

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): December 16, 2021

**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**

(Address of Principal Executive Offices)

**Registrant's telephone number, including area code: (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))

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

<u>Title of Each Class</u>	<u>Trading Symbol</u>	<u>Name of Each Exchange on Which Registered</u>
Class A Common Stock, par value \$0.10 per share	LEU	NYSE American

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.

**Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.**

As previously disclosed, on November 23, 2021, Centrus Energy Corp. (the “Company”) issued a Notice of Full Redemption providing for the redemption of any and all shares of the Company’s Series B Senior Preferred Stock, par value \$1.00 per share (the “Series B Preferred Shares”) outstanding after consummation of the Company’s tender offer to purchase all of its issued and outstanding Series B Preferred Shares. On December 15, 2021, the Company completed the redemption of all 980 outstanding Series B Preferred Shares for aggregate cash consideration of \$1.1 million. On December 16, 2021, the Company filed a Certificate of Elimination of the Series B Senior Preferred Stock of Centrus Energy Corp. with the Secretary of State of Delaware (the “Certificate of Elimination”) to eliminate the designation of the Series B Preferred Shares and to return all shares of preferred stock of the Company previously designated as Series B Preferred Shares to authorized but unissued and undesignated shares of preferred stock of the Company.

The Certificate of Elimination became effective upon filing, and a copy is filed as Exhibit 3.1 to this Current Report on Form 8-K. The above description of the Certificate of Elimination is qualified in its entirety by reference to the full text of the Certificate of Elimination, which is incorporated herein by reference.

**Item 7.01 Regulation FD Disclosure.**

On December 17, 2021, the Company issued a press release announcing the redemption of the Series B Preferred Shares described in Item 5.03 above. A copy of the press release is attached hereto as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits

<b>Exhibit No.</b>	<b>Description</b>
<a href="#">3.1</a>	<a href="#">Certificate of Elimination of the Series B Senior Preferred Stock of Centrus Energy Corp.</a>
<a href="#">99.1</a>	<a href="#">Press Release dated December 17, 2021.</a>
104	Cover Page Interactive Data File, formatted in Inline Extensible Business Reporting Language (iXBRL).

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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 thereunto duly authorized.

**Centrus Energy Corp.**

Date: December 17, 2021

By: /s/ Philip O. Strawbridge

Philip O. Strawbridge

Senior Vice President, Chief Financial Officer,

Chief Administrative Officer and Treasurer

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**CERTIFICATE OF ELIMINATION OF THE  
SERIES B SENIOR PREFERRED STOCK OF  
CENTRUS ENERGY CORP.**

Pursuant to Section 151(g)  
of the General Corporation Law  
of the State of Delaware

Centrus Energy Corp., a corporation organized and existing under the laws of the State of Delaware (the "Company"), in accordance with the provisions of Section 151(g) of the General Corporation Law of the State of Delaware (the "DGCL"), hereby certifies as follows:

1. That, pursuant to Section 151 of the DGCL and authority granted in the Amended and Restated Certificate of Incorporation of the Company, as theretofore amended (the "Certificate of Incorporation"), the Board of Directors of the Company, by resolution duly adopted, authorized the issuance of a series of one hundred four thousand, five hundred seventy-four (104,574) shares of Series B Senior Preferred Stock, par value \$1.00 per share (the "Series B Preferred Stock"), and established the voting powers, designations, preferences and relative, participating and other rights, and the qualifications, limitations or restrictions thereof, and, on February 13, 2017, filed a Certificate of Designation with respect to such Series B Preferred Stock in the office of the Secretary of State of the State of Delaware (the "Original Certificate of Designation"), which Original Certificate of Designation was amended and restated by the Amended and Restated Certificate of Designation filed with the Secretary of State of the State of Delaware on November 22, 2021 (the "Amended and Restated Certificate of Designation").

2. That no shares of said Series B Preferred Stock are outstanding and no shares thereof will be issued subject to the Amended and Restated Certificate of Designation.

