

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, DC 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 13, 2004

NRG Energy, Inc.

(Exact Name of Registrant as Specified in Its Charter)

Delaware

(State or Other Jurisdiction of Incorporation)

001-15891

(Commission File Number)

41-1724239

(IRS Employer Identification No.)

211 Carnegie Center

(Address of Principal Executive Offices)

Princeton, NJ 08540

(Zip Code)

609-524-4500

(Registrant's Telephone Number, Including Area Code)

901 Marquette Avenue, Suite 2300, Minneapolis, MN 55402

(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 (*see* General Instruction A.2. below):

- 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 7.01. Regulation FD Disclosure.

On December 13, 2004, NRG Energy, Inc., or the Company, announced that it has launched a proposed amended and restated credit facility. A copy of the Company's press release describing the proposed amended and restated credit facility is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

Item 8.01. Other Events.

On December 13, 2004, NRG Energy, Inc. issued a press release pursuant to Rule 135c under the Securities Act of 1933, as amended, announcing a proposed private placement of convertible perpetual preferred stock. A copy of the press release is attached hereto as Exhibit 99.2 and is incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.

(c) Exhibits.

Exhibit Number	Description
99.1	Press Release, dated December 13, 2004.
99.2	Press Release, dated December 13, 2004.

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.
(Registrant)

By: /s/ TIMOTHY W. J. O'BRIEN
Timothy W. J. O'Brien
Vice President, Secretary and General Counsel

Dated: December 13, 2004

Exhibit Index

Exhibit Number	Document
99.1	Press Release, dated December 13, 2004
99.2	Press Release, dated December 13, 2004

**NEWS
RELEASE****NRG Energy Refinancing Program**

PRINCETON, NJ; December 13, 2004—NRG Energy, Inc. (NYSE:NRG) has launched the syndication of a \$950 million bank financing to amend and restate its existing \$950 million credit facilities. The syndication is intended to lower NRG's costs of borrowing, institute less restrictive loan covenants and maintain liquidity.

The new corporate-level financing package is expected to include a \$150 million revolving credit facility and an \$800 million term loan, \$350 million of which will be utilized to prefund a letter of credit facility. The Company expects to complete the financing by the end of the year. These facilities are being arranged by Credit Suisse First Boston and Goldman, Sachs & Co.

The refinancing is subject to conditions and there can be no assurance that it will be consummated.

NRG Energy, Inc. owns and operates a diverse portfolio of power-generating facilities, primarily in the Northeast, South Central and West Coast regions of the United States. Its operations include baseload, intermediate, peaking, and cogeneration facilities, thermal energy production and energy resource recovery facilities. NRG also has ownership interests in generating facilities in Australia and Germany.

Certain statements included in this news release are forward-looking statements within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934. Forward-looking statements above include, but are not limited to the successful consummation of the financing, which is dependent in part on the meeting of certain closing conditions, the timing of closing, the expected use of part of the funds, and the expected results on NRG's costs of borrowing. Although NRG believes that its expectations are reasonable, it can give no assurance that these expectations will prove to have been correct. Factors that could cause NRG's actual results to differ materially from those contemplated in the forward-looking statements above include, among others, the possibility that all closing conditions are not met or take longer than anticipated to be met, the expected use of part of the funds is not able to be realized, or the expected results on NRG's costs of borrowing are not being realized.

NRG undertakes no obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise. The foregoing review of factors that could cause NRG's actual results to differ materially from those contemplated in the forward-looking statements included in this news release should not be construed as exhaustive. For more information regarding risks and uncertainties that may affect NRG's future results, review NRG's filings with the Securities and Exchange Commission at www.sec.gov.

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or
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**NEWS
RELEASE**

NRG Energy Plans to Offer Convertible Perpetual Preferred Stock

PRINCETON, NJ; December 13, 2004—NRG Energy, Inc. (NYSE:NRG) announced today that it plans to issue approximately \$400 million of convertible perpetual preferred stock through an offering to qualified institutional buyers pursuant to a private placement exemption under the Securities Act of 1933.

The convertible perpetual preferred stock issuance is anticipated to be priced after market close on December 14, 2004. This preferred stock will be convertible into NRG common stock under certain conditions at a premium to NRG's closing stock price on December 14, 2004. The preferred stock will be callable after five years.

The purpose of the preferred stock issuance is two-fold: (1) to provide funds for the redemption of a portion of NRG's outstanding 8% Second Priority Notes due 2013; and (2) to enable NRG to use existing cash balances to repurchase 13 million shares of common stock held by investment partnerships managed by MatlinPatterson Global Advisors, LLC.

The issuance of the preferred stock will be subject to market conditions and other conditions and there can be no assurance that the issuance will be consummated. The share repurchase and the redemption of the notes are also subject to conditions and there can be no assurance that they will be consummated.

The convertible perpetual preferred stock and the underlying common stock issuable upon conversion have not been registered under the Securities Act of 1933 and may not be offered or sold in the United States absent registration or an applicable exemption from registration requirements. This news release does not constitute an offer to sell, or solicitation of an offer to buy, any security and shall not constitute an offer, solicitation or sale in any jurisdiction in which such offering would be unlawful.

About NRG

NRG Energy, Inc. owns and operates a diverse portfolio of power-generating facilities, primarily in the Northeast, South Central and West Coast regions of the United States. Its operations include baseload, intermediate, peaking, and cogeneration facilities, thermal energy production and energy resource recovery facilities. NRG also has ownership interests in international generating facilities in Australia and Germany.

Safe Harbor Disclosure

This news release contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934. Such forward-looking statements are subject to certain risks, uncertainties and assumptions and include, but are not limited to, expected earnings, future growth and financial performance, and typically can be identified by the use of words such as "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, general economic conditions, hazards customary in the power industry, weather conditions, foreign exchange rates, competition in wholesale power markets, the volatility of energy and fuel prices, failure of customers to perform under contracts, changes in the wholesale power markets and related government regulation, the condition of capital markets generally, our ability to access capital markets, unanticipated outages at our generation facilities, our ability to convert facilities to burn western coal, our substantial indebtedness and the possibility that we may incur additional indebtedness, adverse results in current and future litigation, the willingness of counterparties to negotiate new contracts in California, and the amount of proceeds from asset

sales.

NRG undertakes no obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise. The foregoing review of factors that could cause NRG's actual results to differ materially from those contemplated in the forward-looking statements included in this news release 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 Securities and Exchange Commission at www.sec.gov.

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More information on NRG is available at www.nrgenergy.com

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