
**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

Date of Report (Date of earliest event reported): March 26, 2018

Centrus Energy Corp.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of incorporation)

1-14287
(Commission File Number)

52-2107911
(I.R.S. Employer Identification No.)

**6901 Rockledge Drive, Suite 800
Bethesda, MD 20817
(301) 564-3200**

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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (17 CFR §230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §240.12b-2).

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.

Item 1.01 Entry into a Material Definitive Agreement

On March 26, 2018, American Centrifuge Operating, LLC, a Delaware limited liability company (the “Company”) and a wholly owned subsidiary of Centrus Energy Corp. (“Centrus”), entered into a Services Agreement to Provide Technical and Resource Support, effective March 26, 2018, to X-Energy LLC, a Maryland limited liability company (“X-Energy”). Under the terms of the services agreement, the Company will provide (i) technical and resource support to X-Energy for criticality safety evaluation of processing equipment, design of fresh fuel transport packages, and conceptual mock-up of a nuclear fuel production facility and (ii) non-cash in-kind contributions to X-Energy subject to a cooperative agreement between X-Energy and the United States government. The technical and resource support provided by the Company to X-Energy will be performed pursuant to separate task orders issued under and pursuant to the services agreement.

The initial task orders run through December 31, 2018, subject to mid-year continuation of X-Energy’s Department of Energy Advanced Reactor Concepts Cooperative Agreement. The awarding of any additional task orders to the Company will be dependent upon the receipt of additional funding.

Depending upon the pricing outlined in the task orders, payment for work performed by the Company pursuant to the services agreement will either be fixed price based or time-and-materials based. The initial task orders provide for time-and-materials based pricing with payments to be made to the Company totaling approximately \$4.4 million. The value of the Company’s non-cash in-kind contributions for the year-ended 2018 is expected to be approximately \$2.5 million.

The foregoing description of the services agreement does not purport to be complete and is qualified in its entirety by the text of the agreement, a copy of which is expected to be filed as an exhibit to Centrus’ quarterly report on Form 10-Q for the first quarter ending March 31, 2018.

Centrus, or its subsidiaries, are also a party to a number of other agreements or arrangements with the United States government, as described in Centrus’ annual report on Form 10-K and quarterly reports on Form 10-Q.

Item 7.01 Regulation FD Disclosure.

On March 28, 2018, Centrus issued a press release announcing the event described in Item 1.01 of this report. A copy of this press release is included as Exhibit 99.1 to this report.

The information furnished pursuant to this Item 7.01, including Exhibit 99.1, shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934 (the “Exchange Act”) or otherwise subject to the liabilities under that Section and shall not be deemed to be incorporated by reference into any filing of Centrus under the Securities Act of 1933 or the Exchange Act. A copy of the press release issued by Centrus in relation to the services agreement is furnished herewith pursuant to Exhibit 99.1.

Item 8.01. Other Events

On March 26, 2018, the Company and X-Energy entered into a separate Memorandum of Understanding (“MOU”) regarding the potential formation of a joint entity that will research, develop, produce and market TRISO particles and TRISO-based fuel elements to be used in nuclear reactors. The MOU provides that each party’s relative contributions will be considered in the formation of such entity.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits.

<u>Exhibit</u>	<u>Description</u>
99.1	Press release dated March 28, 2018

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 thereunto duly authorized.

Centrus Energy Corp.

Date: March 28, 2018

By: /s/ Stephen S. Greene
Stephen S. Greene
Senior Vice President, Chief Financial Officer and
Treasurer

FOR IMMEDIATE RELEASE:

March 28, 2018

X-energy Contracts with Centrus to Support Advanced Nuclear Fuel Fabrication Facility Work

BETHESDA, Md. – Centrus Energy Corp. (NYSE American: LEU), an experienced nuclear fuel technology company, has signed a services contract with X Energy, LLC (X-energy) to support the design of a facility to produce advanced nuclear fuel. The contract builds upon a memorandum of understanding the companies signed in September 2017 to collaborate toward production of fuel for advanced nuclear reactors.

Under the agreement, Centrus will provide X-energy, a pioneering reactor technology and fuel company, with technical expertise and resources to support conceptual design of a facility to produce X-energy's uranium oxycarbide (UCO) tristructural isotropic (TRISO) fuel forms. This effort includes nuclear criticality safety analysis, manufacturing equipment layout and infrastructure design, and conceptual development of fuel form transport packages. Centrus will also provide facility space to X-energy at Centrus' Technology and Manufacturing Center in Oak Ridge, Tenn. TRISO fuel forms can meet the requirements for the X-energy Xe-100 high temperature gas cooled reactor, as well as for other advanced nuclear reactor technologies being developed around the world.

