

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

November 1, 2023

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
333-85496	CONSTELLATION ENERGY GENERATION, LLC (a Pennsylvania limited liability company) 200 Exelon Way Kennett Square, Pennsylvania 19348-2473 (833) 883-0162	23-3064219

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 7 – Regulation FD
Item 7.01. Regulation FD Disclosure

The disclosure set forth in Item 8.01 below is incorporated by reference in this Item 7.01.

Section 8 – Other Events
Item 8.01. Other Events

On May 31, 2023, Constellation Energy Corporation (“Constellation”) reported that its wholly owned subsidiary, Constellation Energy Generation, LLC (“CEG”), entered into an Equity Purchase Agreement with Texas Genco GP, LLC and Texas Genco LP, LLC, subsidiaries of NRG Energy, Inc. (“NRG”), for the acquisition of NRG’s forty-four percent ownership interest in the South Texas Project Electric Generating Station (“STP”). On November 1, 2023, following the receipt of Nuclear Regulatory Commission approval of the license transfer application between NRG and CEG, and the satisfaction of all other closing conditions, the parties closed the transaction.

On August 1, 2023, Constellation and CEG reported that the City of San Antonio, Texas, acting by and through the City Public Service Board of San Antonio (“CPS”), filed a lawsuit claiming the existence of a right of first refusal that applied to the transaction contemplated by the Equity Purchase Agreement. Austin Energy intervened in the lawsuit claiming a similar right of first refusal. The ongoing legal proceeding did not prohibit NRG and CEG from consummating the transaction, and Constellation is working with all parties to reach a resolution to the matter.

A copy of the press release 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>
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 combined Current Report on Form 8-K is being furnished separately by Constellation Energy Corporation and Constellation Energy Generation, LLC (collectively, the “Registrants”). Information contained herein relating to any individual Registrant has been furnished by such Registrant on its own behalf. Neither Registrant makes any representation as to information relating to the other Registrant.

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 Registrants include those factors discussed herein, as well as the items discussed in (1) the Registrants’ 2022 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; (2) the Registrants’ Second Quarter 2023 Quarterly Report on Form 10-Q in (a) Part II, ITEM 1A. Risk Factors, (b) Part I, ITEM 2. Management’s Discussion and Analysis of Financial Condition and Results of Operations, and (c) Part I, ITEM 1. Financial Statements: Note 12, Commitments and Contingencies; and (3) other factors discussed in filings with the SEC by the Registrants.

Investors are cautioned not to place undue reliance on these forward-looking statements, which apply only as of the date of this Current Report on Form 8-K. Neither Registrant undertakes any obligation to publicly release any revision to its forward-looking statements to reflect events or circumstances after the date of this Current Report on Form 8-K.

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

CONSTELLATION ENERGY GENERATION, LLC

/s/ Daniel L. Eggers

Daniel L. Eggers
Executive Vice President and Chief Financial Officer
Constellation Energy Generation, LLC

November 1, 2023

EXHIBIT INDEX

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Contact: Paul Adams
Constellation Communications
667-218-7700
paul.adams@constellation.com

FOR IMMEDIATE RELEASE

CONSTELLATION COMPLETES ACQUISITION OF OWNERSHIP STAKE IN TEXAS NUCLEAR PLANT

Company purchased share of South Texas Project Electric Generating Station from NRG Energy, expanding nation's largest carbon-free nuclear fleet

BALTIMORE (Nov. 1, 2023) — Constellation, operator of the nation's largest fleet of reliable, carbon-free nuclear plants, announced today it has completed its acquisition of NRG Energy Inc.'s 44 percent ownership stake in the South Texas Project Electric Generating Station (STP), a 2,645-megawatt, dual-unit nuclear plant located about 90 miles southwest of Houston. Constellation's stake represents approximately 1,100 megawatts of the plant's output. The ownership transfer was approved on Oct 30 by the Nuclear Regulatory Commission, which was the final regulatory approval needed before closing the deal.

"Growing our fleet of the nation's best-run nuclear plants is at the heart of our growth strategy," said Joe Dominguez, president and CEO of Constellation. "As the world is waking up to the immense value of nuclear power to address the climate crisis and maintain energy security, Constellation will continue to look for opportunities to expand our ownership of assets like STP. We look forward to working with our new co-owners and the plant's team members to provide reliable, clean and affordable energy, as well as economic benefits to the people of Texas."

Constellation is now one of three owners with oversight of the South Texas Project Nuclear Operating Company (STPNOC), which will continue to operate the plant.

Constellation also is working to reach a favorable resolution for all parties in the related litigation pending in Matagorda County, Texas.

One of the newest and largest nuclear plants in the U.S., STP has an exceptional track record for safety and reliability, generating enough carbon-free power for two million average homes.

Constellation is an industry leader in operating nuclear plants safely, efficiently and reliably, with a fleetwide capacity factor of more than 94 percent over the past decade, or about 4 percent higher than the industry average. With this acquisition, Constellation's owned nuclear assets are capable of powering the equivalent of more than 16 million average homes.

Constellation has a strong and growing presence in Texas as an employer, taxpayer and significant provider of electricity and other services to the region. The company owns and operates 3,520 megawatts of natural gas-fired generation at its Colorado Bend II, Wolf Hollow II and Handley generating stations in Texas, in addition to 169 megawatts of wind energy at the Whitetail and Sendero wind projects. Constellation also is a supplier in Texas' competitive retail energy market, supplying electricity, natural gas, energy efficiency and other services to approximately 200,000 residential and commercial customers statewide.

The company and its more than 550 Texas employees donated \$460,000 to nonprofit organizations across the state in 2022 and contributed 4,800 volunteer hours. Constellation also paid \$33.6 million in state and local taxes in Texas last year.

BofA Securities served as the exclusive financial advisor to Constellation and Sidley Austin LLP served as the lead transaction counsel to the company.

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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, carbon-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 more than 16 million average 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 Twitter.

