CONSTELLATION ENERGY GROUP INC
Form 8-K
September 18, 2008

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): **September 18, 2008**

Commission File Number	Exact name of registrant as specified in its charter	IRS Employer Identification No.
1-12869	**CONSTELLATION ENERGY GROUP, INC.**	**52-1964611**
1-1910	**BALTIMORE GAS AND ELECTRIC COMPANY**	**52-0280210**

MARYLAND

(State of Incorporation of registrant)

100 CONSTELLATION WAY, BALTIMORE, MARYLAND **21202**
(Address of principal executive offices) (Zip Code)

410-470-2800

(Registrant s telephone number, including area code)

NOT APPLICABLE

(**Former name, former address**

and former fiscal year, if changed since last report)

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:

o Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

x Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Forward-Looking Statements and Additional Information

This report contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995, including, but not limited to, statements relating to the proposed transaction between Constellation Energy Group, Inc. and MidAmerican Energy Holdings Company and the expected timing and completion of the transaction. Words such as anticipate, believe, plan, estimate, expect, intend, w should, may, and other similar expressions are intended to identify forward looking statements. Such statements are based upon the current beliefs and expectations of our management and involve a number of significant risks and uncertainties, many of which are difficult to predict and generally beyond the control of Constellation Energy and MidAmerican. Actual results may differ materially from the results anticipated in these forward-looking statements. The following factors, among others, could cause or contribute to such material differences: the ability to obtain the approval of the transaction by Constellation Energy s shareholders; the ability to obtain governmental approvals of the transaction or to satisfy other conditions to the transaction on the terms and expected timeframe or at all; transaction costs; economic conditions; and the effects of disruption from the transaction making it more difficult to maintain relationships with employees, customers, other business partners or government entities. Additional factors that could cause Constellation Energy s results to differ materially from those described in the forward-looking statements can be found in the periodic reports filed with the Securities and Exchange Commission and in the proxy statement Constellation Energy intends to file with the Securities and Exchange Commission and mail to its shareholders with respect to the proposed transaction, which are or will be available at the Securities and Exchange Commission s Web site (http://www.sec.gov) at no charge.

This communication is being made in respect of the proposed merger transaction involving Constellation Energy and MidAmerican Energy Holdings Company. In connection with the proposed transaction, Constellation Energy will file with the Securities and Exchange Commission a proxy statement and will mail the proxy statement to its shareholders. **Shareholders are encouraged to read the proxy statement regarding the proposed transaction when it becomes available because it will contain important information**. Shareholders will be able to obtain a free copy of the proxy statement, as well as other filings made by Constellation Energy regarding Constellation Energy, MidAmerican Energy Holdings Company and the proposed transaction, without charge, at the Securities and Exchange Commission s Internet site (http://www.sec.gov). These materials can also be obtained, when available, without charge, by directing a request to Constellation Energy, Shareholder Services, 100 Constellation Way, Baltimore, Maryland 21202.

Constellation Energy, MidAmerican Energy Holdings Company and their respective directors and executive officers and other persons may be deemed to be participants in the solicitation of proxies in respect of the proposed transaction. Information regarding Constellation Energy s directors and executive officers is available in Constellation Energy s Annual Report on Form 10-K for the year ended December 31, 2007 and Constellation Energy s notice of annual meeting and proxy statement for its most recent annual meeting, which were filed with the Securities and Exchange Commission on February 27, 2008 and April 29, 2008, respectively. Other information regarding the participants in the solicitation and a description of their direct and indirect

interests, by security holdings or otherwise, will be contained in the proxy statement and other relevant materials to be filed with the Securities and Exchange Commission.

Item 8.01 **Other Events**

On September 18, 2008, Constellation Energy Group, Inc. and MidAmerican Energy Holdings Company issued a joint press release announcing that the companies have reached a tentative agreement in which MidAmerican will acquire Constellation Energy. A copy of the joint press release is attached as Exhibit 99.1 to this report and is incorporated herein by reference. A copy of the non-binding letter agreement relating to the acquisition is attached as Exhibit 99.2 to this report and is incorporated herein by reference. In addition, Constellation Energy has distributed a communication to employees in connection with the acquisition announcement. A copy of this communication is attached as Exhibit 99.3 to this report and is incorporated herein by reference.

Item 9.01. **Financial Statements and Exhibits**

(d) Exhibits

Exhibit No.	Description
99.1	Joint Press Release, dated September 18, 2008.
99.2	Non-binding Letter Agreement dated September 17, 2008.
99.3	Communication to employees from Mayo A. Shattuck III, Chairman, President and Chief Executive Officer of Constellation Energy.

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, hereunto duly authorized.

CONSTELLATION ENERGY GROUP, INC.
(Registrant)

Date: September 18, 2008

/s/ Charles A. Berardesco
Charles A. Berardesco
Vice President, Deputy General Counsel, Chief Compliance Officer and Corporate Secretary

BALTIMORE GAS AND ELECTRIC COMPANY
(Registrant)

Date: September 18, 2008

/s/ Charles A. Berardesco
Charles A. Berardesco
Secretary

EXHIBIT INDEX

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