

EnergySolutions, Inc.  
Form 10-K/A  
June 28, 2011

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

Washington, D.C. 20549

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**FORM 10-K/A**

(Amendment No. 2)

(Mark One)

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended December 31, 2010

Or

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

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Commission file number 001-33830

***EnergySolutions, Inc.***

(Exact name of registrant as specified in its charter)

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

**51-0653027**  
(I.R.S. Employer  
Identification Number)

**423 West 300 South, Suite 200**  
**Salt Lake City, Utah**  
(Address of principal executive offices)

**84101**  
(Zip Code)

Registrant's telephone number, including area code: **(801) 649-2000**

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

**Title of Class**  
Common Stock, \$0.01 par value per share

**Name of Exchange on which registered**  
The New York Stock Exchange

Securities registered pursuant to Section 12(g) of the Act: **None**

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes o No x

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes o No x

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes x No o

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulations S-T (§ 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes o No o

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K (§ 229.405 of this chapter) is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K. o

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 o

Accelerated filer x

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Non-accelerated filer   
(Do not check if a smaller reporting company)

Smaller reporting company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act). Yes  No

The aggregate market value of the voting and non-voting common equity held by non-affiliates of the registrant on June 30, 2010, was approximately \$450 million based upon the closing price reported for such date on the New York Stock Exchange. For purposes of this disclosure, shares of common stock held by persons who hold more than 5% of the outstanding shares of common stock and shares held by executive officers and directors of the registrant have been excluded because such persons may be deemed to be affiliates. This determination of executive officer or affiliate status is not necessarily a conclusive determination for other purposes.

As of March 31, 2011, 88,759,050 shares of registrant's common stock were outstanding.

## DOCUMENTS INCORPORATED BY REFERENCE

Sections of Registrant's Proxy Statement to be filed with the Securities and Exchange Commission no later than April 30, 2011, namely: Compensation Discussion and Analysis, Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters, Certain Relationships and Related Transactions and Director Independence and Principal Accounting Fees and Services, are incorporated in this Form 10-K by reference under Part III.

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**Explanatory Note**

EnergySolutions, Inc. (the Company) is filing this Amendment No. 2 to its Annual Report on Form 10-K for the year ended December 31, 2010, which was originally filed with the Securities and Exchange Commission (the SEC) on March 31, 2011 (the Original Filing). The Original Filing was amended by Amendment No. 1 which was filed with the SEC on May 17, 2011 (Amendment No. 1). This Amendment No. 2 is filed solely for the purpose of (i) amending Item 15 of Part IV of Amendment No. 1 to correct the dates of the certifications of the Company's Chief Executive Officer and Chief Financial Officer filed as exhibits to Amendment No. 1 (which inadvertently included the date of the Original Filing rather than the date of Amendment No. 1) and (ii) correcting the signature page of Amendment No. 1 (which inadvertently included the signature page of the Original Filing) by including a properly dated signature page for this Amendment No. 2. No disclosures were changed as a result of these corrections.

This Amendment No. 2 does not reflect events occurring after the filing of the Original Filing or Amendment No. 1 and no attempt has been made in this Amendment No. 2 to modify or update any other disclosures as presented in the Original Filing or Amendment No. 1. This Form 10-K/A should be read in conjunction with our filings with the SEC subsequent to the filing of the Original Filing and Amendment No. 1.

**PART IV**

**Item 15. Exhibits and Financial Statement Schedules.**

Documents filed as part of this report include:

1. *Financial Statements.* Our consolidated financial statements as of December 31, 2010 and 2009, and for the years ended December 31, 2010, 2009 and 2008 and the notes thereto, together with the report of our independent registered public accounting firm on those consolidated financial statements, are hereby filed as part of this report beginning on page F-1.
  
2. *Financial Statements.* Financial statements of Washington River Protection Solutions LLC, an unconsolidated joint venture as of and for the year ended December 31, 2010 and the notes thereto, together with the report of their independent auditor on those financial statements, are hereby filed as part of this report beginning on page F-62.
  
3. *Financial Statements.* Unaudited financial statements of Washington River Protection Solutions LLC, an unconsolidated joint venture as of and for the years ended December 31, 2009 and 2008 and the notes thereto, are hereby filed as part of this report beginning on page F-70.
  
4. *Financial Statement Schedules and Other.* All financial statement schedules have been omitted since the required information is not applicable or is not present in amounts sufficient to require submission of the schedule, or because the information required is included in the consolidated financial statements and notes thereto.
  
5. *Exhibits.* The information required by this item is set forth on the exhibit index that follows the signature page of Amendment No. 1 of this report. The exhibit index related to this Amendment No. 2 follows the signature page hereof.

**SIGNATURES**

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this Amendment No. 2 to Annual Report on Form 10-K to be signed on its behalf by the undersigned, thereunto duly authorized, this 28th day of June, 2011.

ENERGYSOLUTIONS, INC.

By:

*/s/ WILLIAM R. BENZ*  
William R. Benz  
*Executive Vice President and*  
*Chief Financial Officer*

**EXHIBIT INDEX**

<b>Exhibit Number</b>	<b>Exhibit Description</b>
31.1	Rule 13a-14(a) / 15d-14(a) Certification of Chief Executive Officer.
31.2	Rule 13a-14(a) / 15d-14(a) Certification of Chief Financial Officer.
32.1	Section 1350 Certifications of Chief Executive Officer and Chief Financial Officer.