

---

---

**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): June 20, 2023

**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  
(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 1.01 Entry into a Material Definitive Agreement.**

On June 20, 2023, Centrus Energy Corp. (the “Company”) entered into a Fifth Amendment to the Section 382 Rights Agreement (the “Fifth Amendment”), which amends the Section 382 Rights Agreement, dated as of April 6, 2016 (the “Rights Agreement”), by and among the Company and Computershare Trust Company, N.A. and Computershare Inc., as rights agent, as previously amended by (i) the First Amendment to the Section 382 Rights Agreement dated as of February 14, 2017 (the “First Amendment”), (ii) the Second Amendment to the Section 382 Rights Agreement dated as of April 3, 2019 (the “Second Amendment”), (iii) the Third Amendment to the Section 382 Rights Agreement dated as of April 13, 2020 (the “Third Amendment”), and (iv) the Fourth Amendment to the Section 382 Rights Agreement dated as of June 16, 2021 (the “Fourth Amendment”). The Fifth Amendment was approved by the Board of Directors of the Company on April 10, 2023 and approved by the Company’s stockholders at the Company’s annual meeting of the stockholders held on June 20, 2023.

The Fifth Amendment (a) extends the Final Expiration Date (as defined in the Rights Agreement) from June 30, 2023 to June 30, 2026 and (b) increases the purchase price for each one one-thousandth (1/1000th) of a share of the Company’s Series A Participating Cumulative Preferred Stock, par value \$1.00 per share, from \$18.00 to \$160.38 in light of the increase in the trading price of the Company’s Class A common stock since the adoption of the Second Amendment.

The Fifth Amendment was not adopted as a result of, or in response to, any effort to acquire control of the Company. The Fifth Amendment has been adopted in order to preserve for the Company’s stockholders the long-term value of the Company’s net operating loss carry-forwards for United States federal income tax purposes and other tax benefits.

The foregoing description does not purport to be complete and is qualified in its entirety by reference to the full text of the Rights Agreement, which was filed with the Securities and Exchange Commission in a Current Report on Form 8-K on April 7, 2016, the First Amendment, which was filed with the Securities and Exchange Commission in a Current Report on Form 8-K on January 5, 2017, the Second Amendment, which was filed with the Securities and Exchange Commission in a Current Report on Form 8-K on April 4, 2019, the Third Amendment, which was filed with the Securities and Exchange Commission in a Current Report on Form 8-K on April 14, 2020, the Fourth Amendment, which was filed with the Securities and Exchange Commission in a Current Report on Form 8-K on June 16, 2021, and the Fifth Amendment, a copy of which is attached as Exhibit 4.1 hereto and incorporated herein by reference.

### **Item 3.03 Material Modification to Rights of Security Holders.**

The information set forth in Item 1.01 of this Current Report on Form 8-K is incorporated into this Item 3.03 by reference.

### **Item 5.07. Submission of Matters to a Vote of Security Holders.**

The Company held its 2023 annual meeting of stockholders on June 20, 2023. As of April 24, 2023, the meeting’s record date, there were 14,761,818 shares of the Company’s Class A common stock outstanding, each entitled to one vote. Approximately 76 percent of those shares were represented at the annual meeting.

---

At the annual meeting, the Company's stockholders voted on five proposals and cast their votes as described below. The proposals are described in detail in the Company's proxy statement.

Proposal 1

The Company's stockholders elected seven directors (listed below) to hold office until the next annual meeting of stockholders and until his or her successor is elected and has qualified. There were no abstentions. The number of votes cast for or withheld and the broker non-votes were as follows:

<u>Nominee</u>	<u>For</u>	<u>Withheld</u>
Kirkland H. Donald	8,656,058	42,163
Tina W. Jonas	7,708,756	989,465
William J. Madia	8,440,931	257,290
Daniel B. Poneman	8,652,699	45,522
Bradley J. Sawatzke	8,596,891	101,330
Neil S. Subin	8,502,330	195,891
Mikel H. Williams	8,609,117	89,104

Broker Non-Votes: 2,486,629

Proposal 2

The Company's stockholders cast their votes with respect to the approval, on an advisory basis, of the frequency of holding the advisory vote on the Company's executive compensation (i.e., say-on-pay) as follows:

