
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

**FORM S-8
REGISTRATION STATEMENT UNDER
THE SECURITIES ACT OF 1933**

Centrus Energy Corp.

(Exact name of registrant as specified in its charter)

Delaware **52-2107911**
(State or other jurisdiction of incorporation) *(I.R.S. Employer Identification No.)*

**6901 Rockledge Drive, Suite 800
Bethesda, MD 20817**
(Address of registrant's principal executive offices)

**Centrus Energy Corp.
2014 Equity Incentive Plan, as amended
(Amendment Effective June 16, 2021)**
(Full title of the Plan)

Philip O. Strawbridge
Senior Vice President, Chief Financial Officer, Chief Administrative Officer and Treasurer
Centrus Energy Corp.
6901 Rockledge Drive, Suite 800
Bethesda, MD 20817
(301) 564-3200
*(Name, address, including zip code, and telephone number,
including area code, of agent for service)*

Copy to:
Michele C. Kloeppe, Esq.
Thompson Coburn LLP
One US Bank Plaza
Suite 3500
St. Louis, Missouri 63101
Phone: (314) 552-6000
Fax: (314) 552-7000

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company. See the definitions of “large accelerated filer,” “accelerated filer,” “smaller reporting company,” and “emerging growth company” in Rule 12b-2 of the Exchange Act.

Large accelerated filer Accelerated filer Non-accelerated filer
 Smaller reporting company 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 7(a)(2)(B) of the Securities Act.

CALCULATION OF REGISTRATION FEE

Title of securities to be registered	Amount to be registered⁽¹⁾	Proposed maximum offering price per share⁽²⁾	Proposed maximum aggregate offering price⁽²⁾	Amount of registration fee
Class A common stock, \$0.10 par value per share, reserved for issuance under the Centrus Energy Corp. 2014 Equity Incentive Plan, as amended	700,000	\$25.03	\$17,521,000	\$1,912
Series A Participating Cumulative Preferred Stock Purchase Rights	(3)	(3)	(3)	(3)

⁽¹⁾ This Registration Statement registers an additional 700,000 shares of Class A common stock, \$0.10 par value per share (the “Common Stock”) of Centrus Energy Corp. (the “Company”) pursuant to the Centrus Energy Corp. 2014 Equity Incentive Plan, as amended and restated (the “Incentive Plan”), which was approved by the Company’s stockholders on June 16, 2021. In accordance with Rule 416(a) and (c) under the Securities Act of 1933, as amended (the “Securities Act”), this Registration Statement also covers any additional shares of Common Stock which become issuable under the Incentive Plan, by reason of any stock dividend, stock split, recapitalization or other similar transaction effected without the receipt of consideration which results in an increase in the number of the outstanding shares of Common Stock of the Company.

⁽²⁾ Estimated solely for the purposes of computing the registration fee pursuant to the provisions of Rule 457(c) and (h) under the Securities Act, based upon the average of the high and low sale prices of the Common Stock as reported on the NYSE American on June 30, 2021.

⁽³⁾ The Series A Participating Cumulative Preferred Stock purchase rights (the “Series A Rights”) are initially carried with the shares of Common Stock. The value attributable to such rights, if any, is reflected in the market price of the shares of Common Stock.

PART II
INFORMATION REQUIRED IN
THE REGISTRATION STATEMENT

REGISTRATION OF ADDITIONAL SECURITIES

This Registration Statement is being filed by Centrus Energy Corp. (the “Company”) to register seven hundred thousand (700,000) additional shares (the “Additional Shares”) of the Company’s common stock, par value \$0.10 per share (“Common Stock”) issuable under the Company’s Centrus Energy Corp. 2014 Equity Incentive Plan, as amended and restated from time to time (the “Incentive Plan”). The additional securities have been authorized for issuance pursuant to an amendment and restatement to the Incentive Plan, which was approved by the Company’s stockholders of on June 16, 2021. The Additional Shares are being registered in addition to the Common Stock previously registered for issuance under the Incentive Plan by a Registration Statement on Form S-8 filed with the Securities and Exchange Commission (the “SEC”) on November 21, 2014, Registration File No. 333-200439 (the “2014 Registration Statement”), and a Registration Statement on Form S-8 filed with the SEC on June 6, 2017, Registration File No. 333-218356 (the “2017 Registration Statement” and together with the 2014 Registration Statement, the “Prior Registration Statements”).

This Registration Statement relates to securities of the same class as that to which the Prior Registration Statements relate and is submitted in accordance with General Instruction E to Form S-8 regarding registration of additional securities. Pursuant to such instruction, the contents of the Prior Registration Statements are incorporated by reference and made part of this Registration Statement.

