
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) August 24, 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.)

901 Marquette Avenue, Suite 2300

(Address of Principal Executive Offices)

Minneapolis, MN 55402

(Zip Code)

612-373-5300

(Registrant's Telephone Number, Including Area Code)

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 (*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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TABLE OF CONTENTS

[Item 8.01 Other Events](#)

[Item 9.01 Financial Statements and Exhibits](#)

[SIGNATURES](#)

[Exhibit Index](#)

[Press Release](#)

[Table of Contents](#)

Item 8.01 Other Events

On August 24, 2004, NRG Energy, Inc. announced that it completed the sale of its 100 percent interest in an 837 megawatt generating plant in Batesville, Mississippi to Complete Energy Partners Batesville Acquisition, LLC. A copy of the press release announcing the completion of this transaction is included as an exhibit to this Form 8-K and is hereby incorporated by reference.

Item 9.01 Financial Statements and Exhibits

(c) Exhibits.

**Exhibit
Number**

Document

99.1 Press Release, dated August 24, 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: August 24, 2004

Exhibit Index

**Exhibit
Number**

Document

99.1 Press Release, dated August 24, 2004



FOR IMMEDIATE RELEASE

NRG Energy, Inc. Completes Sale of Batesville Generating Facility

Minneapolis; August 24, 2004 –NRG Energy, Inc. (NYSE: NRG) today announced that it has completed the sale of its 100 percent interest in an 837 megawatt generating plant in Batesville, Mississippi to Complete Energy Holdings, LLC.

Complete Energy Holdings assumed approximately \$300 million of outstanding project debt. The transaction will result in the elimination of approximately \$289 million in consolidated debt from NRG's balance sheet. In exchange for the sale, NRG received cash proceeds of \$27.6 million.

NRG Energy, Inc. owns and operates a diverse portfolio of power-generating facilities, primarily in the United States. Its operations include baseload, intermediate, peaking, and cogeneration facilities, thermal energy production and energy resource recovery facilities.

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 use of proceeds and elimination of debt. Although NRG believes that its expectations are reasonable, it can give no assurance that these expectations will prove to have been correct.

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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