SEC Form 3 FORM 3

UNITED STATES SECURITIES AND EXCHANGE

COMMISSION

Washington, D.C. 20549

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and A <u>Wander Jo</u>	2. Date of Requiring (Month/Da 07/09/20	Statement y/Year)	3. Issuer Name and Ticker or Trading Symbol <u>Talen Energy Corp</u> [TLN]						
(Last) (First) (Middle) 2929 ALLEN PKWY, SUITE 2200 (Street)		_		4. Relationship of Reporting Issuer (Check all applicable) Director Officer (give title below)	g Person(s) to 10% Owner Other (specify below)		 5. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Decempone 		
HOUSTON (City)	TX 77019 (State) (Zip)	_		Gen. Counsel & Co	rp. Secretary		Person Form filed by More than One Reporting Person		
Table I - Non-Derivative Securities Beneficially Owned									
······································			2. Amount of Securities Beneficially Owned (Instr. 4)	Form: D (D) or In			4. Nature of Indirect Beneficial Ownership (Instr. 5)		
Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)									
E		2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Se Underlying Derivative Sec (Instr. 4)		4. Convers or Exerc	xercise	5. Ownership Form:	6. Nature of Indirect Beneficial
		Date Exercisable	Expiration Date		Amount or Number of Shares	Price of Derivative Security		Direct (D) or Indirect (I) (Instr. 5)	Ownership (Instr. 5)
Restricted St	ock Units	(1)	(1)	Common Stock	41,559	(2)		D	
Performance Units	-Based Restricted Stock	(3)	(3)	Common Stock	187,014	(4)		D	

Explanation of Responses:

1. Represents restricted stock units ('RSUs") that, subject to the Reporting Person's continued employment, will vest in two equal annual installments on June 19, 2025 and June 19, 2026

2. Each RSU represents a contingent right to receive one share of the common stock, par value \$0.001 ("common stock") of Talen Energy Corporation (the "Company") or its cash equivalent, as determined at the time of settlement by the Company.

3. The performance-based restricted stock units ("PSUs") will vest or lapse on May 17, 2026. Vesting is subject to the achievement of performance goals by the reporting person and the reporting person's continued employment. The number of PSUs that vest can range from 0% to 200% of the target number of PSUs subject to the award. The number of shares in this row represents the maximum level of performance (or 200%).

4. Each PSU represents a contingent right to receive one share of common stock or its cash equivalent, as determined at the time of settlement by the Company.

Remarks:

Exhibit 24.1 - Power of Attorney

/s/ John C. Wander

07/09/2024

** Signature of Reporting Person

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 5 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.

Date

OMB APPROVAL

POWER OF ATTORNEY FOR SECTION 16 REPORTING OBLIGATIONS

July 9, 2024

KNOW ALL BY THESE PRESENTS, with respect to holdings of and transactions in securities issued by Talen Energy Corporation (the "Company"), that the undersigned hereby constitutes and appoints Thomas Douglass and Rebekah Reneau the undersigned's true and lawful attorney-in-fact to: (i) execute for and on behalf of the undersigned, Forms 3, 4 and 5 (including any amendments, supplements or exhibits thereto) in accordance with Section 16(a) of the Securities Exchange Act of 1934 and the rules thereunder; (ii) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Form 3, 4 or 5 (including any amendments, supplements or exhibits thereto) and timely file such form with the United States Securities and Exchange Commission (the "SEC") and any stock exchange or similar authority, including the Nasdaq Global Select Market, and including without limitation the filing of a Form ID or any other documents necessary or appropriate to enable the undersigned to file the Form 3, 4 and 5 electronically with the SEC; (iii) seek or obtain, as the undersigned's representative and on the undersigned's behalf, information on transactions in the Company's securities from any third party, including brokers, employee benefit plan administrators and trustees, and the undersigned hereby authorizes any such person to release any such information to the undersigned's attorney-in-fact appointed by this Power of Attorney and ratifies any such release of information; and (iv) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorney-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4 and 5 with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorney-in-fact.

[Signature Page Follows]

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of date first written above.

/s/ John C. Wander

John C. Wander

[Signature Page to Section 16 Filing PoA]