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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**SCHEDULE TO**

**TENDER OFFER STATEMENT UNDER SECTION 14(d)(1) OR 13(e)(1)  
OF THE SECURITIES EXCHANGE ACT OF 1934  
(Amendment No. 10)**

**NRG ENERGY, INC.**

(Name Of Subject Company (Issuer))

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**XCEL ENERGY INC.**

**AND**

**NRG ACQUISITION COMPANY, LLC**

(Names Of Filing Persons (Offerors))

**COMMON STOCK, PAR VALUE \$0.01  
PER SHARE, OF NRG ENERGY, INC.**

(Title Of Class Of Securities)

**629377-10-2**

(Cusip Number Of Class Of Securities)

**XCEL ENERGY INC.**

**800 NICOLLET MALL**

**MINNEAPOLIS, MINNESOTA 55402**

**(612) 330-5500**

(Name, Address and Telephone Number of Person Authorized to Receive Notices and  
Communications on Behalf of Filing Persons)

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***Copies to:***

**ROBERT A. YOLLES, ESQ.**

**PETER D. CLARKE, ESQ.**

**Jones, Day, Reavis & Pogue**

**77 West Wacker**

**Chicago, Illinois 60601**

**(312) 782-3939**

**Check the appropriate boxes below to designate any transactions to which the statement relates:**

third-party tender offer subject to Rule 14d-1.

issuer tender offer subject to Rule 13e-4.

going-private transaction subject to Rule 13e-3.

amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of the tender offer:

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This Amendment No. 10 (this "Amendment") amends and supplements the Tender Offer Statement on Schedule TO, as initially filed on March 13, 2002 and as amended on March 18, March 27, April 3, April 4, April 11, April 16, May 7, May 13, and May 16, 2002 (as previously amended and amended hereby, the "Schedule TO") by Xcel Energy Inc., a Minnesota corporation ("Xcel Energy"), and NRG Acquisition Company, LLC, a Delaware limited liability company and an indirect, wholly owned subsidiary of Xcel Energy (the "Purchaser"), relating to the offer by Xcel Energy, on behalf of and as agent for the Purchaser, to exchange 0.5000 of a share of Xcel Energy common stock, par value \$2.50 per share, including the associated share purchase rights, for each outstanding share of common stock, par value \$0.01 per share, of NRG Energy, Inc., a Delaware corporation, on the terms and subject to the conditions set forth in Xcel Energy's prospectus, dated April 3, 2002, as amended and supplemented by Xcel Energy's prospectus supplement, dated April 4, 2002, and in the related letter of transmittal (as they may be amended or supplemented), copies of each of which have been filed as an Exhibit to the Schedule TO.

#### **ITEM 11. ADDITIONAL INFORMATION.**

The information provided under the caption "The Offer — Certain Legal Matters and Regulatory Approvals — Approval Under the Public Utility Holding Company Act" on page 48 of the prospectus dated April 3, 2002, as amended and supplemented, including by the prospectus supplement dated April 4, 2002, is hereby amended by inserting the following new paragraph between the third and fourth paragraphs thereunder:

On May 22, 2002, the SEC announced that, at a meeting to be held on May 29, 2002, it will consider whether to issue an order approving this offer under PUHCA and whether to grant the stockholder's request for a hearing.

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**ITEM 12. EXHIBITS.**

Item 12 is hereby amended and supplemented by adding the following exhibit:

- (a)(15) Press release of Xcel Energy, dated May 22, 2002, announcing that the Securities and Exchange Commission will consider the exchange offer at a meeting to be held on May 29, 2002.
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After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

XCEL ENERGY INC.

By: /S/ EDWARD J. MCINTYRE

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Edward J. McIntyre  
*Vice President and Chief Financial Officer*

NRG ACQUISITION COMPANY, LLC

By: /S/ PAUL E. PENDER

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Paul E. Pender  
*Treasurer*

Dated the 23rd day of May, 2002

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## EXHIBIT INDEX

- (a)(15) Press release of Xcel Energy, dated May 22, 2002, announcing that the Securities and Exchange Commission will consider the exchange offer at a meeting to be held on May 29, 2002.



