

NRG ENERGY, INC.  
Form 425  
April 30, 2009

Filed by NRG Energy, Inc. pursuant to  
Rule 425 of the Securities Act of 1933 and  
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*On April 30, 2009, NRG Energy, Inc. ( NRG ) held its earnings call for the quarter ended March 31, 2009 and below is an excerpt from the conference call:*

**Operator:** Thank you. Our next question will coming from the line of Anthony Crowdell with Jeffries & Company. Please go ahead with your question sir.

**<Q Anthony Crowdell>:** Good morning. Just wanted to go from my understanding of the Annual Shareholder meeting, I believe the one in 2008 was held like May 13th, is it a requirement that the shareholder meeting be held within 13 months of the previous one?

**<A David Crane, President and Chief Executive Officer of NRG>:** Anthony, let me say a couple of things about that, I mean the NRG board hasn't decided when this year's shareholders meeting will be, but it will decide in the next few weeks. And I think what the Board is trying to decide is balance between having it as soon as it can obviously, but also having a time when the shareholders are as fully informed as is realistically possible with information that's relative to the important decisions that have to be made. As to what is exactly required under Delaware Law, my understanding is that the way that the law reads is that if a Board does not or if a company does not have an annual shareholder meeting within 13 months then a shareholder or a Director can petition the Delaware court to set a date, but that there is no affirmative obligation on the Board to have it within that time period off the top. But you would have to check out with a Delaware lawyer, but that's my understanding.

#### **Important Information**

This communication does not constitute an offer to sell or the solicitation of an offer to buy any securities or a solicitation of proxy of any stockholder of NRG Energy, Inc. ( NRG ). NRG filed a preliminary proxy statement on Schedule 14A with the Securities and Exchange Commission (the SEC ) on April 27, 2009 in connection with its 2009 Annual Meeting of Stockholders (the 2009 Annual Meeting ). Prior to the 2009 Annual Meeting, NRG will furnish a definitive proxy statement to its stockholders, together with a WHITE proxy card. **INVESTORS AND STOCKHOLDERS OF NRG ARE URGED TO READ THE PROXY STATEMENT FOR THE 2009 ANNUAL MEETING IN ITS ENTIRETY BECAUSE IT CONTAINS IMPORTANT INFORMATION.**

In response to the exchange offer proposed by Exelon Corporation referred to in this news release, NRG has filed with the SEC a Solicitation/Recommendation Statement on Schedule 14D-9. **STOCKHOLDERS OF NRG ARE ADVISED TO READ NRG'S SOLICITATION/RECOMMENDATION STATEMENT ON SCHEDULE 14D-9 IN ITS ENTIRETY BECAUSE IT CONTAINS IMPORTANT INFORMATION.**

Investors and stockholders will be able to obtain free copies of NRG's preliminary proxy statement, the Solicitation/Recommendation Statement on Schedule 14D-9, any amendments or supplements to the proxy statement and/or the Schedule 14D-9, any other documents filed by NRG in connection with the 2009 Annual Meeting and/or the exchange offer by Exelon Corporation, and other documents filed with the SEC by NRG at the SEC's website at [www.sec.gov](http://www.sec.gov). Free copies of the definitive proxy statement, the Solicitation/Recommendation Statement on Schedule 14D-9, and any amendments and supplements to these documents can also be obtained by directing a request to Investor Relations Department, NRG Energy, Inc., 211 Carnegie Center, Princeton, New Jersey 08540.

NRG and its directors and executive officers will be deemed to be participants in the solicitation of proxies in connection with its 2009 Annual Meeting. Detailed information regarding the names, affiliations and interests of NRG's directors and executive officers is available in the preliminary proxy statement for the 2009 Annual Meeting, which was filed with the SEC on April 27, 2009.

**Forward-Looking Statements**

This communication contains forward-looking statements that may state NRG's or its management's intentions, hopes, beliefs, expectations or predictions for the future. Such forward-looking statements are subject to certain risks, uncertainties and assumptions, and typically can be identified by the use of words such as will, expect, estimate, anticipate, forecast, plan, believe and similar terms. Although NRG believes that its expectations are reasonable, it give no assurance that these expectations will prove to have been correct, and actual results may vary materially.

Factors that could cause actual results to differ materially from those contemplated above include, among others, risks and uncertainties related to the capital markets generally.

The foregoing review of factors that could cause NRG's actual results to differ materially from those contemplated in the forward-looking statements included herein should be considered in connection with information regarding risks and uncertainties that may affect NRG's future results included in NRG's filings with the SEC at [www.sec.gov](http://www.sec.gov).

Statements made in connection with the exchange offer are not subject to the safe harbor protections provided to forward-looking statements under the Private Securities Litigation Reform Act of 1995.