

CONSTELLATION ENERGY GROUP INC  
Form S-3DPOS  
May 09, 2012

As filed with the Securities and Exchange Commission on May 9, 2012

Registration No. 333-157693

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

**POST-EFFECTIVE AMENDMENT NO. 1**  
**TO**  
**FORM S-3**  
**REGISTRATION STATEMENT**

*UNDER*  
*THE SECURITIES ACT OF 1933*

**CONSTELLATION ENERGY GROUP, INC.**

(Exelon Corporation as successor by merger to Constellation Energy Group, Inc.)

(Exact name of registrant as specified in its charter)

**MARYLAND**  
(State or other jurisdiction of incorporation)

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

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or organization)

**10 South Dearborn Street**

**P.O. Box 805379**

**Chicago, Illinois 60680-5379**

**(312) 394-7398**

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

**Bruce G. Wilson**

**Senior Vice President, Deputy General Counsel and Secretary**

**Exelon Corporation**

**10 South Dearborn Street**

**P.O. Box 805379**

**Chicago, Illinois 60680-5379**

**(312) 394-7398**

(Name, address, including zip code, and telephone number, including area code, of agent for service

for Exelon Corporation as successor by merger to Constellation Energy Group, Inc.)

*Copy to:*

**Christian O. Nagler**

**Kirkland & Ellis LLP**

**601 Lexington Avenue**

**New York, New York 10022-4675**

**(212) 446-4800**

**Approximate date of commencement of proposed sale to the public: Not applicable.**

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If the only securities being registered on this Form are being offered pursuant to dividend or interest reinvestment plans, please check the following box.  x

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered only in connection with dividend or interest reinvestment plans, check the following box.  "

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.  "

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.  "

If this Form is a registration statement pursuant to General Instruction I.D. or a post-effective amendment thereto that shall become effective upon filing with the Securities and Exchange Commission pursuant to Rule 462(e) under the Securities Act, check the following box.  "

If this Form is a post-effective amendment to a registration statement filed pursuant to General Instruction I.D. filed to register additional securities or additional classes of securities pursuant to Rule 413(b) under the Securities Act, check the following box.  "

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.

Large accelerated filer  x

Accelerated filer  "

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

Smaller reporting company  "

**DEREGISTRATION OF SECURITIES**

Exelon Corporation, a Pennsylvania corporation (Parent), as successor by merger to Constellation Energy Group, Inc., a Maryland corporation (the Registrant ) is filing this Post-Effective Amendment No. 1 to the Registration Statement on Form S-3 (File No. 333-157693) (the Prior Registration Statement ).

Pursuant to an Agreement and Plan of Merger, dated as of April 28, 2011, by and among the Registrant, 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 (the Initial Merger ). Following completion of the Initial Merger, Parent and the Registrant completed a series of internal corporate organizational restructuring transactions. On March 12, 2012, shortly following completion of the Initial Merger, Parent and the Registrant entered into and consummated an Agreement and Plan of Merger, pursuant to which the Registrant merged with and into Parent, with Parent continuing as the surviving corporation in the merger. As a result of the merger transactions described above, the Registrant has terminated the offering of the Registrant s securities pursuant to the Prior Registration Statement. In accordance with undertakings made by the Registrant in the Prior Registration Statement 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 Statement.

## SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, Exelon Corporation as successor by merger to Constellation Energy Group, Inc. certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Post-Effective Amendment to the Prior Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Chicago, State of Illinois, on the 9th day of May, 2012.

## EXELON CORPORATION

By: /s/ Jonathan W. Thayer  
 Name: Jonathan W. Thayer  
 Title: Executive Vice President and Chief Financial Officer

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

Signature	Title	Date
Principal executive officer:		
By /s/ Christopher M. Crane <b>Christopher M. Crane</b>	Chief Executive Officer and Director	May 9, 2012
Principal financial officer:		
By /s/ J. W. Thayer <b>J. W. Thayer</b>	Executive Vice President and Chief Financial Officer	May 9, 2012
Principal accounting officer:		
By /s/ Duane M. DesParte <b>Duane M. DesParte</b>	Vice President and Corporate Controller	May 9, 2012
By /s/ Mayo A. Shattuck III <b>Mayo A. Shattuck III</b>	Executive Chairman of the Board of Directors	May 9, 2012
By /s/ Ann C. Berzin <b>Ann C. Berzin</b>	Director	May 9, 2012
By /s/ John A. Canning, Jr. <b>John A. Canning, Jr.</b>	Director	May 9, 2012
By /s/ M. Walter D Alessio <b>M. Walter D Alessio</b>	Director	May 9, 2012
By /s/ Yves C. de Balmann <b>Yves C. de Balmann</b>	Director	May 9, 2012
By /s/ Nicholas DeBenedictis <b>Nicholas DeBenedictis</b>	Director	May 9, 2012
By /s/ Nelson A. Diaz <b>Nelson A. Diaz</b>	Director	May 9, 2012
By /s/ Sue Ling Gin <b>Sue Ling Gin</b>	Director	May 9, 2012
By /s/ Rosemarie B. Greco <b>Rosemarie B. Greco</b>	Director	May 9, 2012
By /s/ Paul L. Joskow <b>Paul L. Joskow</b>	Director	May 9, 2012

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By	/s/	Robert Lawless <b>Robert Lawless</b>	Director	May 9, 2012
By	/s/	Richard W. Mies <b>Richard W. Mies</b>	Director	May 9, 2012
By	/s/	William C. Richardson, Ph.D. <b>William C. Richardson, Ph.D.</b>	Director	May 9, 2012
By	/s/	Thomas J. Ridge <b>Thomas J. Ridge</b>	Director	May 9, 2012
By	/s/	John W. Rogers, Jr. <b>John W. Rogers, Jr.</b>	Director	May 9, 2012
By	/s/	Stephen D. Steinour <b>Stephen D. Steinour</b>	Director	May 9, 2012
By	/s/	Donald Thompson <b>Donald Thompson</b>	Director	May 9, 2012