
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):

July 28, 2005

NRG Energy, Inc.

(Exact name of registrant as specified in its charter)

Delaware

2299303

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 July 29, 2005, NRG Energy, Inc. issued a press release announcing the closing of the exchange offer for NRG's outstanding 8% second priority senior secured notes due 2013. The exchange offer expired at 5:00 p.m., New York City time, on July 25, 2005. A copy of the press release is included as an exhibit to this Form 8-K and is hereby incorporated by reference.

Item 9.01 Financial Statements and Exhibits.

Exhibit Number Document

99.1 Press Release, dated July 29, 2005

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.

July 29, 2005

By: */s/ Timothy W. J. O'Brien*

Name: Timothy W. J. O'Brien
Title: Vice President and General Counsel

Exhibit Index

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release, dated July 29, 2005

NEWS RELEASE

NRG Energy, Inc. Completes Exchange Offer for Its 8% Second Priority Senior Secured Notes Due 2013

PRINCETON, N.J.—(BUSINESS WIRE)—July 29, 2005—NRG Energy, Inc. (NYSE:NRG) announced today that it has completed its exchange offer of up to \$1.35 billion in 8% second priority senior secured notes due 2013, which have been registered under the Securities Act of 1933, as amended, for all outstanding 8% second priority senior secured notes due 2013 that were issued and sold by NRG in December 2003 and January 2004 in private placement offerings (the “outstanding notes”).

The exchange offer expired at 5:00 pm, New York City time, on July 25, 2005. \$1,348,508,000 in aggregate principal amount or 99.89% of the issuers’ outstanding 8% second priority senior secured notes due 2013 were exchanged. The new notes are substantially identical to the notes for which they were exchanged, except that the new notes have been registered under the Securities Act of 1933, as amended and as a result, the transfer restrictions and registration rights provisions applicable to the original notes do not apply to the new notes.

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.

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