

---

---

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 4, 2014

**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.)*

**Two Democracy Center  
6903 Rockledge Drive  
Bethesda, MD 20817**

*(Address of principal executive offices) (Zip Code)*

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))
- 
-

**Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

Pursuant to the Certificate of Incorporation of Centrus Energy Corp. (“Centrus”), the holders of a majority of the voting power of the outstanding shares of Class B common stock of Centrus, voting as a separate class, have the right to elect a total of two qualified directors to the Board of Directors of Centrus, subject to certain limitations. Toshiba America Nuclear Energy Corporation (“Toshiba”) and Babcock & Wilcox Investment Company are the holders of all currently outstanding shares of Class B common stock of Centrus. Effective December 4, 2014, Theodore (Ted) Dalheim, Jr. was elected to the Centrus Board of Directors to fill the vacancy in one of the Class B -elected Director positions. Mr. Hiroshi Sakamoto, senior vice president and board director, Toshiba America Nuclear Energy Corporation, fills the other Class B-elected position on the Centrus Board.

Mr. Dalheim, age 52, is Vice President of Finance and Group Controller for Babcock & Wilcox Government & Nuclear Operations Group, Inc. (“B&W GNOG”) Mr. Dalheim previously held positions with The Babcock and Wilcox Company and its affiliate companies (collectively “B&W”) as Vice President, Finance for B&W Nuclear Operations Group, Inc., B&W Nuclear Energy, Inc., B&W mPower, Inc. and Generation mPower LLC and Group Controller for B&W Power Generation Group, Inc. Prior to joining B&W in 2007, he served as Vice President, Chief Financial Officer and Corporate Secretary of Marine Mechanical Corporation (now B&W NOG-Euclid).

Centrus, B&W and Toshiba are parties to a strategic relationship agreement, a supplementary strategic relationship agreement and other agreements or arrangements described in the Company’s current reports on Form 8-K filed with the Securities and Exchange Commission on May 25, 2010, August 4, 2014, and September 5, 2014. Centrus and B&W also are parties to a settlement agreement described in the Company’s current report on Form 8-K filed with the Securities and Exchange Commission on June 30, 2014. B&W and Toshiba are stockholders of the Company.

---

