

EnergySolutions, Inc.  
Form 8-K  
January 07, 2013

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**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): **January 7, 2013**

***EnergySolutions, Inc.***

(Exact Name of Registrant as Specified in its Charter)

**Delaware**  
(State or Other Jurisdiction of  
Incorporation)

**1-33830**  
(Commission File Number)

**51-0653027**  
(I.R.S. Employer  
Identification No.)

**423 West 300 South**

**Suite 200**

**Salt Lake City, Utah**  
(Address of Principal Executive Offices)

**84101**  
(Zip Code)

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(801) 649-2000

(Registrant's telephone number including area code)

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))
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**Item 8.01. Other Events.**

On January 7, 2013, EnergySolutions, Inc., a Delaware corporation (the Company ), issued a press release announcing entry into a definitive agreement ( Merger Agreement ) with Rockwell Holdco, Inc., a Delaware corporation ( Parent ), and Rockwell Acquisition Corp., a Delaware corporation and a wholly owned subsidiary of Parent ( Merger Sub ) pursuant to which Merger Sub will merge with and into the Company (the Merger ) and the Company will become a wholly-owned subsidiary of Parent. Pursuant to the Merger Agreement, at the effective time of the Merger, each issued and outstanding share of common stock of the Company ( Company Common Stock ), par value \$0.01 per share, other than shares of Company Common Stock held in the treasury of the Company or owned by Parent, affiliates of Parent, Merger Sub, a subsidiary of the Company or by stockholders who have validly exercised their appraisal rights under Delaware law, will be converted into the right to receive \$3.75 in cash. Consummation of the Merger is subject to customary closing conditions, including the approval of the Company's stockholders. A copy of the press release is attached as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein by reference.

On January 7, 2013, in connection with the Merger, David Lockwood, Chief Executive Officer of the Company, sent an e-mail to the Company's employees notifying them of the Merger. The e-mail is attached hereto as Exhibit 99.2 and is incorporated herein by reference.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits

| <b>Exhibit No.</b> | <b>Exhibit</b>   |
|--------------------|--|
| 99.1               | Press Release, issued by the Company, dated January 7, 2013  |
| 99.2               | E-mail from David Lockwood, Chief Executive Officer of EnergySolutions, Inc., to the Company's employees, dated January 7, 2013. |

**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.

**ENERGYSOLUTIONS, INC.**

Dated: January 7, 2013

|     |                  |                 |
|-----|------------------|-----------------|
| By: | /s/ Russ Workman |                 |
|     | Name:            | Russ Workman    |
|     | Title:           | General Counsel |

**Exhibit Index**

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