

NRG ENERGY, INC.
Form 8-K
August 25, 2006

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**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 23, 2006

NRG Energy, Inc.

(Exact Name of Registrant as Specified in Its Charter)

Delaware

(State or Other Jurisdiction of Incorporation)

001-15891

41-1724239

(Commission File Number)

(IRS Employer Identification No.)

211 Carnegie Center

Princeton, NJ 08540

(Address of Principal Executive Offices)

(Zip Code)

609-524-4500

(Registrant's Telephone Number, Including Area Code)

(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 1.01. Entry into a Material Definitive Agreement.

On August 23, 2006, NRG Energy, Inc., or the Company, entered into an underwriting agreement (the KKR Underwriting Agreement), by and between the Company, affiliates of Kohlberg Kravis Roberts & Co. (the KKR Selling Stockholders) and Morgan Stanley & Co. Incorporated (the Underwriter), for the sale of an aggregate of 4,315,727 shares of common stock, par value \$0.01 per share (the Common Stock), of the Company by the KKR Selling Stockholders.

On August 23, 2006, the Company entered into another underwriting agreement (the TPG Underwriting Agreement), by and between the Company, affiliates of Texas Pacific Group (the TPG Selling Stockholders and, together with the KKR Selling Stockholders, the Selling Stockholders) and the Underwriter, for the sale of an aggregate of 4,107,002 shares of Common Stock of the Company by the TPG Selling Stockholders.

The transactions between the Underwriter and the Selling Stockholders were separately negotiated.

The Company has filed with the Securities and Exchange Commission a registration statement on Form S-3 (File No. 333-130549), including a prospectus, relating to the registration of certain securities described therein, including the shares of Common Stock. The Company will not receive any proceeds from the offering by the Selling Stockholders. Under the terms of each Underwriting Agreement, the Company has agreed to indemnify the Underwriter and each relevant Selling Stockholder against certain liabilities, including liabilities under the Securities Act of 1933, as amended.

A copy of the KKR Underwriting Agreement is attached as Exhibit 10.1 to this Current Report on Form 8-K, and a copy of the TPG Underwriting Agreement is attached as Exhibit 10.2 to this Current Report on Form 8-K, and each is incorporated herein by reference. The description of the material terms of the underwriting agreements is qualified in its entirety by reference to such exhibits.

Item 8.01. Other Events.

On August 23, 2006, the Company issued a press release announcing the secondary offering of Common Stock pursuant to the KKR Underwriting Agreement and the TPG Underwriting Agreement.

A copy of the press release is attached as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits

(d) Exhibits

| Exhibit No. | Description |
|--------------------|--|
| 10.1 | Underwriting Agreement, dated as of August 23, 2006, among the Company, affiliates of Kohlberg Kravis Roberts & Co., as selling stockholders, and Morgan Stanley & Co. Incorporated, as underwriter. |
| 10.2 | Underwriting Agreement, dated as of August 23, 2006, among the Company, affiliates of Texas Pacific Group, as selling stockholders, and Morgan Stanley & Co., Incorporated, as underwriter. |
| 99.1 | Press Release issued on August 23, 2006. |

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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 and
General Counsel

Dated: August 25, 2006