

**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)
Rosemead, California 91770
(Address of Principal Executive Offices)

**EDISON INTERNATIONAL
EMPLOYEE STOCK PURCHASE PLAN
(Full title of the Plan)**

Kathleen Brennan de Jesus
Senior Attorney
2244 Walnut Grove Avenue (P.O. Box 976)
Rosemead, California 91770
(Name and address of agent for service)

(626) 302-3476
(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, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company" and "emerging growth company" in Rule 12b-2 of the Exchange Act

Large Accelerated Filer

Non-accelerated filer

Accelerated Filer

Smaller reporting company

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 7(a)(2)(B) of Securities Act.

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	3,000,000 shs	\$58.21	\$174,630,000	\$ 19,052.13

(1) In addition, pursuant to Rule 416(c) under the Securities Act of 1933, this registration statement also covers additional securities to be offered or issued in connection with the terms of the Edison International Employee Stock Purchase Plan (the "Plan"), providing for proportionate adjustment of the amount of securities being offered or issued in the event of stock splits or other transactions specified in the Plan.

(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 April 29, 2021.

This Registration Statement on Form S-8 is being filed for the purpose of registering shares of Common Stock of Edison International reserved for issuance under the Plan. The Plan was approved by the Edison International Board of Directors on February 25, 2021, and by Edison International's shareholders on April 22, 2021.

PART I

The documents containing the information specified in Part I of Form S-8 will be sent or given to the participating employees as specified by Rule 428(b) under the Securities Act of 1933, as amended (the "Securities Act"). In accordance with the Note to Part I of Form S-8, such documents are not being filed with the Securities and Exchange Commission (the "Commission") either as part of this Registration Statement or as prospectuses or prospectus supplements pursuant to Rule 424 under the Securities Act. These documents and the documents incorporated by reference in this Registration Statement pursuant to Item 3 of Part II hereof, taken together, constitute a prospectus that meets the requirements of Section 10(a) of the Securities Act.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference

The following documents filed with the Commission by Edison International pursuant to the Securities Exchange Act of 1934, as amended the ("Exchange Act"), are hereby incorporated by reference in this Registration Statement:

1. Edison International's [Annual Report on Form 10-K](#) for the fiscal year ended December 31, 2020;
2. Edison International's [Quarterly Report on Form 10-Q](#) for the quarter ended March 31, 2021;
3. Edison International's Current Reports on Form 8-K filed on [January 25, 2021](#), [March 2, 2021](#), [March 9, 2021](#), and [April 23, 2021](#), other than the information furnished to the SEC under Item 7.01 of such Form 8-K;
4. Edison International's Description of Registered Securities filed as [Exhibit 4.1](#) of Edison International's Annual Report on Form 10-K for the fiscal year ended December 31, 2019, including any amendment or report filed for the purpose of updating such description

All documents that Edison International subsequently files pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act after the date of this Registration Statement (except for any portions of Edison International's Current Reports on Form 8-K furnished pursuant to Item 2.02 or Item 7.01 thereof and any corresponding exhibits thereto not filed with Commission), and prior to the filing of a post-effective amendment to this Registration Statement indicating that all securities offered have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference into this Registration Statement and to be a part hereof from the date of filing of such documents.

Any statement, including financial statements, contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or therein or in any other subsequently filed document which also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

Item 4. Description of Securities

Not applicable.

Item 5. Interests of Named Experts and Counsel

The validity of the issuance of the Common Stock offered hereby has been passed on by Michael A. Henry, our Assistant General Counsel. Mr. Henry is a salaried employee of Southern California Edison and earns stock-based compensation based on Edison International's common stock.

Item 6. Indemnification of Directors and Officers

Section 317 of the California Corporations Code provides that a corporation shall have the power to indemnify any person who was or is a party or is threatened to be made a party to any proceeding or action by reason of the fact that he or she is or was a director, officer, employee or other agent of such corporation or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation or other enterprise. Section 317 also grants authority to a corporation to include in its articles of incorporation indemnification provisions in excess of that permitted in Section 317, subject to certain limitations.

