

## 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 NumberName 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

87-1210716

(a Pennsylvania corporation)  
1310 Point Street  
Baltimore, Maryland 21231  
(610) 765-5959

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>
<a href="#"><u>99.1</u></a>	<a href="#"><u>Press release.</u></a>
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.

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**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

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## EXHIBIT INDEX

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