3. That the Board of Directors of the Company adopted the following resolutions on November 15, 2021:

WHEREAS, by resolution of Board and by the Original Certificate of Designation, the Company authorized the issuance of a series of one hundred four thousand, five hundred seventy-four (104,574) shares of Series B Preferred Stock and established the voting powers, designations, preferences and relative, participating and other rights, and the qualifications, limitations or restrictions thereof;

WHEREAS, 104,574 shares of Series B Preferred Stock were initially issued by the Company pursuant to the Original Certificate of Designation and all such shares have been reacquired as of the date hereof;

WHEREAS, as of the date hereof, all outstanding shares of Series B Preferred Stock have been reacquired or retired by the Company and no shares of such Series B Preferred Stock are outstanding, and no shares of such Series B Preferred Stock will be issued subject to said Amended and Restated Certificate of Designation; and

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WHEREAS, the Company desires that all matters set forth in the Amended and Restated Certificate of Designation with respect to such Series B Preferred Shares be eliminated from the Certificate of Incorporation.

NOW, THEREFORE, BE IT AND IT HEREBY IS:

RESOLVED, that all matters set forth in the Amended and Restated Certificate of Designation with respect to such Series B Preferred Stock be eliminated from the Certificate of Incorporation; and

RESOLVED, that the officers of the Company be, and hereby are, authorized and directed to file a Certificate of Elimination with the office of the Secretary of State of the State of Delaware setting forth a copy of these resolutions whereupon all matters set forth in the Amended and Restated Certificate of Designation with respect to such Series B Preferred Stock shall be eliminated from the Certificate of Incorporation.

4. That, accordingly, all matters set forth in the Amended and Restated Certificate of Designation with respect to the Series B Preferred Stock be, and hereby are, eliminated from the Certificate of Incorporation, as heretofore amended, of the Company and all shares of preferred stock previously designated as Series B Senior Preferred Stock shall have the status of authorized but unissued shares of preferred stock of the Company, without designation as to series, subject to reissuance by the Board of Directors of the Company as shares of any one or more other series of preferred stock.

*[Signature Page Follows]*

IN WITNESS WHEREOF, the Company has caused this Certificate to be executed by its duly authorized officer this 16th day of December, 2021.

CENTRUS ENERGY CORP.

By: /s/ Philip Strawbridge

Name: Philip Strawbridge

Office: Senior Vice President and Chief Financial Officer

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### **Centrus Announces Redemption of All Outstanding Series B Senior Preferred Stock**

BETHESDA, MD., December 17, 2021 -- Centrus Energy Corp. (NYSE American: LEU) (“Centrus” or the “Company”) today announced that it has completed the previously announced redemption of all of the Company’s outstanding Series B Senior Preferred Stock, par value \$1.00 per share (the “Series B Preferred Shares”) as of December 15, 2021. The redemption of the Series B Preferred Shares follows the Company’s successful consummation of its tender offer and consent solicitation relating to the Series B Preferred Shares in November.

“Eliminating the last of our preferred shares is a major milestone in our ongoing effort to strengthen our balance sheet for long-term success,” said Centrus Energy President and CEO Daniel B. Poneman.

#### **About Centrus**

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](http://www.centrusenergy.com).

#### **Forward Looking Statements**

This press release may contain statements that constitute forward-looking statements within the meaning of Section 21E of the Securities Exchange Act of 1934. Forward-looking statements by their nature address matters that are, to different degrees, uncertain. Accordingly, forward-looking statements should not be relied upon as a predictor of actual results. Readers are urged to carefully review and consider this press release and our other filings with the Securities and Exchange Commission, including our Annual Report on Form 10-K for the year ended December 31, 2020 and our Quarterly Reports filed on Form 10-Q. We do not undertake to update our forward-looking statements to reflect events or circumstances that may arise after the date of this press release, except as required by law.

#### **Centrus Investor Contacts:**

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