Article Fifth of the Restated Articles of Incorporation of Edison International authorizes Edison International to provide indemnification of directors, officers, employees, and other agents through bylaw provisions, agreements with agents, votes of shareholders or disinterested directors, or otherwise, in excess of the indemnification otherwise permitted by Section 317 of the California Corporations Code, subject only to the applicable limits set forth in Section 204 of the California Corporations Code.

Article VI of the Amended Bylaws of Edison International contains provisions implementing the authority granted in Article Fifth of the Restated Articles of Incorporation. The Amended Bylaws provide for the indemnification of any director or officer of Edison International, or any person acting at the request of Edison International as a director, officer, employee or agent of another corporation or other enterprise, for any threatened, pending or completed action, suit or proceeding to the fullest extent permissible under California law and the Restated Articles of Incorporation of Edison International, subject to the terms of any agreement between Edison International and such a person; provided that, no such person shall be indemnified: (i) except to the extent that the aggregate of losses to be indemnified exceeds the amount of such losses for which the director or officer is paid pursuant to any directors' or officers' liability insurance policy maintained by Edison International; (ii) on account of any suit in which judgment is rendered for an accounting of profits made from the purchase or sale of securities of Edison International pursuant to Section 16(b) of the Exchange Act and amendments thereto or similar provisions of any federal, state or local statutory law; (iii) if a court of competent jurisdiction finally determines that the indemnification is unlawful; (iv) for acts or omissions involving intentional misconduct or knowing and culpable violation of law; (v) for acts or omissions that the director or officer believes to be contrary to the best interests of Edison International or its shareholders, or that involve the absence of good faith; (vi) for any transaction from which the director or officer derived an improper personal benefit; (vii) for acts or omissions that show a reckless disregard for the director's or officer's duty to Edison International or its shareholders in circumstances in which the director or officer was aware, or should have been aware, in the ordinary course of performing his or her duties, of a risk of serious injury to Edison International; (viii) for acts or omissions that constitute an unexcused pattern of inattention that amounts to an abdication of the director's or officer's duties to Edison International or its shareholders; (ix) for costs, charges, expenses, liabilities and losses arising under Section 310 or 316 of the California Corporations Code; or (x) as to circumstances in which indemnity is expressly prohibited by Section 317 of the California Corporations Code. The exclusions set forth in clauses (iv) through (ix) above shall apply only to indemnification with regard to any action brought by or in the right of Edison International for breach of duty to Edison International or its shareholders. The Amended Bylaws of Edison International also provide that Edison International shall indemnify any director or officer in connection with (a) a proceeding (or part thereof) initiated by him or her only if such proceeding (or part thereof) was authorized by the Board of Directors of Edison International or (b) a proceeding (or part thereof) other than a proceeding by or in the name of Edison International to procure a judgment in its favor, only if any settlement of such a proceeding is approved in writing by Edison International. Indemnification shall cover all costs, charges, expenses, liabilities and losses, including attorneys' fees, judgments, fines, ERISA excise taxes, or penalties and amounts paid or to be paid in settlement, reasonably incurred or suffered by the director or officer.

Edison International has directors' and officers' liability insurance policies in force insuring directors and officers of Edison International and its subsidiaries. Edison International has also entered into written agreements with each of its directors incorporating the indemnification provisions of its Amended Bylaws.

Item 7. Exemption from Registration Claimed

Not applicable.

Item 8. Exhibits

Exhibit Number	Description
4.1	<u>Certificate of Restated Articles of Incorporation of Edison International, effective December 19, 2006 (File No. 1-9936, filed as Exhibit 3.1 to Edison International's Form 10-K for the year ended December 31, 2006)*</u>
4.2	<u>Bylaws of Edison International, as amended October 25, 2018 (File No. 1-9936, filed as Exhibit 3.1 to Edison International's Form 10-Q for the Quarter ended September 30, 2018)*</u>
5.1	<u>Opinion of Counsel</u>
10.1	<u>Edison International Employee Stock Purchase Plan (incorporated by reference to the Appendix in Edison International's Proxy Statement filed with the Commission on March 12, 2021 (File No. 1-9936)*</u>
23.1	<u>Consent of Counsel (included in Exhibit 5.1)</u>
23.2	<u>Consent of PricewaterhouseCoopers LLP</u>
24.1	<u>Power of Attorney</u>

