Service ("IRS") in a timely manner and has made or will make all changes required by the IRS in order to qualify the Plan.

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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 on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Rosemead, State of California, on the 9th day of November, 2009.

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Edison International

By /s/ Mark C. Clarke

Mark C. Clarke
Vice President and Controller

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

Signature	Title	Date
Principal Executive Officer:		
Theodore F. Craver*	Chairman of the Board, President, Chief Executive Officer and Director	November 9, 2009
Principal Financial Officer:		
W. James Scilacci*	Executive Vice President, Chief Financial Officer, and Treasurer	November 9, 2009
Controller or Principal Accounting Officer:		
By /s/ Mark C. Clarke		
----- Mark C. Clarke	Vice President and Controller	November 9, 2009
Majority of Board of Directors:		
Vanessa C.L. Chang*	Director	November 9, 2009
France A. Cordova*	Director	November 9, 2009
Charles B. Curtis*	Director	November 9, 2009
Bradford M. Freeman*	Director	November 9, 2009
Luis G. Nogales*	Director	November 9, 2009
Ronald L. Olson*	Director	November 9, 2009
James M. Rosser*	Director	November 9, 2009
Richard T. Schlosberg, III*	Director	November 9, 2009
Thomas C. Sutton*	Director	November 9, 2009
Brett White*	Director	November 9, 2009

*By /s/ Michael A. Henry

(Michael A. Henry, Attorney-in-Fact)

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The Plan

Pursuant to the requirements of the Securities Act of 1933, the trustees (or other persons who administer the Plan) have duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Rosemead, State

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of California, on the 9th day of November, 2009.

EDISON 401(k) SAVINGS PLAN

By /s/ Daryl D. David

Daryl D. David
Chair of the Southern California Edison Company
Benefits Committee

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EXHIBIT INDEX

**Exhibit
Number**

Description

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- 4.1 Restated Articles of Incorporation of Edison International dated December 19, 2006 (File No. 1-9936 filed as Exhibit 3.1 to Form 10-K for the year ended December 31, 2006)*

- 4.2 Amended Bylaws of Edison International as adopted by the Board of Directors on December 11, 2008 (File No. 1-9936, filed as Exhibit 3.2 to Form10-K for the year ended December 31, 2008)*

- 5 Opinion of Counsel

- 23.1 Consent of Counsel (included in Exhibit 5)

- 23.2 Consent of BDO Seidman, LLP

- 23.3 Consent of PricewaterhouseCoopers LLP

- 24 Power of Attorney

* Incorporated by reference pursuant to Rule 411(c) under the Securities Act of 1933.