

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): **December 4, 2024**

Talen Energy Corporation

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of
incorporation or organization)

001-37388

(Commission File Number)

47-1197305

(IRS Employer
Identification No.)

**2929 Allen Pkwy, Suite 2200
Houston, TX 77019**

(Address of principal executive offices) (Zip Code)

(888) 211-6011

(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:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

Trading Symbol(s)

Name of each exchange on which registered

Title of each class

Common stock, par value \$0.001 per share

TLN

The Nasdaq Global Select Market

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (17 CFR §230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §240.12b-2).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 1.01. Entry into a Material Definitive Agreement.

On December 4, 2024, Talen Energy Corporation (the “Company”) executed an agreement (the “Repurchase Agreement”) to repurchase (the “Repurchase”) at least \$600 million (up to a \$1.0 billion maximum) in aggregate purchase price of shares of the Company’s outstanding common stock, par value \$0.001 per share (“Common Stock”), from affiliates of Rubric Capital Management LP (collectively, “Rubric”). Immediately prior to execution of the Repurchase Agreement, Rubric held approximately 22.3% of the Company’s outstanding Common Stock.

The Repurchase is priced at a 4% discount to a 15-day volume-weighted average price prior to the closing of the Repurchase and is conditioned on the completion of the Financing (as defined below). The Repurchase Agreement contains customary terms for this type of transaction, including but not limited to mechanics for determining the final share count and corresponding consideration to be delivered at closing, other closing mechanics, termination provisions and various acknowledgments, representations and warranties. The Repurchase is incremental to the Company’s previously announced share repurchase program, which will have approximately \$1.2 billion of remaining capacity available through 2026 after the Company closes the Repurchase.

The proceeds from the Financing will be used, together with cash on hand, to fund the Repurchase, and both transactions are expected to close before December 31, 2024. Subject to market demand, the Company may increase the size of the Financing and use the additional proceeds to purchase additional shares of common stock from Rubric on the same terms as described above, or for general corporate purposes.

This description of the Repurchase Agreement is a summary only, does not purport to be complete, and is qualified in its entirety by reference to the full text of the Repurchase Agreement, which will be filed as an exhibit to the Company’s Annual Report on Form 10-K for the fiscal year ended December 31, 2024.

Item 7.01. Regulation FD Disclosure.

On December 5, 2024, the Company issued a press release announcing (i) its launch of a \$600 million incremental term loan B financing (the “Financing”) and the expected replacement of its existing term loan C facility with a new letter of credit facility and (ii) the Repurchase described in Item 1.01 of this Current Report on Form 8-K (this “Report”). A copy of the press release is furnished as Exhibit 99.1 to this Report and is incorporated herein by reference.

The information under this Item 7.01 and in Exhibit 99.1 to this Report is being furnished and shall not be deemed “filed” for the purpose of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities of that Section. The information under this Item 7.01 and in Exhibit 99.1 to this Report shall not be incorporated by reference into any registration statement or other document pursuant to the Securities Act of 1933, as amended.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits:

Exhibit No.	Description
99.1	Press Release dated December 5, 2024.
104	Cover Page Interactive Data File (cover page XBRL tags embedded within the Inline XBRL document).

SIGNATURES

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.

Date: December 5, 2024

By: TALEN ENERGY CORPORATION
/s/ Terry L. Nutt
Name: Terry L. Nutt
Title: Chief Financial Officer

Talen Energy Corporation Announces Launch of \$600 Million Term Loan B Financing and Repurchase of Common Stock

HOUSTON, Dec. 05, 2024 (GLOBE NEWSWIRE) — Talen Energy Corporation (“Talen” or the “Company”) ([NASDAQ: TLN](#)) announced today that the Company has launched an incremental Term Loan B credit facility (the “Financing”) that will increase the principal Term Loan B balance under its credit facilities from \$859 million to approximately \$1.459 billion. The Company also expects to replace its existing Term Loan C facility with a new letter of credit facility.

The Company has concurrently executed an agreement to repurchase at least \$600 million in aggregate purchase price of shares of its outstanding common stock (the “Repurchase”) from affiliates of Rubric Capital Management LP (collectively, “Rubric”). The Repurchase is priced at a 4% discount to a 15-day VWAP prior to the closing of the Repurchase and is conditioned on the completion of the Financing. This transaction is incremental to the Company’s previously announced share repurchase program. That program will have approximately \$1.2 billion of remaining capacity available through 2026 after the Company closes the Repurchase.

The proceeds from the Financing will be used, together with cash on hand, to fund the Repurchase, and both transactions are expected to close before December 31, 2024. Subject to market demand, the Company may increase the size of the Financing and use the additional proceeds to purchase additional shares of common stock from Rubric on the same terms as the initial sizing, or for general corporate purposes.

“We are pleased to continue our ongoing focus on shareholder returns through these transactions,” said Mac McFarland, President and Chief Executive Officer. “This transaction with Rubric significantly advances our efforts to evolve our business away from a post-restructuring capital structure. Rubric remains a substantial stakeholder in the Company, and we look forward to continuing to deliver value to all our stakeholders.”

There can be no assurance that the Financing or Repurchase will occur. This press release is for informational purposes only and does not constitute an offer to sell or a solicitation of an offer to buy securities, nor shall there be any sale of securities in any state or jurisdiction in which the offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such state or jurisdiction.

About Talen

Talen Energy ([NASDAQ: TLN](https://www.nasdaq.com/symbol/tln)) is a leading independent power producer and energy infrastructure company dedicated to powering the future. We own and operate approximately 10.7 gigawatts of power infrastructure in the United States, including 2.2 gigawatts of nuclear power and a significant dispatchable fossil fleet. We produce and sell electricity, capacity, and ancillary services into wholesale U.S. power markets, with our generation fleet principally located in the Mid-Atlantic and Montana. Our team is committed to generating power safely and reliably, delivering the most value per megawatt produced and driving the energy transition. Talen is also powering the digital infrastructure revolution. We are well-positioned to capture this significant growth opportunity, as data centers serving artificial intelligence increasingly demand more reliable, clean power. Talen is headquartered in Houston, Texas. For more information, visit <https://www.talenenergy.com/>.

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Forward-Looking Statements

This communication contains forward-looking statements within the meaning of the federal securities laws, which statements are subject to substantial risks and uncertainties. These forward-looking statements are intended to qualify for the safe harbor from liability established by the Private Securities Litigation Reform Act of 1995. All statements other than statements of historical fact included in this communication, or incorporated by reference into this communication, are forward-looking statements. Throughout this communication, we have attempted to identify forward-looking statements by using words such as “anticipate,” “believe,” “continue,” “could,” “estimate,” “expect,” “forecasts,” “goal,” “intend,” “may,” “plan,” “potential,” “predict,” “project,” “seek,” “should,” “will,” or other forms of these words or similar words or expressions or the negative thereof, although not all forward-looking statements contain these terms. Forward-looking statements address future events and conditions concerning, among other things, capital expenditures, earnings, litigation, regulatory matters, hedging, liquidity and capital resources and accounting matters. Forward-looking statements are subject to substantial risks and uncertainties that could cause our future business, financial condition, results of operations or performance to differ materially from our historical results or those expressed or implied in any forward-looking statement contained in this communication. All of our forward-looking statements include assumptions underlying or relating to such statements that may cause actual results to differ materially from expectations, and are subject to numerous factors that present considerable risks and uncertainties.