

CONSTELLATION ENERGY GROUP INC  
Form POS AM  
March 13, 2012

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

Registration No. 333-157693

**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.**

(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.)

100 Constellation Way,

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**Baltimore, Maryland 21202**

**(410) 470-2800**

**(Address, including zip code, and telephone number, including area code, of registrant's 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)**

*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.**

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.  "

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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 (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, 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 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.

II-1

**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 to the Prior Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Baltimore, State of Maryland, on the 13<sup>th</sup> 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 Statement has been signed by the following persons in the capacities and on the dates indicated.

<b>Signature</b>	<b>Title</b>	<b>Date</b>
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