<u>One Year</u>	<u>Two Years</u>	<u>Three Years</u>	<u>Abstain</u>	<u>Broker Non-Votes</u>
8,439,006	11,400	232,961	14,854	2,486,629

Proposal 3

The Company's stockholders cast their votes with respect to the approval, on an advisory basis, of the Company's executive compensation (i.e., say-on-pay) as follows:

<u>For</u>	<u>Against</u>	<u>Abstain</u>	<u>Broker Non-Votes</u>
8,567,623	108,641	21,957	2,486,629

Proposal 4

The Company's stockholders cast their votes with respect to the approval of the Section 382 Rights Agreement, as amended, as follows:

<u>For</u>	<u>Against</u>	<u>Abstain</u>	<u>Broker Non-Votes</u>
8,052,225	630,468	15,528	2,486,629

---

## Proposal 5

The Company's stockholders ratified the appointment of Deloitte & Touche LLP as the Company's independent auditors for 2023 as follows:

<b><u>For</u></b>	<b><u>Against</u></b>	<b><u>Abstain</u></b>	<b><u>Broker Non-Votes</u></b>
11,135,996	23,842	25,012	--

### **Item 9.01 Financial Statements and Exhibits.**

On June 20, 2023, the Company issued a press release with respect to the Fifth Amendment and the results of the annual meeting of stockholders. The press release, furnished as Exhibit 99.1 hereto, shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, except as shall be expressly set forth by specific reference in such filing.

(d) Exhibits.

<b><u>Exhibit No.</u></b>	<b><u>Description</u></b>
4.1	<a href="#">Fifth Amendment to the Section 382 Rights Agreement, dated as of June 20, 2023, by and among Centrus Energy Corp., Computershare Trust Company, N.A. and Computershare Inc.</a>
99.1	<a href="#">Press Release dated June 20, 2023</a>
104	Cover Page Interactive Data File (embedded within the Inline XBRL Document)

---

## 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: June 20, 2023

By:

/s/ Philip O. Strawbridge

---

Philip O. Strawbridge  
Senior Vice President, Chief Financial Officer,  
Chief Administrative Officer and Treasurer

**FIFTH AMENDMENT TO THE  
SECTION 382 RIGHTS AGREEMENT  
by and among  
CENTRUS ENERGY CORP.,  
COMPUTERSHARE TRUST COMPANY, N.A.  
and  
COMPUTERSHARE INC.**

**THIS FIFTH AMENDMENT TO THE SECTION 382 RIGHTS AGREEMENT** (this “Fifth Amendment”) is made and entered into as of June [20], 2023, by and among Centrus Energy Corp., a Delaware corporation (the “Company”), Computershare Trust Company, N.A. and Computershare Inc. (together, the “Rights Agent”).

**WHEREAS**, the Company and the Rights Agent entered into a Section 382 Rights Agreement dated as of April 6, 2016, which was subsequently amended pursuant to (i) a First Amendment to the Section 382 Rights Agreement dated as of February 14, 2017, (ii) a Second Amendment to the Section 382 Rights Agreement dated as of April 3, 2019, (iii) a Third Amendment to the Section 382 Rights Agreement dated as of April 13, 2020, and (iv) a Fourth Amendment to the Section 382 Rights Agreement dated as of June 16, 2021 (as amended, the “Agreement”);

**WHEREAS**, Section 26 of the Agreement provides, among other things, that, prior to the Distribution Date (as defined in the Agreement) the Company and the Rights Agent may from time to time supplement or amend the Agreement in any respect without the approval of any holders of Rights (as defined in the Agreement);

**WHEREAS**, no Distribution Date has occurred on or prior to the date hereof;

**WHEREAS**, the Board of Directors of the Company (the “Board”) has determined it is in the best interests of the Company and its stockholders to amend the Agreement as set forth herein; and

**WHEREAS**, the Board has authorized and approved this Fifth Amendment.

**NOW, THEREFORE**, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Company hereby agrees to amend the Agreement as follows and directs the Rights Agent to execute this Fifth Amendment:

1. **Definition of Final Expiration Date.** The definition of Final Expiration Date set forth in Section 1 of the Agreement is hereby deleted and replaced with the following:

““Final Expiration Date” shall mean the Close of Business on June 30, 2026.”

