

CONSTELLATION ENERGY GROUP INC  
Form S-8  
June 04, 2010

As filed with the Securities and Exchange Commission on June 4, 2010

Registration No. 333-

# SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

## FORM S-8

## REGISTRATION STATEMENT

*UNDER*

*THE SECURITIES ACT OF 1933*

# CONSTELLATION ENERGY GROUP, INC.

(Exact name of registrant as specified in its charter)

**Maryland**  
(State of Incorporation)

**52-1964611**  
(I.R.S. Employer Identification No.)

**100 Constellation Way**

**Baltimore, Maryland**  
(Address of Principal Executive Offices)

**21202**  
(Zip Code)

**Constellation Energy Group, Inc. 2007 Long-Term Incentive Plan**

**Constellation Energy Group, Inc. Employee Savings Plan**

(Full title of the plans)

**Charles A. Berardesco**

**Senior Vice President and General Counsel**

**100 Constellation Way**

**Baltimore, MD 21202**

(Name and address of agent for service)

**(410) 470-2800**

(Telephone number, including area code, of agent for service)

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer	<input checked="" type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/>	Smaller reporting company	<input type="checkbox"/>

**Calculation of Registration Fee**

Title of each class of Securities to be registered	Amount to be registered (1)	Proposed maximum	Proposed maximum	Amount of registration fee (2)
		offering price per share (2)	aggregate offering price (2)	

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Common Stock, without par value	11,000,000	\$35.02	\$385,220,000	\$27,466.19
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- (1) Pursuant to Rule 416(a) under the Securities Act of 1933 (the Act ), this registration statement also registers such additional shares as may be issued by reason of stock splits, stock dividends or similar transactions.
- (2) Estimated solely for the purposes of calculating the registration fee pursuant to Rule 457(c) and (h) under the Act, based on the average of the high and low prices for the common stock on June 1, 2010, as reported on the New York Stock Exchange.

This registration statement is being filed, in accordance with General Instruction E to Form S-8, to register 9,000,000 additional shares of common stock for issuance under the Constellation Energy Group, Inc. 2007 Long-Term Incentive Plan, as amended (LTIP) and 2,000,000 additional shares of common stock for issuance under the Constellation Energy Group, Inc. Employee Savings Plan (ESP). The contents of the registrant's Registration Statement on Form S-8 relating to the LTIP (No. 333-143260) are incorporated by reference into this registration statement. The contents of the registrant's Registration Statement on Form S-8 relating to the ESP (No. 333-129802) are incorporated by reference into this registration statement.

**Item 8. Exhibits.**

Reference is made to the Exhibit Index filed as a part of this registration statement. Since the ESP is qualified under Section 401 of the Internal Revenue Code, neither an opinion of counsel concerning compliance with the requirements of the Employee Retirement Income Security Act (ERISA) nor an Internal Revenue Service (IRS) determination letter are being filed as an exhibit and the registrant hereby undertakes that it will submit or has submitted to the IRS in a timely manner all amendments necessary to maintain the qualified status of the ESP and has made or will make all changes required by the IRS in order to maintain the qualification of the ESP.

**SIGNATURES**

**The Registrant.** Pursuant to the requirements of the Securities Act of 1933, Constellation Energy Group, Inc., 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 Baltimore, State of Maryland on the 4th day of June, 2010.

CONSTELLATION ENERGY GROUP, INC.  
(Registrant)

By: /s/ Charles A. Berardesco  
Charles A. Berardesco  
Senior Vice President and General Counsel

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

Signature	Title	Date
Principal executive officer:		
*	Chairman of the Board,	
Mayo A. Shattuck III	President and Chief Executive Officer	June 4, 2010
Principal financial officer:		
*	Senior Vice President and	
Jonathan W. Thayer	Chief Financial Officer	June 4, 2010
Principal accounting officer:		
*	Vice President, Controller and	
Bryan P. Wright	Chief Accounting Officer	June 4, 2010

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<b>Signature</b>	<b>Title</b>	<b>Date</b>
* Yves C. de Balmann	Director	June 4, 2010
* Ann C. Berzin	Director	June 4, 2010
* James T. Brady	Director	June 4, 2010
* Daniel Camus	Director	June 4, 2010
* James R. Curtiss	Director	June 4, 2010
* Freeman A. Hrabowski, III	Director	June 4, 2010
* Nancy Lampton	Director	June 4, 2010
* John L. Skolds	Director	June 4, 2010
* Michael D. Sullivan	Director	June 4, 2010

\*By: /s/ Charles A. Berardesco  
Charles A. Berardesco, Attorney-in-Fact

**The ESP.** Pursuant to the requirements of the Securities Act of 1933, the trustee (or other persons who administer the ESP) have duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Baltimore, State of Maryland on the 4th day of June, 2010.