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

Item 9. Undertakings

1. The undersigned Registrant hereby undertakes:

- (a) To file, during any period in which offers or sales are being made, a post-effective amendment to this Registration Statement:
 - (i) To include any prospectus required by Section 10(a)(3) of the Securities Act;
 - (ii) To reflect in the prospectus any facts or events arising after the effective date of this Registration Statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in this Registration Statement; and
 - (iii) To include any material information with respect to the plan of distribution not previously disclosed in this Registration Statement or any material change to such information in this Registration Statement.
-

Provided, however, that paragraphs (a)(i) and (a)(ii) above do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in reports filed with or furnished to the Commission by the Registrant pursuant to Section 13 or Section 15(d) of the Exchange Act that are incorporated by reference into this Registration Statement.

- (b) That, for the purpose of determining any liability under the Securities Act, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.
 - (c) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.
2. The undersigned Registrant hereby undertakes that, for purposes of determining any liability under the Securities Act, each filing of the Registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Exchange Act (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Exchange Act) that is incorporated by reference into this Registration Statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.
3. Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the Registrant pursuant to the indemnity provisions summarized in Item 6, or otherwise, the Registrant has been advised that in the opinion of the Commission such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Registrant of expenses incurred or paid by a director, officer or controlling person of the Registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question of whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.
-

SIGNATURES

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 day of May 4, 2021.

EDISON INTERNATIONAL

By /s/ Aaron D. Moss
Aaron D. Moss
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.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
Principal Executive Officer:		
Pedro J. Pizarro*	President, Chief Executive Officer, and Director	May 4, 2021
Principal Financial Officer:		
Maria C. Rigatti*	Executive Vice President and Chief Financial Officer	May 4, 2021
Controller or Principal Accounting Officer:		
<u>/s/ Aaron D. Moss</u> Aaron D. Moss	Vice President and Controller	May 4, 2021
Board of Directors:		
Jeanne Beliveau-Dunn*	Director	May 4, 2021
Michael C. Camuñez*	Director	May 4, 2021
Vanessa C.L. Chang*	Director	May 4, 2021
James T. Morris*	Director	May 4, 2021
Timothy T. O'Toole*	Director	May 4, 2021
Carey A. Smith*	Director	May 4, 2021
Linda G. Stuntz*	Director	May 4, 2021
William P. Sullivan*	Director	May 4, 2021
Peter J. Taylor*	Director	May 4, 2021
Keith Trent*	Director	May 4, 2021

*By /s/ Kathleen Brennan de Jesus
(Kathleen Brennan de Jesus, Attorney-in Fact)

May 4, 2021

Edison International
2244 Walnut Grove Avenue
Rosemead, California 91770

Ladies and Gentlemen:

This opinion is rendered in connection with the filing of a Registration Statement on Form S-8 (the "Registration Statement") to register 3,000,000 shares of Edison International Common Stock, no par value (the "Plan Shares"), with the Securities and Exchange Commission related to the Edison International Employee Stock Purchase Plan as effective July 1, 2021 (the "Plan"). Under the Plan, the Plan Shares will be either issued by Edison International or purchased on the open market, and offered and sold to employees of Edison International and its affiliates.

I am generally familiar with the organization, history and affairs of Edison International. I am also familiar with the proceedings taken and proposed to be taken by Edison International in connection with the proposed offering and sale, and I, or attorneys acting under my supervision, have examined a form of the Registration Statement. As Assistant General Counsel of Edison International, I have general responsibility for supervising lawyers who may have been asked to review legal matters arising in connection with the offering and sale of the Plan Shares. Accordingly, some of the matters referred to herein have not been handled personally by me, but I have been made familiar with the facts and circumstances and the applicable law. The opinions expressed herein are my own or are opinions of others with which I concur.