Item 3. Incorporation of Certain Documents by Reference

The following documents filed by the Company with the SEC are incorporated herein by reference:

- (i) The Company’s Annual Report on Form 10-K for the year ended December 31, 2020, filed March 22, 2021;
- (ii) The Company’s Quarterly Report on Form 10-Q for the quarter ended March 31, 2020, filed May 12, 2021;
- (iii) The Company’s Current Reports on Form 8-K, filed January 14, 2021, February 5, 2021, March 18, 2021, May 11, 2021, May 17, 2021, June 14, 2021 and June 16, 2021;
- (iv) The description of the Company’s Common Stock contained in the Company’s Registration Statement on Form 8-A filed on September 30, 2014, including any amendment or report filed for the purpose of updating such description; and
- (v) The description of the Series A Rights contained in the Company’s Registration Statement on Form 8-A filed on April 7, 2016, including any amendment or report filed for the purpose of updating such description.

All documents filed by the Registrant pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act, after the date of this Registration Statement and prior to the filing of a post-effective amendment which indicates that all securities offered hereby have been sold or which deregisters all securities remaining unsold, shall be deemed to be incorporated by reference in this Registration Statement and to be made a part hereof from the date of filing of such documents. Any statements contained herein or in a document incorporated herein by reference shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained in a subsequently filed document incorporated herein by reference modifies or supersedes such document. Any statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

Under no circumstances will any information filed under Items 2.02 or 7.01 of Form 8-K be deemed incorporated herein by reference unless such Form 8-K expressly provides to the contrary.

Item 8. Exhibits.

The following Exhibits are filed as part of this Registration Statement:

<u>Exhibit Number</u>	<u>Exhibit</u>
3.1	<u>Amended and Restated Certificate of Incorporation of Centrus Energy Corp. (incorporated by reference to Exhibit 3.1 of the Company's Registration Statement on Form 8-A, filed with the SEC on September 30, 2014).</u>
3.2	<u>Third Amended and Restated Bylaws of Centrus Energy Corp. (incorporated by reference to Exhibit 3.2 of the Company's Annual Report on Form 10-K for the year ended December 31, 2016, filed with the SEC on March 31, 2017).</u>
3.3	<u>Certificate of the Voting Powers, Designations, Preferences and Relative Participating, Optional and Other Special Rights and Qualifications, Limitations or Restrictions of Series A Participating Cumulative Preferred Stock of Centrus Energy Corp. (filed as Exhibit 3.1 to the Company's Registration Statement on Form 8-A filed with the Securities and Exchange Commission on April 6, 2016).</u>
3.4	<u>Certificate of Designation of Rights, Powers, Preferences, Qualifications, Limitations and Restrictions of Series B Senior Preferred Stock (incorporated by reference to Exhibit 3.1 of the Company's Current Report on Form 8-K, filed with the SEC on February 15, 2017).</u>
3.5	<u>Certificate of Retirement of 62,854 Series B Senior Preferred Stock (incorporated by reference to Exhibit 3.1 of the Company's Current Report on Form 8-K, filed with the SEC on December 22, 2020).</u>
3.6	<u>Certificate of Retirement of 3,873 Series B Senior Preferred Stock (incorporated by reference to Exhibit 3.1 of the Company's Current Report on Form 8-K, filed with the SEC on February 5, 2021).</u>
4.1	<u>Indenture by and among Centrus Energy Corp., as Issuer, United States Enrichment Corporation, as Note Guarantor and Delaware Trust Company, as Trustee and Collateral Agent, dated as of September 30, 2014 (incorporated by reference to Exhibit 4.1 of the Company's Current Report on Form 8-K, filed with the SEC on September 30, 2014).</u>
4.2	<u>Supplemental Indenture by and among Centrus Energy Corp., as Issuer, United States Enrichment Corporation, as Note Guarantor and Delaware Trust Company, as Trustee and Collateral Agent (filed as Exhibit 4.5 to the Company's Current Report on Form 8-K filed with the Securities and Exchange Commission on February 15, 2017).</u>
4.3	<u>Pledge and Security Agreement by and among Delaware Trust Company, as Collateral Agent, and United States Enrichment Corporation, dated as of September 30, 2014 (incorporated by reference to Exhibit 4.2 of the Company's Current Report on Form 8-K, filed with the SEC on September 30, 2014).</u>
4.4	<u>Note Subordination Agreement by and among United States Enrichment Corporation and Delaware Trust Company, as Trustee, dated as of September 30, 2014 (incorporated by reference to Exhibit 4.3 of the Company's Current Report on Form 8-K, filed with the SEC on September 30, 2014).</u>
4.5	<u>Outstanding Notes Note Subordination Agreement by and among United States Enrichment Corporation and Delaware Trust Company, as Trustee, dated as of February 14, 2017 (incorporated by reference to Exhibit 4.6 of the Company's Current Report on Form 8-K, filed with the SEC on February 15, 2017).</u>