CONSTELLATION ENERGY GROUP, INC.  
EMPLOYEE SAVINGS PLAN

By: /s/ Marcia Behlert  
Marcia Behlert, Plan Administrator

**EXHIBIT INDEX**

- \* Exhibit 3(a) Articles of Amendment and Restatement of the Charter of Constellation Energy Group, Inc. as of April 30, 1999. (Designated as Appendix B to Post-Effective Amendment No. 1 to the Registration Statement on Form S-4 filed March 3, 1999, File No. 33-64799.)
- \* Exhibit 3(b) Articles Supplementary to the Charter of Constellation Energy Group, Inc., as of July 19, 1999. (Designated as Exhibit No. 99.1 to the Current Report on Form 8-K dated July 19, 1999, File Nos. 1-12869 and 1-1910.)
- \* Exhibit 3(c) Certificate of Correction to the Charter of Constellation Energy Group, Inc. as of September 13, 1999. (Designated as Exhibit No. 3(c) to the Annual Report on Form 10-K for the year ended December 31, 1999, File Nos. 1-12869 and 1-1910.)
- \* Exhibit 3(d) Articles Supplementary to the Charter of Constellation Energy Group, Inc. as of November 20, 2001. (Designated as Exhibit No. 3(e) to the Annual Report on Form 10-K for the year ended December 31, 2001, File Nos. 1-12869 and 1-1910.)
- \* Exhibit 3(e) Articles Supplementary to the Charter of Constellation Energy Group, Inc. as of April 10, 2007. (Designated as Exhibit No. 3(a) to the Current Report on Form 8-K dated April 10, 2007, File No. 1-12869.)
- \* Exhibit 3(f) Articles of Amendment to the Charter of Constellation Energy Group, Inc. as of July 21, 2008. (Designated as Exhibit No. 3(a) to the Quarterly Report on Form 10-Q for the quarter ended June 30, 2008, File Nos. 1-12869 and 1-1910.)
- \* Exhibit 3(g) Articles Supplementary to the Charter of Constellation Energy Group, Inc. as of September 19, 2008. (Designated as Exhibit No. 3.1 to the Current Report on Form 8-K dated September 19, 2008, File No. 1-12869.)
- \* Exhibit 3(h) Correction to Articles Supplementary to the Charter of Constellation Energy Group, Inc. as of November 25, 2008. (Designated as Exhibit No. 3(c) to the Annual Report on Form 10-K for the year ended December 31, 2008, File Nos. 1-12869 and 1-1910.)
- \* Exhibit 3(i) Articles Supplementary to the Charter of Constellation Energy Group, Inc. as of December 17, 2008. (Designated as Exhibit No. 3.1 to the Current Report on Form 8-K dated December 17, 2008, File No. 1-12869.)
- \* Exhibit 3(j) Bylaws of Constellation Energy Group, Inc., as amended to July 18, 2008. (Designated as Exhibit No. 3 to the Current Report on Form 8-K dated July 18, 2008, File No. 1-12869.)

Exhibit 5	Opinion of Counsel as to legality of the shares of Common Stock being registered.
*Exhibit 10	Amended and Restated 2007 Long-Term Incentive Plan. (Designated as Exhibit No. 10.1 to the Current Report on Form 8-K dated June 4, 2010, File No. 1-12869.)
Exhibit 23(a)	Consent of PricewaterhouseCoopers LLP, Independent Registered Public Accounting Firm.
Exhibit 23(b)	Consent of PricewaterhouseCoopers LLP, Independent Registered Public Accounting Firm.
Exhibit 23(c)	Consent of Counsel (included in Exhibit 5).
Exhibit 24	Power of Attorney.

\* Incorporated by reference