2. **Definition of Purchase Price.** The definition of Purchase Price set forth in Section 1 of the Agreement is hereby deleted and replaced with the following:

““Purchase Price” with respect to each Right shall mean \$160.38, as such amount may from time to time be adjusted as provided in this Rights Agreement, and shall be payable in lawful money of the United States of America. All references herein to the Purchase Price shall mean the Purchase Price as in effect at the time in question.”

3. **Form of Rights Certificate.** The first paragraph of the Form of Rights Certificate set forth in Exhibit B to the Agreement is hereby deleted and replaced with the following:

“This certifies that \_\_\_\_\_, or registered assigns, is the registered owner of the number of Rights set forth above, each of which entitles the owner thereof, subject to the terms, provisions and conditions of the Section 382 Rights Agreement dated as of April 6, 2016, as it may be amended from time to time (the “Rights Agreement”), by and among CENTRUS ENERGY CORP., a Delaware corporation (the “Company”), COMPUTERSHARE INC. (“Computershare”) and COMPUTERSHARE

TRUST COMPANY, N.A. (together with Computershare, the "Rights Agent"), unless the Rights evidenced hereby shall have been previously redeemed or exchanged by the Company, to purchase from the Company at any time after the Distribution Date (as defined in the Rights Agreement) and at or prior to the earliest of (i) the Final Expiration Date (as defined in the Rights Agreement), (ii) the Redemption Date (as defined in the Rights Agreement), (iii) the Close of Business (as defined in the Rights Agreement) on the effective date of the repeal of Section 382 or any successor statute if the Board of Directors of the Company determines that the Rights Agreement is no longer necessary or desirable for the preservation of NOLs (as defined in the Rights Agreement) or other Tax Benefits (as defined in the Rights Agreement), or (iv) the Close of Business on the first day of a taxable year of the Company to which the Board of Directors of the Company determines that no NOLs or other Tax Benefits may be carried forward (the "Expiration Date"), at the office or offices of the Rights Agent designated for such purpose, or its successor(s) as Rights Agent, one one-thousandth (1/1,000th) of a fully paid, nonassessable share of Series A Participating Cumulative Preferred Stock, par value \$1.00 per share, of the Company (the "Preferred Shares"), at a purchase price per one one-thousandth (1/1,000th) of a share equal to \$160.38 (the "Purchase Price") payable in cash, upon presentation and surrender of this Right Certificate with the Form of Election to Purchase properly completed and duly executed."

4. **Summary of Rights.** The Summary of Rights set forth in Exhibit C to the Agreement is hereby amended as follows:

(a) The reference to "\$18.00" in the first paragraph of Exhibit C is hereby deleted and replaced with "\$160.38".

(b) The sixth paragraph of the Summary of Rights set forth in Exhibit C to the Agreement is hereby deleted and replaced with the following:

"The Rights are not exercisable until the Distribution Date and will expire upon the earliest of (i) the close of business on June 30, 2026, (ii) the Redemption Date, (iii) the close of business on the effective date of the repeal of Section 382 or any successor statute if the Board determines that the Rights Agreement is no longer necessary or desirable for the preservation of NOLs or other Tax Benefits, or (iv) the close of business on the first day of a taxable year of the Company to which the Board determines that no NOLs or other Tax Benefits may be carried forward (the earliest of the events described in clauses (i), (iii) or (iv) being herein referred to as the "Expiration Date")."

5. **Certification of Compliance.** The undersigned representative of the Company hereby certifies that he is the duly elected and qualified Senior Vice President, Chief Financial Officer, Chief Administrative Officer and Treasurer of the Company and that this Fifth Amendment to the Agreement is in compliance with the terms of Section 26 of the Agreement.

