

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 obligations 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))

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

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 101(b) of the Securities Exchange Act. ☐

Item 5.02 Departure of Directors or Principal Officers; Election Of Directors; Appointment of Officers

On June 4, 2024, Robert Hoglund, Senior Vice President and Chief Financial Officer (principal financial officer) of Consolidated Edison, Inc. (“Con Edison”) and Consolidated Edison Company of New York, Inc. (“CECONY”) announced his plan to retire from the role of the Chief Financial Officer on July 8, 2024. Mr. Hoglund will continue to serve as Senior Vice President of Con Edison and CECONY until his retirement from the companies later in 2024 to provide for a smooth transition.

Also on June 4, 2024 and as part of the companies’ succession plans, Con Edison and CECONY announced the appointment of B. Andrews will succeed Mr. Hoglund as Senior Vice President and Chief Financial Officer (principal financial officer) effective July 8, 2024. Mr. Andrews, age 56, currently serves as the Executive Vice President and Chief Financial Officer of Evergy, Inc. (NASDAQ: EVRG), a public utility holding company that through its subsidiaries provides electric service to customers in Kansas and Missouri. Mr. Andrews joined Evergy, Inc. in 2021 after serving as the Executive Vice President and Chief Financial Officer of NRG Energy, Inc., an integrated power company, since 2011. Mr. Andrews currently serves on the board of directors for RPM International Inc. (NYSE: RPM), a high-performance polyethylene sealants and specialty chemicals company, where he is a member of the Audit Committee and previously served as co-chair of the Operating Improvement Committee.

Mr. Andrews entered into an offer letter with Con Edison that provides him with a compensation package consisting of an initial annual base salary of \$810,000. Mr. Andrews will also be eligible to participate in Con Edison’s 2024 Incentive Plan, with an initial target award equal to 80% of his annual base salary, and in Con Edison’s 2025 Incentive Plan, with an initial target grant date award equal to 210% of his annual base salary. To induce Mr. Andrews to accept the position and, in part, to replace compensation that Mr. Andrews is forfeiting by departing from his employer, Mr. Andrews will receive an initial one-time award of time-based restricted stock units with a grant date fair value of \$4,500,000 that will vest 34%, 33% and 33% on the first, second and third anniversaries of his start date, respectively, subject to his continued employment in good standing with the companies on the applicable vesting dates.

The foregoing summary of the offer letter is qualified in its entirety by reference to the full text of the offer letter dated June 4, 2024, a copy of which is attached hereto as Exhibit 10 and is incorporated herein by reference.

Item 7.01 Regulation FD Disclosure

On June 10, 2024, Con Edison and CECONY issued a press release announcing the retirement of Mr. Hoglund and the appointment of Mr. Andrews. A copy of the press release is “furnished” as Exhibit 99 to this report pursuant to Item 7.01 of Form 8-K, and the information contained therein shall not be deemed to be “filed” for purposes of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities under that section of the Securities Act of 1933, but shall be incorporated by reference into Con Edison’s and CECONY’s filings under the Securities Act of 1933, as amended.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

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| 10 | Offer Letter, dated June 4, 2024. |
| 99 | Press Release, dated June 10, 2024, furnished pursuant to Item 7.01 of Form 8-K. |
| 104 | Cover Page Interactive Data File (embedded within the Inline XBRL document). |

SIGNATURES

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

CONSOLIDATED EDISON, INC.
CONSOLIDATED EDISON COMPANY OF NEW YORK

By: /s/ Joseph Miller
Joseph Miller
Vice President, Controller and Chief Accounting Officer

Date: June 10, 2024