
**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): May 14, 2021

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**

Securities Registered Pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol	Name of each exchange on which registered
Consolidated Edison, Inc., Common Shares (\$.10 par value)	ED	New York Stock Exchange

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.

Item 2.03 CREATION OF A DIRECT FINANCIAL OBLIGATION OR AN OBLIGATION UNDER AN OFF-BALANCE SHEET ARRANGEMENT OF A REGISTRANT

On May 14, 2021, Consolidated Edison, Inc. ("Con Edison") borrowed \$500 million pursuant to the Credit Agreement, dated as of April 28, 2021, (the "April 2021 Credit Agreement") among Con Edison, the lenders party thereto (the "Lenders"), TD Securities (USA) LLC as Sole Lead Arranger and Sole Book Runner and Toronto Dominion (Texas) LLC, as Administrative Agent. Con Edison will use the borrowing to repay Con Edison's 2.00 percent debentures, Series 2016 A, that mature on May 15, 2021.

Pursuant to the April 2021 Credit Agreement, the borrowing bears interest at a variable rate and matures on May 13, 2022 (the "Term Loan"). Con Edison has the option to prepay the Term Loan prior to maturity. Subject to certain exceptions, the Term Loan issued under the April 2021 Credit Agreement is subject to mandatory prepayment with the net cash proceeds of certain debt issuances by Con Edison or certain asset sales by Con Edison or its subsidiaries. Upon a change of control of, or upon an Event of Default by Con Edison, the Lenders may declare the Term Loan due and payable. Events of Default include Con Edison exceeding at any time a ratio of consolidated debt to consolidated total capital of 0.65 to 1; Con Edison or its subsidiaries having liens on its or their assets in an aggregate amount exceeding five percent of Con Edison's consolidated total capital, subject to certain exceptions; Con Edison or its material subsidiaries failing to make one or more payments in respect of material financial obligations (in excess of an aggregate \$150 million of debt or derivative obligations other than non-recourse debt); the occurrence of an event or condition which results in the acceleration of the maturity of any material debt (in excess of an aggregate \$150 million of debt other than non-recourse debt) or enables the holders of such debt to accelerate the maturity thereof; and other customary Events of Default.

The disclosure in this item 2.03 is qualified in its entirety by the provisions of the April 2021 Credit Agreement.

Item 9.01 FINANCIAL STATEMENTS AND EXHIBITS

(d) Exhibits.

[Exhibit 10](#) Credit Agreement, dated as of April 28, 2021, among Con Edison, the lenders party thereto, TD Securities (USA) LLC and Toronto Dominion (Texas) LLC, as Administrative Agent. (Incorporated by reference to Exhibit 10 to Con Edison's Current Report on Form 8-K dated April 28, 2021 (File No. 1-14514).

Exhibit 104 Cover Page Interactive Data File - The cover page iXBRL tags are embedded within the inline XBRL document

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/ Joseph Miller
Joseph Miller
Vice President and Controller

Date: May 14, 2021