

NRG ENERGY, INC.
Form 8-K
May 14, 2009

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):

May 8, 2009

NRG Energy, Inc.

(Exact name of registrant as specified in its charter)

Delaware

001-15891

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))

Top of the Form

Item 1.01 Entry into a Material Definitive Agreement.

On May 8, 2009, NRG, the subsidiaries of NRG named in the Sixteenth Supplemental Indenture (as hereinafter defined) (the "Existing Guarantors"), Reliant Energy Texas, LLC, Reliant Energy Texas Retail LLC, NRG Texas C&I Supply LLC and Langford Wind Power, LLC (the "Guaranteeing Subsidiaries") and Law Debenture Trust Company of New York, as trustee (the "Trustee"), entered into a nineteenth supplemental indenture (the "Nineteenth Supplemental Indenture"), supplementing the indenture, dated February 2, 2006 (the "Base Indenture"), among NRG and the Trustee, as supplemented by a first supplemental indenture, dated February 2, 2006, among NRG, the guarantors named therein and the Trustee, pursuant to which NRG issued \$1,200,000,000 aggregate principal amount of 7.250% senior notes due 2014 (the "2014 Notes"), and as supplemented by a third supplemental indenture, dated as of March 14, 2006, among NRG, the Existing Guarantors party thereto and the Trustee, a fifth supplemental indenture, dated April 28, 2006, among NRG, the Existing Guarantors party thereto and the Trustee, a seventh supplemental indenture, dated November 13, 2006 among NRG, the Existing Guarantors and the Trustee, a tenth supplemental indenture (the "Tenth Supplemental Indenture"), dated July 19, 2007 among NRG, the Existing Guarantors and the Trustee, a thirteenth supplemental indenture, dated August 28, 2007, among NRG, the Existing Guarantors party thereto and the Trustee and a sixteenth supplemental indenture, dated April 28, 2009, among NRG, the Existing Guarantors and the Trustee. Pursuant to the Nineteenth Supplemental Indenture, the Guaranteeing Subsidiaries became guarantors of NRG's obligations under its 2014 Notes.

On May 8, 2009, NRG, the Existing Guarantors, the Guaranteeing Subsidiaries and the Trustee entered into a twentieth supplemental indenture (the "Twentieth Supplemental Indenture"), supplementing the Base Indenture, as supplemented by a second supplemental indenture, dated February 2, 2006, among NRG, the guarantors named therein and the Trustee, pursuant to which NRG issued \$2,400,000,000 aggregate principal amount of 7.375% senior notes due 2016 (the "2016 Notes"), and as supplemented by a fourth supplemental indenture, dated as of March 14, 2006, among NRG, the Existing Guarantors party thereto and the Trustee, a sixth supplemental indenture, dated April 28, 2006, among NRG, the Existing Guarantors party thereto and the Trustee and an eighth supplemental indenture, dated November 13, 2006, among NRG, the Existing Guarantors party thereto and the Trustee, an eleventh supplemental indenture, dated July 19, 2007, among NRG, the Existing Guarantors and the Trustee, a fourteenth supplemental indenture, dated August 28, 2007, among NRG, the Existing Guarantors and the Trustee and a seventeenth supplemental indenture, dated April 28, 2009, among NRG, the Existing Guarantors and the Trustee. Pursuant to the Twentieth Supplemental Indenture, the Guaranteeing Subsidiaries became guarantors of NRG's obligations under its 2016 Notes.

On May 8, 2009, NRG, the Existing Guarantors, the Guaranteeing Subsidiaries and the Trustee entered into a twenty-first supplemental indenture (the "Twenty-first Supplemental Indenture"), supplementing the Base Indenture, as supplemented by a ninth supplemental indenture, dated November 21, 2006, among NRG, the Existing Guarantors party thereto and the Trustee, pursuant to which NRG issued \$1,100,000,000 aggregate principal amount of 7.375% senior notes due 2017 (the "2017 Notes"), and as supplemented by a twelfth supplemental indenture, dated July 19, 2007, among NRG, the Existing Guarantors and the Trustee, a fifteenth supplemental indenture, dated as of August 28, 2007, among NRG the Existing Guarantors and the Trustee and an eighteenth supplemental indenture, dated April 28, 2009, among NRG, the Existing Guarantors and the Trustee. Pursuant to the Twenty-first Supplemental Indenture, the Guaranteeing Subsidiaries became guarantors of NRG's obligations under its 2017 Notes.

A copy of the Nineteenth Supplemental Indenture is attached as Exhibit 4.1 to this Current Report on Form 8 K and is incorporated by reference herein. A copy of the Twentieth Supplemental Indenture is attached as Exhibit 4.2 to this Current Report on Form 8 K and is incorporated by reference herein. A copy of the Twenty-first Supplemental Indenture is attached as Exhibit 4.3 to this Current Report on Form 8 K and is incorporated by reference herein. The description of the material terms of the Nineteenth Supplemental Indenture, the Twentieth Supplemental Indenture and the Twenty-first Supplemental Indenture is qualified in its entirety by reference to such exhibits.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

Exhibit Number - Description

4.1 - Nineteenth Supplemental Indenture, dated May 8, 2009, among NRG Energy, Inc., the existing guarantors named therein, the guaranteeing subsidiaries named therein and Law Debenture Trust Company of New York.

4.2 - Twentieth Supplemental Indenture, dated May 8, 2009, among NRG Energy, Inc., the existing guarantors named therein, the guaranteeing subsidiaries named therein and Law Debenture Trust Company of New York.

Edgar Filing: NRG ENERGY, INC. - Form 8-K

4.3 - Twenty-First Supplemental Indenture, dated May 8, 2009, among NRG Energy, Inc., the existing guarantors named therein, the guaranteeing subsidiaries named therein and Law Debenture Trust Company of New York.

Top of the Form

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.

May 14, 2009

By: */s/ Michael R. Bramnick*

Name: Michael R. Bramnick

Title: Sr. Vice Pres. & General Counsel

Top of the Form

Exhibit Index

| <u>Exhibit No.</u> | <u>Description</u> |
|--------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 4.1 | Nineteenth Supplemental Indenture, dated May 8, 2009, among NRG Energy, Inc., the existing guarantors named therein, the guaranteeing subsidiaries named therein and Law Debenture Trust Company of New York. |
| 4.2 | Twentieth Supplemental Indenture, dated May 8, 2009, among NRG Energy, Inc., the existing guarantors named therein, the guaranteeing subsidiaries named therein and Law Debenture Trust Company of New York. |
| 4.3 | Twenty-First Supplemental Indenture, dated May 8, 2009, among NRG Energy, Inc., the existing guarantors named therein, the guaranteeing subsidiaries named therein and Law Debenture Trust Company of New York. |