- 4.6 [Rights Agreement dated as of April 6, 2016, among Centrus Energy Corp., Computershare Inc. \(“Computershare”\) and Computershare Trust Company, N.A., together with Computershare, as Rights Agent \(incorporated by reference to Exhibit 4.1 to the Company’s Registration Statement on Form 8-A filed with the Securities and Exchange Commission on April 6, 2016\).](#)
- 4.7 [Form of Rights Certificate \(incorporated by reference to Exhibit 4.2 to the Company’s Registration Statement on Form 8-A filed with the Securities and Exchange Commission on April 7, 2016\).](#)
- 4.8 [First Amendment to Section 382 Rights Agreement by and between Centrus Energy Corp., Computershare Trust Company, N.A. and Computershare Inc., dated on or about February 14, 2017 \(incorporated by reference to Exhibit 4.1 to the Company’s Current Report on Form 8-K, filed with the SEC on January 5, 2017\).](#)
- 4.9 [Indenture by and among Centrus Energy Corp., as Issuer, United States Enrichment Corporation, as Note Guarantor and Delaware Trust Company, as Trustee and Collateral Agent, dated as of February 14, 2017 \(incorporated by reference to Exhibit 4.1 of the Company’s Current Report on Form 8-K, filed with the SEC on February 15, 2017\).](#)
- 4.10 [Pledge and Security Agreement, dated as of February 14, 2017 by and among Delaware Trust Company, as Collateral Agent, and United States Enrichment Corporation dated as of February 14, 2017 \(incorporated by reference to Exhibit 4.2 of the Company’s Current Report on Form 8-K, filed with the SEC on February 15, 2017\).](#)
- 4.11 [New Notes Note Subordination Agreement by and among United States Enrichment Corporation and Delaware Trust Company, as Trustee, dated as of February 14, 2017 \(incorporated by reference to Exhibit 4.3 of the Company’s Current Report on Form 8-K, filed with the SEC on February 15, 2017\).](#)
- 4.12 [Pari Passu Intercreditor Agreement by and among United States Enrichment Corporation and Delaware Trust Company, as Trustee, dated as of February 14, 2017 \(incorporated by reference to Exhibit 4.4 of the Company’s Current Report on Form 8-K, filed with the SEC on February 15, 2017\).](#)
- 4.13 [Second Amendment to Section 382 Rights Agreement by and between Centrus Energy Corp., Computershare Trust Company, N.A. and Computershare Inc., dated April 3, 2019 \(incorporated by reference to Exhibit 4.1 to the Company’s Current Report on Form 8-K filed with the SEC on April 4, 2019\).](#)
- 4.14 [Third Amendment to the Section 382 Rights Agreement, dated as of April 13, 2020, by and among the Company, Computershare Trust Company N.A. and Computershare Inc. \(incorporated by reference to Exhibit 4.1 to the Company’s Current Report on Form 8-K filed with the SEC on April 14, 2020\).](#)
- 4.15 [Form of Warrant to Purchase Common Stock by and between the Company and Kulayba LLC \(incorporated by reference to Exhibit 4.1 of the Company’s Current Report on Form 8-K, filed with the SEC on February 5, 2021\).](#)
- 4.16 [Fourth Amendment to the Section 382 Rights Agreement, dated as of June 16, 2021, by and among the Company, Computershare Trust Company N.A. and Computershare Inc. \(incorporated by reference to Exhibit 4.1 to the Company’s Current Report on Form 8-K filed with the SEC on June 16, 2021\).](#)
- 5.1* [Opinion of Thompson Coburn LLP regarding legality.](#)
- 23.1* [Consent of PricewaterhouseCoopers LLP](#)
- 23.2* [Consent of Thompson Coburn LLP \(included in the opinion filed as Exhibit 5.1\)](#)
- 24.1 [Power of Attorney \(included on the signature page hereof\)](#)

* Filed herewith.

SIGNATURES

The Registrant. Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the city of Bethesda, Maryland, on July 2, 2021.

CENTRUS ENERGY CORP.

