

As filed with the Securities and Exchange Commission on March 30, 2001  
Registration No. 333-\_\_\_\_\_

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SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

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FORM S-3  
REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933

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NRG ENERGY, INC.

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(Exact name of registrant as specified in its charter)

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DELAWARE

41-1724239

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(State or other jurisdiction of  
incorporation or organization)

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(I.R.S. Employer  
Identification Number)

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901 MARQUETTE AVENUE, SUITE 2300  
MINNEAPOLIS, MINNESOTA 55402  
(612) 373-5300

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

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JAMES J. BENDER, ESQ.  
VICE PRESIDENT AND GENERAL COUNSEL  
NRG ENERGY, INC.  
901 MARQUETTE AVENUE, SUITE 2300  
MINNEAPOLIS, MINNESOTA 55402  
(612) 373-5300

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(Name, address, including zip code, and telephone number,  
including area code, of agent for service)

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WITH COPIES TO:

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RICHARD M. RUSSO, ESQ.  
GIBSON, DUNN & CRUTCHER LLP  
1801 CALIFORNIA ST., SUITE 4100  
DENVER, COLORADO 80202  
(303) 298-5700

APPROXIMATE DATE OF COMMENCEMENT OF PROPOSED SALE TO THE PUBLIC:  
From time to time after the effective date of this Registration  
Statement as determined by market conditions.

If the only securities being registered on this form are being offered  
pursuant to dividend or interest reinvestment plans, please check the following

box. [ ]

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, other than securities offered only in connection with dividend or interest reinvestment plans, check the following box. [X]

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. [X] 333-52508

If this form is a post-effective amendment filed pursuant to Rule 462(c) 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. [ ] \_\_\_\_\_

If delivery of the prospectus is expected to be made pursuant to Rule 434, please check the following box. [ ]

CALCULATION OF REGISTRATION FEE

TITLE OF EACH CLASS OF SECURITIES TO BE REGISTERED	AMOUNT TO BE REGISTERED	PROPOSED MAXIMUM AGGREGATE PRICE PER UNIT(1)	PROPOSED MAXIMUM AGGREGATE OFFERING PRICE(1)	AMOUNT OF REGISTRATION FEE
Debt Securities, Preferred Stock, Depository Shares, Common Stock, Securities Warrants, Stock Purchase Contracts and Stock Purchase Units	\$115,640,000	100%	\$115,640,000	\$28,910

(1) Estimated solely for the purpose of calculating the registration fee.

INCORPORATION OF CERTAIN INFORMATION BY REFERENCE

This registration statement is being filed with the Securities and Exchange Commission pursuant to Rule 462(b) under the Securities Act of 1933 by NRG Energy, Inc. This registration statement relates to the public offering of NRG's securities contemplated by the Registration Statement (No. 333-52508) on Form S-3 (the "Prior Registration Statement"). This registration statement is being filed for the sole purpose of increasing the amount of securities to be sold by \$115,640,000. The contents of the Prior Registration Statement are hereby incorporated by reference.

ITEM 16. EXHIBITS

The following exhibits are filed herewith or incorporated by reference:

EXHIBIT NUMBER	DESCRIPTION OF EXHIBIT
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- 5.1 Opinion of Gibson, Dunn & Crutcher LLP as to the legality of the securities registered hereby
- 23.1 Consent of Gibson, Dunn & Crutcher LLP (included in Exhibit 5.1)
- 23.2 Consent of PricewaterhouseCoopers LLP

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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Minneapolis, State of Minnesota, on this 30th day of March, 2001.

NRG ENERGY, INC.

By: /s/ LEONARD A. BLUHM  
 -----  
 Leonard A. Bluhm  
 Executive Vice President and  
 Chief Financial Officer

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

SIGNATURE -----	TITLE -----	DATE -----
/s/ DAVID H. PETERSON* ----- David H. Peterson	Chairman of the Board, President and Chief Executive Officer (Principal Executive Officer)	March 30, 2001
/s/ LEONARD A. BLUHM ----- Leonard A. Bluhm	Executive Vice President, and Chief Financial Officer (Principal Financial Officer)	March 30, 2001
/s/ WILLIAM T. PIEPER* ----- William T. Pieper	Controller (Principal Accounting Officer)	March 30, 2001
/s/ GARY R. JOHNSON* ----- Gary R. Johnson	Director	March 30, 2001
/s/ JAMES J. HOWARD* -----	Director	March 30, 2001