U.S. Bancorp Center  
800 Nicollet Mall  
Minneapolis, MN 55402-2023

May 22, 2002

**Xcel Energy/NRG Exchange Offer scheduled for consideration by the Securities and Exchange Commission on May 29, 2002**

MINNEAPOLIS — Xcel Energy Inc. (NYSE: XEL) announced today that its exchange offer for the publicly held shares of its 74%-owned subsidiary, NRG Energy Inc., has been scheduled for consideration by the Securities and Exchange Commission under the Public Utility Holding Company Act at a meeting to be held on May 29, 2002. In order to complete the offer, Xcel Energy must receive SEC approval under PUHCA. While there can not be any assurance as to the action that the SEC will take, Xcel Energy expects that the SEC will issue an order approving the transaction at the meeting.

If, by the expiration of the offer on May 31, 2002, the SEC order has been issued and enough NRG shares have been tendered so that Xcel Energy holds at least 90% of the outstanding NRG common stock, then Xcel Energy plans to complete the acquisition as soon as possible after the expiration date.

"We're pleased that the SEC has scheduled the transaction for review next week and look forward to closing the transaction as currently scheduled," said Wayne H. Brunetti, chairman, president and CEO of Xcel Energy.

Under the exchange offer, NRG's public shareholders will receive 0.50 of a share of Xcel Energy common stock in a tax-free exchange for each outstanding share of NRG common stock they hold.

Xcel Energy is a major U.S. electricity and natural gas company with operations in 12 Western and Midwestern states. Formed by the merger of Denver-based New Century Energies and Minneapolis-based Northern States Power Co., Xcel Energy provides a comprehensive portfolio of energy-related products and services to 3.2 million electricity customers and 1.7 million natural gas customers through its regulated operating companies. In terms of customers, it is the fourth-largest combination natural gas and electricity company in the nation. Company headquarters are located in Minneapolis. More information is available at [www.xcelenergy.com](http://www.xcelenergy.com).

**INVESTORS AND SECURITY HOLDERS ARE ADVISED TO READ THE EXCHANGE OFFER DOCUMENTS BECAUSE THEY CONTAIN IMPORTANT INFORMATION.**

In connection with the proposed exchange offer for NRG shares, Xcel Energy has filed a prospectus and related materials with the SEC. Investors and security holders may obtain a free copy of the exchange offer prospectus and other documents filed by Xcel Energy with the SEC at the commission's Web site at <http://www.sec.gov>. Free copies of the exchange offer prospectus, as well as Xcel Energy's related filings with the commission, also may be obtained from Xcel Energy by directing a request to Xcel Energy's information agent for this offer, Georgeson Shareholder Communications, Inc., 111 Commerce Road, Carlstadt, NJ 07072 or call toll-free at (866) 800-0230.

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## Forward-Looking Information

Although Xcel Energy believes its expectations are based on reasonable assumptions, it can give no assurance that its goals will be achieved. Important factors that could cause actual results to differ materially from those contained in the forward-looking statements include satisfaction of all conditions to the exchange offer that cannot be waived, including the approval of the SEC under the Public Utility Holding Company Act, and the satisfaction or waiver of conditions to the exchange offer that may be waived. Some of the conditions to the exchange offer include the receipt of all required regulatory approvals, the tender by the public stockholders of a minimum number of their shares and the absence of an injunction or litigation concerning the exchange offer. In light of these uncertainties, there can be no assurances that the exchange offer will be completed.

**CONTACT:** Xcel Energy Inc., Minneapolis

For more information, contact:

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For news media inquiries only, please call Xcel Energy media relations (612) 215-5300  
Xcel Energy Internet Address: <http://www.xcelenergy.com>