

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): November 18, 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 7.01 Regulation FD Disclosure.**

On October 20, 2021, Centrus Energy Corp. announced the commencement of a tender offer to purchase all of its issued and outstanding Series B Senior Preferred Stock, par value \$1.00 per share (the “Series B Preferred Shares”), at a price of \$1,145.20 per Series B Preferred Share (inclusive of any rights to accrued but unpaid dividends), to each holder in cash, less any applicable withholding taxes (the “Offer”), and the related consent solicitation (the “Consent Solicitation”). On November 18, 2021, Centrus issued a press release announcing the preliminary results of the Offer and Consent Solicitation, which expired at 5:00 p.m., Eastern time, on Thursday, November 18, 2021. A copy of the press release is attached hereto as Exhibit 99.1 to this Current Report and is incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits

<b>Exhibit No.</b>	<b>Description</b>
<a href="#">99.1</a>	<a href="#">Press release, dated November 18, 2021.</a>
104	Cover Page Interactive Data File (embedded within the Inline XBRL Document)

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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: November 18, 2021

By: /s/ Philip O. Strawbridge

Philip O. Strawbridge

Senior Vice President, Chief Financial Officer,  
Chief Administrative Officer and Treasurer

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### **Centrus Announces Preliminary Results of Its Cash Tender Offer to Purchase Its Series B Senior Preferred Stock and Related Consent Solicitation**

BETHESDA, MD., November 18, 2021 /PRNewswire/ -- Centrus Energy Corp. (NYSE American: LEU) (“Centrus” or the “Company”) today announced the preliminary results of its tender offer (the “Offer”) to purchase all of its outstanding Series B Senior Preferred Stock, par value \$1.00 per share (the “Series B Preferred Shares”) at a purchase price per share (inclusive of any rights to accrued but unpaid dividends) of \$1,145.20 in cash, less any applicable withholding taxes, and the related consent solicitation (the “Consent Solicitation”) to amend the certificate of designation of the Series B Preferred Shares (the “Series B Preferred Amendment”). The Offer and Consent Solicitation expired at 5:00 p.m., Eastern time on Thursday, November 18, 2021.

Based on the preliminary count by Computershare Trust Company, N.A., the depositary for the Offer and Consent Solicitation, 36,867 shares of the Series B Preferred Shares were properly tendered and not properly withdrawn in the Offer, and corresponding consents have been delivered in the Consent Solicitation. Pursuant to the terms of the Offer and Consent Solicitation, the Company expects to accept for purchase all of the Series B Preferred Shares tendered in the Offer, for an aggregate purchase price of \$42.2 million. The shares expected to be acquired represent 97.4% of the Company’s outstanding Series B Preferred Shares as of September 30, 2021. Based on the preliminary results, the requisite consent of at least 90% of the outstanding Series B Preferred Shares required to approve the Series B Preferred Amendment was obtained.

The number of shares properly tendered and not properly withdrawn are preliminary and are subject to verification by the depositary and the proper delivery of all shares tendered. The actual number of shares properly tendered and not properly withdrawn will be announced promptly following the completion of the verification process. Promptly after such announcement, the depositary will issue payment for the shares properly tendered and accepted under the Offer and will return any other shares tendered. Payment for shares will be made in cash, subject to applicable withholding and without interest. It is currently expected that payment for all shares purchased will be made on or around November 23, 2021.

D.F. King & Co., Inc. is serving as information agent and Computershare Trust Company, N.A. is serving as the depositary for the tender offer and consent solicitation.

#### **Redemption of Series B Preferred Shares**

In addition, because Centrus received the requisite consent to approve the Series B Preferred Amendment, Centrus intends to issue a notice of redemption to redeem all of the Series B Preferred Shares that remain outstanding following consummation of the Offer in accordance with the terms of the Series B Preferred Amendment.

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## **Additional Information Regarding the Offer and Consent Solicitation and the Redemption**

This communication (i) is for informational purposes only, (ii) is not a recommendation to buy or sell Series B Preferred Shares or any other securities, (iii) is neither an offer to purchase nor a solicitation of an offer to sell Series B Preferred Shares or any other securities, and (iv) shall not constitute a notice of redemption pursuant to the terms of the Series B Preferred Shares or an obligation to issue a notice of redemption.

Centrus has filed a tender offer statement on Schedule TO (as amended or supplemented, the “Schedule TO”), including an offer to purchase, letter of transmittal and related materials, with the United States Securities and Exchange Commission (the “SEC”). The Offer and Consent Solicitation are only made pursuant to the offer to purchase, letter of transmittal and consent and related materials filed as a part of the Schedule TO. Stockholders should read carefully the offer to purchase, letter of transmittal and consent and related materials because they contain important information, including the various terms of, and conditions to, the Offer and Consent Solicitation. Stockholders may obtain a free copy of the tender offer statement on Schedule TO, the offer to purchase, letter of transmittal and other documents that Centrus has filed with the SEC at the SEC’s website at [www.sec.gov](http://www.sec.gov) or from the Centrus website at [www.centrusenergy.com](http://www.centrusenergy.com) or from the information agent for the tender offer.

## **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 contains statements that constitute forward-looking statements within the meaning of Section 21E of the Securities Exchange Act of 1934. In this context, forward-looking statements mean statements related to future events, and often contain words such as “expects,” “anticipates,” “intends,” “plans,” “believes,” “will,” “should,” “could,” “would,” or “may” and other words of similar meaning. These statements include statements regarding the terms and timing of completion of the Offer and Consent Solicitation, including acceptance for purchase of the Series B Preferred Shares, and the Company’s intention to redeem all Series B Preferred Shares that remain outstanding following consummation of the Offer. Forward-looking statements by their nature address matters that are, to different degrees, uncertain. Particular risks and uncertainties that could cause results to differ from those expressed in these financial statements include conditions in financial markets, response by holders of Series B Preferred Shares to the Offer and Consent Solicitation and other factors described in the Company’s filings with the SEC. These factors may not constitute all factors that could cause actual results to differ from those discussed in any forward-looking statement. Accordingly, forward-looking statements should not be relied upon as a predictor of actual results. Readers are urged to carefully review and consider the various disclosures made in this press release and in our other filings with the SEC that attempt to advise interested parties of the risks and factors that may affect our business. 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.

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**Centrus Investor Contacts:**

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