

**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 22, 2020

**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.**

On December 22, 2012, Centrus Energy Corp. (the “Company”) filed with the Delaware Secretary of State a Certificate of Retirement of 62,854 Series B Senior Preferred Stock, par value \$1.00 per share (the “Series B Preferred Shares”), to effect the retirement of the Company’s Series B Preferred Shares repurchased upon the completion of its previously announced tender offer to purchase Series B Preferred Shares. Effective upon filing, the Certificate of Retirement amended the Amended and Restated Certificate of Incorporation of the Company to reduce the total number of authorized Series B Preferred Shares by 62,854 shares such that the total number of authorized Series B Preferred Shares of the Company is 41,720.

A copy of the Certificate of Retirement of 62,854 Series B Senior Preferred Stock is attached hereto as Exhibit 3.1 and 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 Retirement of 62,854 Series B Senior Preferred Stock</a>

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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 22, 2020

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 RETIREMENT**

**OF**

**62,854 SERIES B SENIOR PREFERRED STOCK**

**OF**

**CENTRUS ENERGY CORP.**

Pursuant to Section 243 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 “**Corporation**”), hereby certifies as follows:

1. The Corporation’s Certificate of Designation of Rights, Powers, Preferences, Qualifications, Limitations and Restrictions of the Series B Senior Preferred Stock (the “**Certificate of Designation**”) authorizes the issuance of 104,574 shares of Series B Senior Preferred Stock, par value \$1.00 per share (“**Series B Senior Preferred Stock**”).
2. In November 2020, the Corporation repurchased 62,854 shares of the Corporation’s Series B Senior Preferred Stock.
3. The Corporation’s Certificate of Designation provides that all shares of the Series B Senior Preferred Stock that are reacquired by the Corporation and subsequently canceled by the Board of Directors of the Corporation shall not be reissued as shares of Series B Senior Preferred Stock. The Corporation’s Certificate of Designation provides further that repurchased and canceled and retired shares of Series B Senior Preferred Stock have the status of authorized but unissued shares of preferred stock of the Corporation, without designation as to series, subject to reissuance by the Board of Directors as shares of any one or more other series of preferred stock.
4. The Board of Directors has adopted resolutions canceling and retiring the 62,854 shares repurchased.
5. Pursuant to the provisions of Section 243 of the General Corporation Law of the State of Delaware, upon the effective date of this Certificate of Retirement, the number of authorized shares of preferred stock of the Corporation shall not be amended, but the Certificate of Designation shall be amended to reduce the total number of authorized shares of Series B Senior Preferred Stock by 62,854 shares such that the total number of authorized shares of Series B Senior Preferred Stock of the Corporation shall be 41,720.

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Retirement to be executed this 22nd day of December, 2020.

CENTRUS ENERGY CORP.

By: /s/ Dennis Scott

Name: Dennis Scott

Title: SVP, General Counsel, Chief Compliance Officer &  
Corporate Secretary

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