6. **Miscellaneous.** This Fifth Amendment is effective as of the date first set forth above. Capitalized terms used but not defined herein shall have the respective meanings ascribed to such terms in the Agreement. This Fifth Amendment may be executed in any number of counterparts; each such counterpart shall for all purposes be deemed to be an original; and all such counterparts shall together constitute but one and the same instrument. A signature to this Fifth Amendment executed and/or transmitted electronically shall have the same authority, effect, and enforceability as an original signature. Except as modified hereby, the Agreement is reaffirmed in all respects, and all references therein to "the Agreement" shall mean the Agreement, as modified hereby.

\* \* \* \* \*

above. **IN WITNESS WHEREOF**, the parties hereto have caused this Fifth Amendment to be duly executed as of the date first written

**CENTRUS ENERGY CORP.**

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

**COMPUTERSHARE TRUST COMPANY, N.A.**

By: /s/ Patrick Hayes  
Name: Patrick Hayes  
Title: Manager, Client Management

**COMPUTERSHARE INC.**

By: /s/ Patrick Hayes  
Name: Patrick Hayes  
Title: Manager, Client Management



**FOR IMMEDIATE RELEASE:**

June 20, 2023

**Centrus Energy Corp. Reports Results of Annual Stockholder Meeting and Announces Extension of Section 382 Rights Agreement**

BETHESDA, Md. – Centrus Energy Corp. (NYSE American: LEU) (the “Company”) announced the results of its 2023 annual meeting of stockholders held on June 20, 2023. As of April 24, 2023, the meeting’s record date, there were 14,761,818 shares of the Company’s Class A common stock outstanding, each entitled to one vote, and approximately 76 percent of those shares were represented at the annual meeting.

The Company’s stockholders passed all five proposals, including electing the seven director nominees for a term of one year; approving an advisory vote to approve the Company’s executive compensation; approving the amendment of the Company’s Section 382 Rights Agreement; and ratifying the appointment of Deloitte & Touche LLP as the Company’s independent auditors for 2023. In addition, a non-binding advisory vote asked shareholders whether the advisory vote on the Company’s executive compensation should occur every one, two, or three years; the majority of shareholders voted for the one year option.

Stockholders reelected Kirkland H. Donald, Tina W. Jonas, William J. Madia, Daniel B. Poneman, Bradley J. Sawatzke, Neil S. Subin, and Mikel H. Williams to the Board of Directors.

The Company also announced today that after obtaining the approval of stockholders at its 2023 annual meeting, it had entered into the fifth amendment to the Company’s Section 382 Rights Agreement (the “Rights Plan”) designed to preserve the Company’s substantial tax assets associated with net operating loss carryforwards (“NOLs”) under Section 382 of the Internal Revenue Code (“Section 382”). The fifth amendment extends the Rights Plan through June 30, 2026. The Rights Plan is similar to plans adopted by other public companies with significant NOLs.

Pursuant to U.S. federal income tax rules, the Company’s use of certain tax assets could be substantially limited if the Company experiences an “ownership change” (as defined in Section 382). In general, an ownership change occurs if the ownership of the Company’s stock by “5 percent stockholders” increases by more than 50 percent over the lowest percentage owned by such stockholders at any time during the prior three years on a rolling basis.

For additional details regarding the amendment to the Rights Plan, please see the Company’s forthcoming Current Report on Form 8-K and amendment to Registration Statement on Form 8-A to be filed with the Securities and Exchange Commission.

**About Centrus Energy**

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 news release contains “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, may address our expected future business and financial performance, and often contain words such as “expects”, “anticipates”, “intends”, “plans”, “believes”, “will”, “should”, “could”, “would” or “may” and other words of similar meaning. Forward-looking statements by their nature address matters that are, to different degrees, uncertain. Accordingly, forward-looking statements should not be relied upon as a predictor of actual results. Readers are urged to carefully review and consider this press release and our other filings with the Securities and Exchange Commission, including our Annual Report on Form 10-K for the year ended December 31, 2022, and our Quarterly Reports filed on Form 10-Q. 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.

**Contacts:**

Investors: Dan Leistikow (301) 564-3399 or [LeistikowD@centrusenergy.com](mailto:LeistikowD@centrusenergy.com)

Media: Lindsey Geisler (301) 564-3392 or [GeislerLR@centrusenergy.com](mailto:GeislerLR@centrusenergy.com)