James J. Howard

/s/ RICHARD C. KELLY\*

-----  
Richard C. Kelly

Director

March 30, 2001

/s/ LUELLA G. GOLDBERG\*

-----  
Luella G. Goldberg

Director

March 30, 2001

/s/ LEONARD A. BLUHM

\* -----  
Leonard A. Bluhm  
Attorney-in-fact

[Letterhead of Gibson, Dunn & Crutcher LLP]

March 30, 2001

C 66241-00039

NRG Energy, Inc.  
901 Marquette Avenue, Suite 2300  
Minneapolis, Minnesota 55402

Re: Registration Statement on Form S-3

Ladies and Gentlemen:

As counsel for NRG Energy, Inc., a Delaware corporation (the "Company"), we are familiar with the Company's registration statement on Form S-3 (the "Registration Statement") filed with the Securities and Exchange Commission (the "Commission") under the Securities Act of 1933, as amended (the "Act"), on the date hereof, with respect to the offering and issuance from time to time by the Company of up to \$115,640,000 aggregate offering price of the following: (i) one or more series of the Company's senior debt securities (the "Debt Securities"), (ii) shares of the Company's preferred stock, par value \$0.01 per share (the "Preferred Stock"), (iii) shares of the Company's common stock, par value \$0.01 per share (the "Common Stock"), (iv) warrants to purchase Debt Securities, Preferred Stock or Common Stock (the "Warrants"), (v) depository shares of the Company representing a fractional interest in a share of Preferred Stock ("Depository Shares") or (vi) stock purchase contracts and stock purchase units of the Company ("Stock Purchase Contracts"). The Debt Securities, Preferred Stock, Common Stock, Warrants, Depository Shares and Stock Purchase Contracts are herein collectively referred to as the "Securities." All capitalized terms which are not defined herein shall have the meanings assigned to them in the Registration Statement.

We have examined the originals or certified copies of such corporate records, certificates of officers of the Company and public officials and such other documents, and have made such other factual and legal investigations, as we have deemed relevant and necessary as the basis for the opinions

Exhibit 5.1

NRG Engery, Inc.  
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set forth below. In such examination, we have assumed the genuineness of all signatures, the legal capacity of natural persons, the authenticity of all documents submitted to us as originals and the conformity to original documents of all documents submitted to us as conformed or photostatic copies.

Based on the foregoing and in reliance thereon, and subject to completion of the corporate action required to be taken by the Company based on the type of Security being issued (including, without limitation, the due reservation of any Common Shares and Preferred Shares for issuance and, with respect to any Preferred Shares and any Depositary Shares, the due authorization, approval and filing of a Certificate of Designations referred to below), the effectiveness of the Registration Statement, the due execution and delivery of the relevant Indenture or Supplemental Indenture pursuant to which any Debt Securities may be issued (the "Indenture"), and, with respect to the Indenture, compliance with the Trust Indenture Act of 1939, as amended (the "TIA"), execution and delivery of a Warrant Agreement relating to any Warrants (the "Warrant Agreement"), and the execution of one or more Deposit Agreements relating to any Depositary Shares (the "Deposit Agreement"), and the qualifications and limitations set forth below, we are of the opinion that:

(1) the Debt Securities and Warrants, upon the issuance thereof and timely payment in full therefor in the manner described in the Registration Statement and the Prospectus Supplement describing the terms of the Debt Securities and Warrants as issued, will be validly issued, fully paid and nonassessable;

(2) the Debt Securities so issued will be legally binding obligations of the Company, entitled to the benefits provided under the Indenture pursuant to which they are issued, subject to the effect of any bankruptcy, insolvency, reorganization, moratorium, arrangement, or similar laws affecting the enforcement of creditors' rights generally (including, without limitation, the effect of statutory or other laws regarding fraudulent transfers or preferential transfers) and general principles of equity, regardless of whether enforceability is considered in a proceeding in equity or at law (the "Enforceability Exceptions");

(3) any Warrants so issued will be legally binding obligations of the Company, entitled to the benefits provided under the applicable Warrant Agreement approved by the Board of Directors of the Company, subject to the Enforceability Exceptions;

(4) the Preferred Shares and Common Shares issued separately or upon the conversion of any Debt Securities so issued that are convertible and upon the exercise of any Warrants so issued (as to the Preferred Shares, when issued pursuant to a Certificate of Designations pursuant to Section 151 of the Delaware General Corporation Law as approved by the Board of Directors of the Company (the "Certificate of Designations")), and the Common Shares issued upon conversion or exchange of any such Preferred Shares so issued that are convertible or exchangeable into Common

