

Talen Energy Corp
Form POS AM
December 16, 2016

As filed with the Securities and Exchange Commission on December 16, 2016

Registration No. 333-207033

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

POST-EFFECTIVE AMENDMENT NO. 1 TO
FORM S-1 REGISTRATION STATEMENT NO. 333-207033

UNDER
THE SECURITIES ACT OF 1933

TALEN ENERGY CORPORATION
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

4911
(Primary Standard Industrial
Classification Code Number)
835 Hamilton Street

47-1197305
(I.R.S. Employer
Identification No.)

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Suite 150

Allentown, Pennsylvania 18101-1179

(888) 211-6011

**(Address, including zip code, and telephone number, including area code,
of registrant s principal executive offices)**

*Name, address, including zip code, and telephone
number, including area code, of agent for service:*

Thomas G. Douglass, Jr.

General Counsel and Secretary

835 Hamilton Street

Suite 150

Allentown, Pennsylvania 18101-1179

(888) 211-6011

Copy of communications to:

E. Ramey Layne

Vinson & Elkins L.L.P.

1001 Fannin Street, Suite 2500

Houston, Texas 77002

(713) 758-2222

Approximate date of commencement of proposed sale to the public: Not applicable. Removal from registration of securities that were not sold pursuant to this registration statement.

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, 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, 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(d) 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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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

This Post-Effective Amendment relates to the following Registration Statement on Form S-1 (the Registration Statement) filed by Talen Energy Corporation, a Delaware corporation (the Company), with the Securities and Exchange Commission:

Registration No. 333-207033, filed on Form S-1 on September 18, 2015, as amended on October 29, 2015, and declared effective November 2, 2015, pertaining to the registration of up to 44,974,658 shares of the Company s common stock, \$0.001 par value per share held by Sapphire Power Holdings LLC, Raven Power Holdings LLC and C/R Energy Jade, LLC.

On June 2, 2016, the Company, RPH Parent LLC, a Delaware limited liability company (RPH), SPH Parent LLC, a Delaware limited liability company (SPH), CRJ Parent LLC, a Delaware limited liability company (CRJ) (each of RPH, SPH and CRJ, a Parent and collectively, Parent), and RJS Merger Sub Inc., a Delaware corporation and a wholly owned subsidiary of Parent (Merger Sub), entered into the Agreement and Plan of Merger, providing for the merger of the Company with and into Merger Sub (the Merger). The Merger closed on December 6, 2016.

As a result of the completion of the Merger, the Company has terminated all offerings of securities pursuant to the Registration Statement. In accordance with an undertaking made by the Company in the Registration Statement to remove from registration, by means of post-effective amendment, any of the securities that had been registered for issuance that remain unsold at the termination of such offering, the Company hereby removes from registration all of such securities registered but unsold under the Registration Statement.

SIGNATURES

Pursuant to the requirements of the Securities Act, as amended, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Allentown, Commonwealth of Pennsylvania, on December 16, 2016.

TALEN ENERGY CORPORATION

By: /s/ Thomas G. Douglass, Jr.
Name: Thomas G. Douglass, Jr.
Title: General Counsel and Secretary

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed on December 16, 2016 by the following persons in the capacities indicated.

Name	Title
/s/ Ralph Alexander	President, Chief Executive Officer and Director
Ralph Alexander	(Principal Executive Officer)
/s/ Alejandro Hernandez	Executive Vice President and Chief Financial Officer
Alejandro Hernandez	(Principal Financial and Accounting Officer)
/s/ Carl Williams	Director
Carl Williams	
/s/ Michael Hoffman	Director
Michael Hoffman	
/s/ James Hackett	Director
James Hackett	