

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

April 6, 2022

Date of Report (Date of earliest event reported)

Commission File Number	Name of Registrant; State or Other Jurisdiction of Incorporation; Address of Principal Executive Offices; and Telephone Number	IRS Employer Identification Number
001-41137	CONSTELLATION ENERGY CORPORATION (a Pennsylvania corporation) 1310 Point Street Baltimore, Maryland 21231 (610) 765-5959	87-1210716

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))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
CONSTELLATION ENERGY CORPORATION: Common Stock, without par value	CEG	The Nasdaq Stock Market LLC

Indicate by check mark whether any of the registrants are emerging growth companies 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 any of the registrants have 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.

Section 8 - Other Events
Item 8.01. Other Events

On April 4, 2022, Constellation Energy Corporation (the "Company") received notification of an unsolicited "mini-tender" offer by TRC Capital Investment Corporation ("TRC"), dated April 1, 2022, to purchase up to 2,000,000 shares of the Company's common stock at an offer price of \$55.55 per share. The shares subject to TRC's offer represent approximately 0.61% of the Company's common stock outstanding as of April 1, 2022.

On April 6, 2022, the Company issued a press release informing its stockholders that the Company does not endorse TRC's unsolicited mini-tender offer and recommending that stockholders do not tender their shares in response to the offer. Stockholders who have already tendered their shares may withdraw them at any time prior to the expiration of the offer, in accordance with TRC's offering documents. The offer is currently scheduled to expire at 12:01 a.m., Eastern Time, on Wednesday, May 4, 2022, though TRC may extend the offering period at its discretion.

The Company is not affiliated or associated in any way with TRC, its mini-tender offer, or the offer documentation. Additional information concerning mini-tenders is included in the press release, a copy of which is attached as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein by reference.

Section 9 - Financial Statements and Exhibits
Item 9.01. Financial Statements and Exhibits

(d) Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press release.
101	Cover Page Interactive Data File - the cover page XBRL tags are embedded within the Inline XBRL document.
104	The cover page from this Current Report on Form 8-K, formatted as Inline XBRL.

This report contains certain forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995 that are subject to risks and uncertainties. Words such as "could," "may," "expects," "anticipates," "will," "targets," "goals," "projects," "intends," "plans," "believes," "seeks," "estimates," "predicts," and variations on such words, and similar expressions that reflect our current views with respect to future events and operational, economic, and financial performance, are intended to identify such forward-looking statements.

The factors that could cause actual results to differ materially from the forward-looking statements made by the Company include those factors discussed herein as well as the items discussed in (1) its 2021 Annual Report on Form 10-K in (a) Part I, ITEM 1A. Risk Factors, (b) Part II, ITEM 7. Management's Discussion and Analysis of Financial Condition and Results of Operations, and (c) Part II, ITEM 8. Financial Statements and Supplementary Data: Note 19, Commitments and Contingencies and (2) other factors discussed in the Company's filings with the Securities and Exchange Commission.

Investors are cautioned not to place undue reliance on these forward-looking statements, whether written or oral, which apply only as of the date of this report. The Company undertakes no obligation to publicly release any revision to its forward-looking statements to reflect events or circumstances after the date of this report.

SIGNATURES

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

CONSTELLATION ENERGY CORPORATION

/s/ Daniel L. Eggers

Daniel L. Eggers

Executive Vice President and Chief Financial Officer

Constellation Energy Corporation

April 6, 2022

EXHIBIT INDEX

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FOR IMMEDIATE RELEASE

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**CONSTELLATION URGES SHAREHOLDERS TO REJECT “MINI-TENDER”
OFFER BY TRC CAPITAL**

*Securities and Exchange Commission cautions investors about such offers,
which are often below market price*

BALTIMORE (April 6, 2022) — Constellation (Nasdaq: CEG), America’s largest producer of carbon-free energy, is recommending that investors reject a “mini-tender” offer by TRC Capital Investment Corp. (TRC), a Canadian investment firm. Constellation received notification of an unsolicited mini-tender offer by TRC dated April 1, 2022, to purchase up to 2 million shares of Constellation common stock at a price that was 4.26 percent below Constellation’s common stock share price on the Nasdaq Stock Market on the date of the offer. The target number of shares is less than 1 percent (0.61%) of Constellation’s outstanding shares.

Constellation does not endorse TRC’s mini-tender offer and recommends that its stockholders do not tender their shares in response to the offer because the price is lower than the current market price for Constellation’s shares. Stockholders who have already tendered their shares may withdraw them at any time prior to the expiration of the offer, in accordance with the terms of TRC’s offer. The offer is currently scheduled to expire at 12:01 a.m. Eastern Time on May 4, 2022, though TRC may extend the offering period at its discretion.

Mini-tender offers typically aim to acquire less than five percent of a company’s outstanding shares, thereby avoiding many investor protections, including the disclosure and procedural requirements of the Securities and Exchange Commission (SEC) that apply to larger tender offers under United States securities laws. TRC has a history of making similar mini-tender offers for shares of publicly traded companies.

Constellation urges stockholders to obtain current market quotes for their shares, review the conditions to TRC’s mini-tender offer, consult with their brokers or financial advisors and exercise

caution with respect to this mini-tender offer. Constellation is not associated with TRC, its mini-tender offer or the offer documentation.

The SEC has cautioned investors about these offers, noting that some bidders make mini-tender offers at below-market prices, hoping that they will “catch investors off guard if the investors do not compare the offer price to the current market price.” The SEC's Tips for Investors regarding mini-tender offers may be found on the SEC's website

at www.sec.gov/investor/pubs/minitend.htm.

Constellation requests that a copy of this press release be included with all distributions of materials relating to TRC's mini-tender offer.

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About Constellation

Constellation is the nation's largest producer of carbon-free energy and the leading competitive retail supplier of power and energy products and services for homes and businesses across the United States. Headquartered in Baltimore, its generation fleet powers more than 20 million homes and businesses and is helping to accelerate the nation's transition to clean energy with more than 32,400 megawatts of capacity and annual output that is 90 percent carbon-free. Constellation has set a goal to eliminate 100 percent of its greenhouse gas emissions by leveraging innovative technology and enhancing its diverse mix of hydro, wind and solar resources paired with the nation's largest carbon-free nuclear fleet. Constellation's family of retail businesses serves approximately 2 million residential, public sector and business customers, including three-fourths of the Fortune 100. Learn more at www.constellationenergy.com or on Twitter at [@ConstellationEG](https://twitter.com/ConstellationEG).
