

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

December 9, 2024

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 21231-3380 (833) 883-0162	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
<b>CONSTELLATION ENERGY CORPORATION:</b> Common Stock, without par value	CEG	The Nasdaq Stock Market LLC

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.

**Section 5 – Corporate Governance and Management**

**Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

On December 9, 2024, Laurie Brlas notified the Board of Directors (the "Board") of Constellation Energy Corporation ("Constellation") of her resignation from the Board, effective as of December 31, 2024.

On December 10, 2024, the Board increased the size of the Board to thirteen (13) and elected Eileen Paterson and Peter Oppenheimer as Class III directors, effective as of December 16, 2024, to serve until Constellation's 2025 annual meeting of shareholders. Ms. Paterson was also appointed to serve as a member of the Corporate Governance Committee and Nuclear Oversight Committee, and Mr. Oppenheimer was appointed to serve as a member of the Audit and Risk Committee and the Compensation Committee. Ms. Paterson and Mr. Oppenheimer will receive Constellation's standard compensation for its directors as disclosed in its proxy statement.

A copy of the press release regarding Ms. Brlas' resignation and the election of Ms. Paterson and Mr. Oppenheimer issued on December 13, 2024, is attached hereto as Exhibit 99.1 and 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>
<a href="#">99.1</a>	<a href="#">Press release</a>
101	Cover Page Interactive Data File - the cover page XBRL tags are embedded within the Inline XBRL document.
104	The cover page from the Current Report on Form 8-K, formatted as Inline XBRL.

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**SIGNATURE**

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.

**CONSTELLATION ENERGY CORPORATION**

/s/ Arden T. Phillips

Arden T. Phillips

Vice President, Deputy General Counsel and Corporate Secretary

December 13, 2024

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**EXHIBIT INDEX**

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Constellation Communications  
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**FOR IMMEDIATE RELEASE**

## **CONSTELLATION ANNOUNCES CHANGES TO BOARD OF DIRECTORS**

*Oppenheimer and Paterson bring financial, operational expertise and tech insights  
as Brlas retires with legacy of successful leadership*

**BALTIMORE (Dec. 13, 2024)** — Constellation (Nasdaq: CEG), the nation’s largest producer of reliable, emissions-free energy, announced today the appointment of Peter Oppenheimer and Eileen Paterson to the Constellation board of directors, while Laurie Brlas, a long-time independent director, will retire from the company’s board effective Dec. 31. Oppenheimer and Paterson will join the board effective December 16, 2024.

“Peter and Eileen bring a combination of strong financial acuity, operational experience and business leadership expertise that will help guide Constellation through this exciting period of growth and innovation,” said Robert J. Lawless, chairman, Constellation. “We are also deeply grateful to Laurie for her many years of service to the board, including her strategic and financial insight and guidance, which were instrumental in Constellation’s performance since its successful spinoff in 2022. Constellation’s board and management team greatly appreciate and value her many contributions, professionalism and expertise.”

Oppenheimer has served on the board of directors at Goldman Sachs since 2014 and chairs its Audit Committee. He also is the chairman of the Goldman Sachs Bank USA subsidiary board. He previously served as the chief financial officer of Apple from 2004 to 2014. During his leadership at Apple, the company experienced significant growth and profitability while also launching some of the most groundbreaking technology products in recent history, including the iPhone and iPad. Prior to his role at Apple, Oppenheimer was the divisional chief financial officer at ADP, the payment processing company, and a consultant for Coopers & Lybrand, which later became PricewaterhouseCoopers.

Former CEO of aerospace and defense manufacturer Aerojet Rocketdyne, Paterson serves on the board of the integrated downstream energy company Marathon Petroleum Corporation, where she is on the Sustainability and Public Policy Committee and Compensation and Organization Development Committee. She also serves on the board of the manufacturer, and service provider of control systems and control system components Woodward, Inc, where she serves as the chair of the Nominating and Governance Committee and is a member of the Human Capital and Compensation Committee. Prior to Aerojet Rocketdyne, Paterson served as president of Pratt & Whitney AeroPower's auxiliary power unit and small turbojet propulsion business within United Technologies Corporation. She also held leadership roles at Ford Motor Company and Visteon Corporation. Paterson is a U.S. Army veteran and served as an active-duty U.S. Army aviator.

Brlas has brought valuable financial and leadership experience, along with a diverse perspective, to Constellation's board through her 16 years of experience as a chief financial officer at global, capital-intensive companies. She also chaired Constellation's Audit & Risk Committee since its inception helping to establish governance as well as oversight of financial performance and emerging risk.

For more information on Constellation's board of directors, please visit [constellationenergy.com](http://constellationenergy.com).

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#### **About Constellation**

A Fortune 200 company headquartered in Baltimore, Constellation Energy Corporation (Nasdaq: CEG) is the nation's largest producer of clean, emissions-free energy and a leading supplier of energy products and services to businesses, homes, community aggregations and public sector customers across the continental United States, including three fourths of Fortune 100 companies. With annual output that is nearly 90% carbon-free, our hydro, wind and solar facilities paired with the nation's largest nuclear fleet have the generating capacity to power the equivalent of 16 million homes, providing about 10% of the nation's clean energy. We are further accelerating the nation's transition to a carbon-free future by helping our customers reach their sustainability goals, setting our own ambitious goal of achieving 100% carbon-free generation by 2040, and by investing in promising emerging technologies to eliminate carbon emissions across all sectors of the economy. Follow Constellation on LinkedIn and X.

