

CONSTELLATION ENERGY GROUP INC
Form POS AM
March 13, 2012

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

Registration No. 333-179844

Registration No. 333-179844-01

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.

(Exact name of registrant as specified in its charter)

MARYLAND
(State or other jurisdiction of
incorporation or organization)

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

BALTIMORE GAS AND ELECTRIC COMPANY

(Exact name of registrant as specified in its charter)

MARYLAND
(State or other jurisdiction of
incorporation or organization)

52-0280210
(I.R.S. Employer
Identification No.)

Constellation Energy Group, Inc.

Baltimore Gas and Electric Company

100 Constellation Way,

2 Center Plaza, 110 West Fayette Street,

Baltimore, Maryland 21202

Baltimore, Maryland 21201

(410) 470-2800

(410) 234-5000

(Address, including zip code, and telephone number, including area code, of registrants principal executive offices)

Bruce G. Wilson

Senior Vice President and Secretary

Constellation Energy Group, Inc.

100 Constellation Way, Baltimore, Maryland 21202

(410) 470-2800

(Name, Address, Including Zip Code, and Telephone Number, Including Area Code, of Agent for Service for Constellation Energy Group, Inc.)

Carim V. Khouzami

Chief Financial Officer and Treasurer

Baltimore Gas and Electric Company

2 Center Plaza, 110 West Fayette Street

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Baltimore, Maryland 21201

(410) 234-5000

(Names and Address, Including Zip Code, and Telephone Number, Including Area Code, of Agent for Service for Baltimore Gas and Electric Company)

Copies 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.

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

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 ☒

Accelerated filer ☐

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

Smaller reporting company ☐

DEREGISTRATION OF SECURITIES

Constellation Energy Group, Inc., a Maryland corporation (Constellation), and Baltimore Gas and Electric Company, a Maryland corporation and wholly owned subsidiary of Constellation (together with Constellation, the Registrants), are filing this Post-Effective Amendment No. 1 to the Registration Statements on Form S-3 (File No. 333-179844 and 333-179844-01) (collectively, the Prior Registration Statements).

Pursuant to an Agreement and Plan of Merger, dated as of April 28, 2011, by and among Constellation, Exelon Corporation (Parent) and Bolt Acquisition Corporation, an indirect, wholly owned subsidiary of Parent (Merger Sub), Merger Sub merged with and into Constellation, with Constellation surviving the merger as an indirect, wholly owned subsidiary of Parent. As a result of the merger, the Registrants have terminated the offering of the Registrants securities pursuant to the Prior Registration Statements. In accordance with undertakings made by the Registrants 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 Registrants hereby remove from registration all of such securities of the Registrants registered but unsold under the Prior Registration Statements.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant 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 No. 1 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 No. 1 to the Prior Registration Statements 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 Christopher M. Crane	President and Director	March 13, 2012
Principal financial officer:		
By /s/ J. W. Thayer J. W. Thayer	Senior Vice President and Chief Financial Officer	March 13, 2012
Principal accounting officer:		
By /s/ B. P. Wright B. P. Wright	Vice President, Chief Accounting Officer and Controller	March 13, 2012

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant 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 No. 1 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.

BALTIMORE GAS AND ELECTRIC COMPANY

(Registrant)

By: /s/ Kenneth W. DeFontes, Jr.
Name: Kenneth W. DeFontes, Jr.
Title: President and Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, as amended, this Post-Effective Amendment No. 1 to the Prior Registration Statements has been signed by the following persons in the capacities and on the dates indicated.

Signature	Title	Date
Principal executive officer:		
By /s/ Kenneth W. DeFontes Kenneth W. DeFontes	President, Chief Executive Officer and Director	March 13, 2012
Principal financial and accounting officer:		
By * Carim V. Khouzami	Chief Financial Officer and Treasurer	March 13, 2012
Directors:		
By * Michael D. Sullivan	Chairman of the Board of Directors	March 13, 2012
By * Thomas F. Brady	Director	March 13, 2012
By * Joseph L. Haskins	Director	March 13, 2012
By * Carla D. Hayden	Director	March 13, 2012
By * Mayo A. Shattuck III	Director	March 13, 2012
By * Michael J. Wallace	Director	March 13, 2012

*By /s/ Sean J. Klein
 Sean J. Klein, as Attorney-in-Fact

