

CONSTELLATION ENERGY GROUP INC  
Form S-8 POS  
March 13, 2012

As filed with the Securities and Exchange Commission on March 13, 2012.

Registration No. 333-143260

Registration No. 333-81292

Registration No. 333-129802

Registration No. 333-46980

Registration No. 333-89046

Registration No. 333-45051-99

Registration No. 333-167336

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**POST-EFFECTIVE AMENDMENT NO. 1 TO FORM S-8 REGISTRATION STATEMENT NO. 333-143260**

**POST-EFFECTIVE AMENDMENT NO. 1 TO FORM S-8 REGISTRATION STATEMENT NO. 333-129802**

**POST-EFFECTIVE AMENDMENT NO. 1 TO FORM S-8 REGISTRATION STATEMENT NO. 333-89046**

**POST-EFFECTIVE AMENDMENT NO. 1 TO FORM S-8 REGISTRATION STATEMENT NO. 333-81292**

**POST-EFFECTIVE AMENDMENT NO. 1 TO FORM S-8 REGISTRATION STATEMENT NO. 333-46980**

**POST-EFFECTIVE AMENDMENT NO. 2 TO FORM S-8 REGISTRATION STATEMENT NO. 333-**

**45051-99**

**POST-EFFECTIVE AMENDMENT NO. 1 TO FORM S-8 REGISTRATION STATEMENT NO. 333-**

**167336**

***UNDER***

***THE SECURITIES ACT OF 1933***

# **CONSTELLATION ENERGY GROUP, INC.**

(Exact name of registrant as specified in its charter)

<b>Maryland</b> (State or other jurisdiction of incorporation or organization)	<b>52-1964611</b> (I.R.S. Employer Identification No.)
<b>100 Constellation Way</b>	
<b>Baltimore, Maryland</b> (Address of principal executive offices)	<b>21202</b> (zip code)
<b>Constellation Energy Group, Inc. Amended and Restated 2007 Long-Term Incentive Plan</b>	
<b>Constellation Energy Group, Inc. 1995 Long-Term Incentive Plan</b>	
<b>Constellation Energy Group, Inc. Manager Long-Term Incentive Plan</b>	
<b>Constellation Energy Group, Inc. Amended and Restated Executive Long-Term Incentive Plan</b>	
<b>Constellation Energy Group, Inc. Amended and Restated 2002 Senior Management Long-Term Incentive</b>	
<b>Plan Constellation Energy Group, Inc. Employee Savings Plan</b>	
<b>Represented Employee Savings Plan for Nine Mile Point</b>	
<b>Non-Represented Employee Savings Plan for Nine Mile Point</b>	
<b>Constellation Energy Group, Inc. Amended and Restated Management Long-Term Incentive Plan</b>	
(Full title of the Plan)	

**Bruce G. Wilson**

**Senior Vice President and Secretary**

**Constellation Energy Group, Inc.**

**100 Constellation Way, Baltimore, Maryland 21202**

(Name and address of agent for service)

**(410) 470-2800**

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

*Copy to:*

**Christian O. Nagler, Esq.**

**Kirkland & Ellis LLP**

**601 Lexington Avenue**

**New York, New York 10022**

**(212) 446-4800**

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

Accelerated filer

Non-accelerated filer  (Do not check if a smaller reporting company)

Smaller reporting company

**DEREGISTRATION OF SECURITIES**

Constellation Energy Group, Inc. (the Registrant ) is filing this Post-Effective Amendment to the Registration Statements on Form S-8 listed below (collectively, the Prior Registration Statements ) to deregister all securities that were previously registered and remain unsold or otherwise unissued under the (i) Constellation Energy Group, Inc. Amended and Restated 2007 Long-Term Incentive Plan, (ii) Constellation Energy Group, Inc. 1995 Long-Term Incentive Plan, (iii) Constellation Energy Group, Inc. Manager Long-Term Incentive Plan, (iv) Constellation Energy Group, Inc. Amended and Restated Executive Long-Term Incentive Plan, (v) Constellation Energy Group, Inc. Amended and Restated 2002 Senior Management Long-Term Incentive Plan, (vi) Constellation Energy Group, Inc. Employee Savings Plan, (vii) Represented Employee Savings Plan for Nine Mile Point, (viii) Non-Represented Employee Savings Plan for Nine Mile Point, and (ix) Constellation Energy Group, Inc. Amended and Restated Management Long-Term Incentive Plan, as the case may be, and for which the Prior Registration Statements had remained in effect.

1. Registration Statement No. 333-167336 filed on June 4, 2010.
2. Registration Statement No. 333-45051-99 filed on April 30, 2009.
3. Registration Statement No. 333-143260 filed on May 25, 2007.
4. Registration Statement No. 333-129802 filed on November 18, 2005.
5. Registration Statement No. 333-89046 filed on May 24, 2002.
6. Registration Statement No. 333-81292 filed on January 24, 2002.
7. Registration Statement No. 333-46980 filed on September 29, 2000.

Pursuant to an Agreement and Plan of Merger, dated as of April 28, 2011, by and among the Registrant, Exelon Corporation ( Parent ) and Bolt Acquisition Corporation, an indirect, wholly owned subsidiary of Parent ( Merger Sub ), Merger Sub merged with and into the Registrant, with the Registrant surviving the merger as an indirect, wholly owned subsidiary of Parent. As a result of the merger, the Registrant has terminated the offering of the Registrant's securities pursuant to the Prior Registration Statements. In accordance with undertakings made by the Registrant in the Prior Registration Statements to remove from registration, by means of a post-effective amendment, any of the securities that were registered for issuance that remain unsold at the termination of the offering, the Registrant hereby removes from registration all of such securities of the Registrant registered but unsold under the Prior Registration Statements.

**SIGNATURES**

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 this Post-Effective Amendment to the Prior Registration Statements and has duly caused this Post-Effective Amendment to the Prior Registration Statements to be signed on its behalf by the undersigned, thereunto duly authorized, in the city of Baltimore, state of Maryland, on the 13th day of March, 2012.

**CONSTELLATION ENERGY GROUP, INC.**

(Registrant)

By: /s/ Christopher M. Crane  
 Name: Christopher M. Crane  
 Title: President

Pursuant to the requirements of the Securities Act of 1933, as amended, this Post-Effective Amendment to the Prior Registration Statements has been signed by the following persons in the capacities and on the date indicated.

Signature	Title	Date
Principal executive officer:		
By /s/ Christopher M. Crane <b>Christopher M. Crane</b>	President and Director	March 13, 2012
Principal financial officer:		
By /s/ J. W. Thayer <b>J. W. Thayer</b>	Senior Vice President and Chief Financial Officer	March 13, 2012
Principal accounting officer:		
By /s/ B. P. Wright <b>B. P. Wright</b>	Vice President, Chief Accounting Officer and  Controller	March 13, 2012