

EDISON INTERNATIONAL  
Form 8-K  
December 14, 2015

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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): December 10, 2015

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

|   |   |   |
|---|---|---|
| CALIFORNIA<br>(State or other jurisdiction<br>of incorporation) | 001-9936<br>(Commission<br>File Number) | 95-4137452<br>(I.R.S. Employer<br>Identification No.) |
|---|---|---|

2244 Walnut Grove Avenue  
(P.O. Box 976)  
Rosemead, California 91770  
(Address of principal executive offices, including zip code)

(626) 302-2222  
(Registrant's telephone number, including area code)

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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)

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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))

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Item 5.03 Amendments to Articles of Incorporation or Bylaws

On December 10, 2015, the Board of Directors of Edison International amended the Company's Bylaws to adopt proxy access, update the existing advance notice section, and make other clarifications and refinements.

Article II, Section 13 was added to the Bylaws. It permits up to 20 shareholders owning 3% or more of the Edison International's outstanding common stock continuously for at least three years to nominate and include in Edison International's proxy materials director nominees constituting up to two individuals or 20% of the Board (whichever is greater), provided that the shareholder(s) and the nominee(s) satisfy the requirements specified in the Bylaws. Article II, Section 4 of the Bylaws was amended to clarify applicability of advance notice to special meetings of shareholders and add information requirements. Article III, Section 7 of the Bylaws was amended to increase the minimum number of directors who can call a Board meeting from two to three.

The foregoing description of the amendments to Edison International's Bylaws is qualified in its entirety by reference to the amended Bylaws, a copy of which is filed as Exhibit 3.1 to this Current Report on Form 8-K and incorporated by reference herein.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

See the Exhibit Index below.

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SIGNATURES

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

EDISON INTERNATIONAL  
(Registrant)

/s/ Mark C. Clarke  
Mark C. Clarke  
Vice President and Controller

Date: December 14, 2015

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EXHIBIT INDEX

Exhibit No. Description

3.1 Bylaws of Edison International, as amended December 10, 2015