Shares (i) will have been duly authorized and reserved for issuance separately, upon conversion of such Debt Securities, exercise of any such Warrants or conversion or exchange of any such convertible Preferred Shares, upon the respective issuance of each, as the case may be, and (ii) upon the issuance of such Preferred Shares and Common Shares separately against payment in full therefor in an amount exceeding the par value, if any, thereof or pursuant to (x) the Indenture upon valid conversion of such Debt Securities, (y) exercise of such Warrants and payment in full of the exercise price provided for therein or (z) valid conversion of any such Preferred Shares so issued that are convertible into Common Shares in accordance with the Certificate of Designations, as the case may be, will be validly issued, fully paid and nonassessable;

(5) the Depositary Shares, when the Deposit Agreement has been duly authorized and validly executed and delivered by the Company and when issued pursuant to a Certificate of Designations and upon payment in full therefor in an amount exceeding the par value, if any, thereof will be duly authorized, validly issued, fully paid and nonassessable; and

(6) the Stock Purchase Contracts, when duly executed and delivered, will be enforceable against the Company in accordance with their terms, subject to the Enforceability Exceptions.

The opinions set forth herein are subject to the following assumptions, qualifications, limitations and exceptions being true and correct at or prior to the time of the delivery of any Security:

(a) the Board of Directors of the Company shall have duly established the terms of such Security and duly authorized and taken any other necessary corporate action to approve the issuance and sale of such Security in conformity with the Certificate of Incorporation of the Company, as amended, and its bylaws, as amended, through such time (subject to the further assumption that the Certificate of Incorporation and bylaws have not been amended from the date hereof in a manner that would affect the validity of any of the opinions rendered herein), and such authorization shall remain in effect and unchanged at all times during which the Securities are offered and shall not have been modified or rescinded (subject to the further assumption that the sale of any Security takes place in accordance with such authorization);

(b) the Registration Statement, and any amendments thereto (including post-effective amendments) and any additional registration statement filed under Rule 462 will have been declared effective under the Act and such effectiveness shall not have been terminated or rescinded;

(c) a prospectus supplement (a "Prospectus Supplement") will have been prepared and filed with the Commission describing the Securities offered thereby;

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(d) all Securities will be issued and sold in compliance with applicable federal and state securities laws and solely in the manner stated in the Registration Statement and the appropriate Prospectus Supplement and there will not have occurred any change in law affecting the validity of any of the opinions rendered herein;

(e) with respect to Debt Securities, the applicable trustee shall have been qualified under the TIA and a Form T-1 shall have been properly filed as an exhibit to the Registration Statement; and

(f) in the case of an Indenture, Warrant Agreement, Stock Purchase Contract, Certificate of Designation, Deposit Agreement or other agreement pursuant to which any Securities are to be issued, there shall be no terms or provisions contained therein which would affect the validity of any of the opinions rendered herein.

This opinion is limited to the present corporate laws of the State of Delaware, the present laws of the State of New York and the present federal laws of the United States and to the present judicial interpretations thereof and to the facts as they presently exist. We express no opinion as to matters involving

the laws of any jurisdiction other than the States of New York and Delaware and the United States. We are not admitted to practice law in the State of Delaware, but we are generally familiar with the Delaware General Corporation Law as presently in effect and have made such inquiries as we considered necessary to render our opinion. We undertake no obligation to advise you as a result of developments occurring after the date hereof or as a result of facts or circumstances brought to our attention after the date hereof.

This opinion may not be quoted in whole or in part without the prior written consent of this Firm.

This opinion may be filed as an exhibit to the Registration Statement. Consent is also given to the reference to this firm under the caption "Legal Matters" in the prospectus contained in the Registration Statement. In giving this consent, we do not admit we are included in the category of persons whose consent is required under Section 7 of the Act or the rules and regulations of the Commission promulgated thereunder.

Very truly yours,

GIBSON, DUNN & CRUTCHER LLP

## CONSENT OF INDEPENDENT ACCOUNTANTS

We hereby consent to the incorporation by reference in this Registration Statement on Form S-3 of our report dated March 2, 2001 relating to the consolidated financial statements and financial statement schedule, which appears in NRG Energy, Inc.'s Annual Report on Form 10-K for the year ended December 31, 2000. We also consent to the references to us under the headings "Experts" in such Registration Statement.

/s/ PricewaterhouseCoopers LLP

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PricewaterhouseCoopers LLP  
Minneapolis, Minnesota  
March 30, 2001