By: /s/ Philip O. Strawbridge
Name: Philip O. Strawbridge
Title: Senior Vice President, Chief Financial Officer,
Chief Administrative Officer and Treasurer
(Principal Financial Officer)

POWER OF ATTORNEY

Pursuant to the requirements of the Securities Act of 1933, we, the undersigned officers and directors of Centrus Energy Corp., a Delaware corporation, hereby severally and individually constitute and appoint Philip O. Strawbridge and Dennis J. Scott, and each of them (with full power to act alone and with full power of substitution and re-substitution), the lawful attorneys and agents of each of us to execute in the name, place and stead of each of us (individually and in any capacity stated below) any and all amendments (including post-effective amendments) to this Registration Statement on Form S-8 and all instruments necessary or advisable in connection therewith and to file the same with the Securities and Exchange Commission, the said attorney and agent to have the power to act with or without the others and to have full power and authority to do and perform in the name and on behalf of each of the undersigned every act whatsoever necessary or advisable to be done in the premises as fully and to all intents and purposes as any of the undersigned might or could do in person, and we hereby ratify and confirm our signatures as they may be signed by our said attorneys and agents to any and all such amendments and instruments.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Daniel B. Poneman</u> Daniel B. Poneman	President, Chief Executive Officer and Director (Principal Executive Officer)	July 2, 2021
<u>/s/ Philip O. Strawbridge</u> Philip O. Strawbridge	Senior Vice President, Chief Financial Officer, Chief Administrative Officer and Treasurer (Principal Financial Officer)	July 2, 2021
<u>/s/ John C. Dorrian</u> John C. Dorrian	Controller and Chief Accounting Officer (Principal Accounting Officer)	July 2, 2021
<u>/s/ Mikel H. Williams</u> Mikel H. Williams	Chairman of the Board and Director	July 2, 2021
<u>/s/ Kirkland H. Donald</u> Kirkland H. Donald	Director	July 2, 2021
<u>/s/ W. Thomas Jagodinski</u> W. Thomas Jagodinski	Director	July 2, 2021
<u>/s/ Tina W. Jonas</u> Tina W. Jonas	Director	July 2, 2021
<u>/s/ William J. Madia</u> William J. Madia	Director	July 2, 2021
<u>/s/ Bradley J. Sawatzke</u> Bradley J. Sawatzke	Director	July 2, 2021
<u>/s/ Neil S. Subin</u> Neil S. Subin	Director	July 2, 2021
<u>/s/ Tetsuo Iguchi</u> Tetsuo Iguchi	Director	July 2, 2021

July 2, 2021

Centrus Energy Corp.
6901 Rockledge Drive
Suite 800
Bethesda, MD 20817

Re: Registration Statement on Form S-8 for an additional seven hundred thousand (700,000) shares of Centrus Energy Corp. Class A common stock, par value \$0.10 per share, for issuance under the 2014 Equity Incentive Plan, as amended and restated

Ladies and Gentlemen:

With reference to the Registration Statement on Form S-8 (the "Registration Statement") to be filed by Centrus Energy Corp., a Delaware corporation (the "Company"), on July 2, 2021, with the Securities and Exchange Commission pursuant to the Securities Act of 1933, as amended, relating to the proposed issuance by the Company of up to an additional seven hundred thousand (700,000) shares (the "Additional Shares") of the Company's Class A common stock, par value \$0.10 per share, pursuant to the 2014 Equity Incentive Plan, as amended and restated from time to time (the "Plan"), we have examined such corporate records of the Company, such laws and such other information as we have deemed relevant, including the Company's Amended and Restated Certificate of Incorporation, Third Amended and Restated By-Laws and statements we have received from officers and representatives of the Company. In delivering this opinion, we have assumed the genuineness of all signatures, the authenticity of all documents submitted to us as originals, the conformity to the originals of all documents submitted to us as certified, photostatic or conformed copies, the authenticity of originals of all such latter documents, and the correctness of statements submitted to us by officers and representatives of the Company.

Our opinion expressed herein is limited to the General Corporation Law of the State of Delaware and we express no opinion with respect to the laws of any other jurisdiction. No opinion is expressed herein with respect to the qualification of the Shares under the securities or blue-sky laws of any state or any foreign jurisdiction.

Please note that we are opining only as to the matters expressly set forth herein, and no opinion should be inferred as to any other matters. This opinion is based upon currently existing statutes, rules, regulations and judicial decisions, and we disclaim any obligation to advise you of any change in any of these sources of law or subsequent legal or factual developments which might affect any matters or opinions set forth herein.

Based solely on the foregoing, we are of the opinion that the Additional Shares to be issued by the Company pursuant to the Plan have been duly authorized and, when issued by the Company in accordance with the Plan, will be legally issued, fully paid and non-assessable.

We consent to the filing of this opinion as an exhibit to the Registration Statement.
Very truly yours,

/s/ THOMPSON COBURN LLP

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of Centrus Energy Corp. of our report dated March 22, 2021 relating to the financial statements, which appears in Centrus Energy Corp.'s Annual Report on Form 10-K for the year ended December 31, 2020.

/s/ PricewaterhouseCoopers LLP
Baltimore, Maryland
July 2, 2021