The services contract supports the companies' previously announced joint effort to prepare a deployment plan for X-energy's TRISO fuel technology; design a cost-effective, highly automated fuel manufacturing process line; and seek funding for a future commercial fuel production facility. With a view towards the potential formation of a joint entity to perform these activities, on March 26, 2018, the companies also entered into an additional Memorandum of Understanding, which defines each party's relative contributions to be considered in the formation of such an entity.

"Establishment of a U.S. domestic capability to produce qualified, high assay low enriched uranium-based fuel forms has become urgent," states Harlan Bowers, X-energy President. "Advanced reactor companies must have a reliable fuel source within the next six years to enable first-of-a-kind deployment by the mid-to late-2020s. Through partnership with Centrus, we intend to have our TRISO-X Fuel Fabrication Facility constructed and producing fuel before 2025."

"Our work with X-energy will build the foundation for deploying an American fuel source for advanced reactors," said Daniel Poneman, president and CEO of Centrus. "By performing their fuel work in our Oak Ridge Technology and Manufacturing Center, X-energy will be able to

leverage our specialized workforce, equipment, and facilities to enhance their competitive advantage in the rapidly evolving advanced reactor market.”

About X-energy

X-energy is an advanced nuclear reactor design and TRISO-based fuel fabrication company. X-energy is developing an innovative nuclear power plant design solution. The Xe-100 is a 200MWt (76MWe) high temperature gas-cooled pebble bed modular reactor that requires less time to construct, uses factory-produced components, cannot melt down, and is "walk-away" safe without operator intervention. In concert with Xe-100 design, X-energy is actively producing TRISO-based fuel forms and will implement pilot scale manufacturing capacities starting in 2018. Reactor and fuel activities are supported by \$34M in private investment and a five-year \$53M U.S. Department of Energy Advanced Reactor Concept Cooperative Agreement award. Twitter: @xenergynuclear; Facebook: facebook.com/xenergynuclear, www.x-energy.com

About Centrus Energy

Centrus Energy is a trusted supplier of nuclear fuel and services for the nuclear power industry. Centrus provides value to its utility customers through the reliability and diversity of its supply sources - helping them meet the growing need for clean, affordable, carbon-free electricity. Since 1998, the Company has provided its utility customers with more than 1,750 reactor years of fuel, which is equivalent to 7 billion tons of coal. With world-class technical and engineering capabilities, Centrus is also advancing the next generation of centrifuge technologies so that America can restore its domestic uranium enrichment capability in the future. Find out more at www.centrusenergy.com.

Contacts:

X-energy: Melanie White Lyons, (301) 363-2839, mlyons@x-energy.com

Centrus: Jeremy Derryberry, (301) 564-3392, derryj@centrusenergy.com

Forward-Looking Statements

This news release contains “forward-looking statements” within the meaning of Section 21E of the Securities Exchange Act of 1934 - that is, statements related to future events. In this context, forward-looking statements may address our expected future business and financial performance, and often contain words such as “expects”, “anticipates”, “intends”, “plans”, “believes”, “will”, “should”, “could”, “would” or “may” and other words of similar meaning. Forward-looking statements by their nature address matters that are, to different degrees, uncertain. For Centrus Energy Corp., particular risks and uncertainties that could cause our actual future results to differ materially from those expressed in our forward-looking statements include risks: the continued impact of the March 2011 earthquake and tsunami in Japan on the nuclear industry and on our business, results of operations and prospects; the impact and potential extended duration of the current supply/demand imbalance in the market for low-enriched uranium; pricing trends and demand in the uranium and enrichment markets and their impact on our profitability; risks associated with our reliance on third-party suppliers to provide essential services to us; risks related to actions that may be taken by the U.S. government, the Russian government or other governments that could affect our ability or the ability of our sources of supply to perform under their contract obligations to us, including the imposition of sanctions, restrictions or other requirements; the impact of government regulation including by the U.S. Department of Energy and the U.S. Nuclear Regulatory Commission; potential strategic

transactions, which could be difficult to implement, disrupt our business or change our business profile significantly; the competitive environment for our products and services; changes in the nuclear energy industry; the impact of financial market conditions on our business, liquidity, prospects, pension assets and insurance facilities; revenue and operating results can fluctuate significantly from quarter to quarter, and in some cases, year to year; and other risks and uncertainties discussed in this and our other filings with the Securities and Exchange Commission, including our Annual Report on Form 10-K for the year ended December 31, 2017. We do not undertake to update our forward-looking statements except as required by law.