
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 18, 2008

NRG Energy, Inc.

(Exact name of registrant as specified in its charter)

Delaware

001-15891

41-1724239

(State or other jurisdiction
of incorporation)

(Commission
File Number)

(I.R.S. Employer
Identification No.)

211 Carnegie Center, Princeton, New Jersey

08540

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code:

609-524-4500

Not Applicable

Former name or former address, 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))
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Item 8.01 Other Events.

On December 18, 2008, NRG Energy, Inc. issued a press release in response to Exelon Corporation's filings for regulatory approval with the Federal Energy Regulatory Commission, the Department of Justice and the Federal Trade Commission. The press release is attached as Exhibit 99.1 to this Current Report and is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

Exhibit 99.1 - Press Release, dated December 18, 2008

Important Information

This Current Report does not constitute an offer to sell or the solicitation of an offer to buy any securities or a solicitation of proxy of any stockholder of NRG Energy, Inc. ("NRG").

In response to the exchange offer proposed by Exelon Corporation referred to in this Current Report, NRG has filed with the Securities and Exchange Commission (the "SEC") a Solicitation/ Recommendation Statement on Schedule 14D-9. STOCKHOLDERS OF NRG ARE ADVISED TO READ NRG'S SOLICITATION/RECOMMENDATION STATEMENT ON SCHEDULE 14D-9 IN ITS ENTIRETY BECAUSE IT CONTAINS IMPORTANT INFORMATION.

Investors and stockholders will be able to obtain free copies of NRG's Solicitation/Recommendation Statement on Schedule 14D-9, any other documents filed by NRG in connection with the exchange offer by Exelon Corporation, and other documents filed with the SEC by NRG at the SEC's website at www.sec.gov. Free copies of any such documents can also be obtained by directing a request to Investor Relations Department, NRG Energy, Inc., 211 Carnegie Center, Princeton, New Jersey 08540.

Forward-Looking Statements

This Current Report contains forward-looking statements that may state NRG's or its management's intentions, hopes, beliefs, expectations or predictions for the future. Such forward-looking statements are subject to certain risks, uncertainties and assumptions, and typically can be identified by the use of words such as "will," "expect," "estimate," "anticipate," "forecast," "plan," "believe" and similar terms. Although NRG believes that its expectations are reasonable, it can give no assurance that these expectations will prove to have been correct, and actual results may vary materially. Factors that could cause actual results to differ materially from those contemplated above include, among others, risks and uncertainties related to the capital markets generally.

The foregoing review of factors that could cause NRG's actual results to differ materially from those contemplated in the forward-looking statements included herein should be considered in connection with information regarding risks and uncertainties that may affect NRG's future results included in NRG's filings with the SEC.

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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.

NRG Energy, Inc.

December 18, 2008

By: */s/ J. Andrew Murphy*

Name: J. Andrew Murphy

Title: Executive Vice President & General Counsel

Exhibit Index

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release, dated December 18, 2008

Exhibit 99.1

NRG Energy, Inc. Responds to Exelon Regulatory Filings

PRINCETON, N.J. – December 18, 2008 – NRG Energy, Inc. (NYSE:NRG) today issued the following statement in response to Exelon Corporation’s filings for regulatory approval with the Federal Energy Regulatory Commission (FERC), the Department of Justice and the Federal Trade Commission:

Exelon’s attempt to secure regulatory approvals is premature because there is no transaction to approve. Exelon’s filings are an unnecessary distraction for regulators at this time given the uncertainty of completing the transaction. Processing the filings would result in an inefficient use of government resources.

In addition, there are a number of hurdles that would need to be overcome for these approvals to be granted. The Department of Justice or Federal Trade Commission will review the proposed takeover to determine if it impedes competition in the relevant energy markets. Given the size and complexity of the deal, Exelon should not receive early termination of its requested pre-merger review. For FERC to approve this transaction, the agency must conclude that the transaction is in the public interest and that it will not increase market concentration, adversely impact competition, or raise rates. The transaction is also subject to a number of other regulatory approvals and filings, including: the Nuclear Regulatory Commission and the state public utility commissions of California, Illinois, New York, Pennsylvania and Texas.

More importantly, Exelon’s offer continues to significantly undervalue NRG and is not in the best interests of NRG or its stockholders. As a result, NRG’s Board of Directors voted unanimously on November 24, 2008, to reject Exelon’s unsolicited proposal and recommended to its stockholders not to tender their shares. The regulatory filings by Exelon do nothing to address this fundamental issue.

About NRG

NRG Energy, Inc., a Fortune 500 company, owns and operates one of the country’s largest and most diverse power generation portfolios. NRG’s 48 plants provide approximately 24,000 megawatts of generation capacity—enough to power nearly 20 million homes. In November 2007, NRG won two of the industry’s highest honors—Platts Industry Leadership and Energy Company of the Year awards. Headquartered in Princeton, NJ, NRG is a member of the U.S. Climate Action Partnership (USCAP), a group of business and environmental organizations calling for mandatory legislation to reduce greenhouse gas emissions. More information is available at www.nrgenergy.com.

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Contacts:**Media:**

Meredith Moore

609.524.4522

Lori Neuman

609.524.4525

David Knox (Texas and Louisiana)

713.795.6106

Investors:

Nahla Azmy

609.524.4526

David Klein

609.524.4527