Based upon the foregoing and subject to completion of such proceedings as are now contemplated prior to the offering, sale of the Plan Shares, it is my opinion that, when sold as provided in the Registration Statement, the Plan Shares will be duly authorized, legally issued, fully paid and nonassessable shares of Common Stock of Edison International. This opinion does not relate to state Blue Sky or securities laws.

I hereby consent to any references made to me, and to the use of my name, in the Registration Statement. By giving such consent, I do not thereby admit that I am an expert with respect to any part of the Registration Statement, including this exhibit to the Registration Statement, within the meaning of Section 7 of the Securities Act of 1933 or the rules and regulations of the Securities and Exchange Commission thereunder.

Very truly yours,

/s/ Michael A. Henry

Michael A. Henry
Assistant General Counsel,

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of Edison International of our report dated February 25, 2021 relating to the financial statements, financial statement schedules and the effectiveness of internal control over financial reporting, which appears in Edison International's Annual Report on Form 10-K for the year ended December 31, 2020.

/s/ PricewaterhouseCoopers LLP

PricewaterhouseCoopers LLP
Los Angeles, California
May 4, 2021

EDISON INTERNATIONAL

POWER OF ATTORNEY

The undersigned, do each hereby constitute and appoint MARIA RIGATTI, ADAM UMANOFF, AARON D. MOSS, ROBERT C. BOADA, BRENDAN B. BOND, MICHAEL A. HENRY, WILLIAM E. CANO, KATHLEEN BRENNAN DE JESUS, JAMES W. HARRIS and VICTORIA E. PRIETO, or any of them, to act severally as attorney-in-fact, for and in their respective names, places, and steads, to execute, sign, and file or cause to be filed, at one time or from time to time: (i) one or more Registration Statements, and any and all exhibits, amendments, and supplements thereto to be filed by Edison International with the Securities and Exchange Commission for the purpose of registering under the Securities Act of 1933, or the Securities Exchange Act of 1934, or both, one or more series of Edison International's debt securities, including but not limited to bonds, notes, debentures, and other debt securities (collectively, "Debt Securities") and equity securities, including but not limited to shares of Preferred Stock, Common Stock, and equity-linked securities (collectively, "Equity Securities" and together with the Debt Securities, the "New Securities"); (ii) one or more listing applications and any exhibits, amendments, and supplements thereto, and any other required documents to be filed by Edison International with any stock exchange for the purpose of listing any of such New Securities; and (iii) one or more indentures relating to such Debt Securities for the further purpose of qualifying under the Trust Indenture Act of 1939; and to take any other actions necessary to comply with the laws, rules, or regulations of any governmental or regulatory entity relating to such securities; granting unto said attorney-in-fact, and each of them, full power and

authority to do and perform every act and thing whatsoever necessary or appropriate as fully and to all intents and purposes as the undersigned or any of them might or could do if personally present, hereby ratifying and approving the acts of each of said attorney-in-fact.

EDISON INTERNATIONAL
EQUITY AND DEBT SEC REGISTRATION
POWER OF ATTORNEY

Executed as of this 3rd day of May, 2021.

/s/ Pedro J. Pizarro
Pedro J. Pizarro
Director, President and
Chief Executive Officer

/s/ Maria Rigatti
Maria Rigatti
Executive Vice President and
Chief Financial Officer

/s/ Aaron D. Moss
Aaron D. Moss
Vice President and Controller

Additional Directors:

/s/ Jeanne Beliveau-Dunn Director
Jeanne Beliveau-Dunn

/s/ Carey A. Smith Director
Carey A. Smith

/s/ Michael C. Camuñez Director
Michael C. Camuñez

/s/ Linda G. Stuntz Director
Linda G. Stuntz

/s/ Vanessa C.L. Chang Director
Vanessa C.L. Chang

/s/ William P. Sullivan Director
William P. Sullivan

/s/ James T. Morris Director
James T. Morris

/s/ Peter J. Taylor Director
Peter J. Taylor

/s/ Timothy T. O'Toole Director
Timothy T. O'Toole

/s/ Keith Trent Director
Keith Trent
