

NRG ENERGY, INC.  
Form 8-K  
January 28, 2014

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

WASHINGTON, D.C. 20549

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**FORM 8-K**

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**CURRENT REPORT**

**Pursuant to Section 13 or 15(D) of  
the Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): **January 27, 2014**

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**NRG Energy, Inc.**

(Exact name of registrant as specified in its charter)

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**Delaware**

(State or Other Jurisdiction of Incorporation)

**001-15891**

(Commission File Number)

**41-1724239**

(IRS Employer Identification No.)

**211 Carnegie Center  
Princeton, NJ**

(Address of Principal Executive Offices)

**08540**  
(Zip Code)

**(609) 524-4500**

(Registrant's Telephone Number, Including Area Code)

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N/A

(Former Name or Former Address, if Changed Since Last Report.)

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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))
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**Item 1.01 Entry into a Material Definitive Agreement.**

On January 27, 2014, NRG Energy, Inc. ( "NRG" ) completed the sale of \$1,100 million aggregate principal amount of 6.25% senior notes due 2022 (the "Senior Notes" ) pursuant to the terms of the purchase agreement, dated January 10, 2014 (the "Purchase Agreement" ), among NRG, the guarantors named therein, and the initial purchasers set forth on Schedule I thereto (the "Initial Purchasers" ). The Senior Notes were issued under an Indenture, dated February 2, 2006 (the "Base Indenture" ), among NRG and Law Debenture Trust Company of New York, as trustee (the "Trustee" ), as supplemented by the One Hundred-Ninth Supplemental Indenture, dated January 27, 2014 (the "One Hundred-Ninth Supplemental Indenture" ), among NRG, the guarantors named therein and the Trustee, establishing the terms and providing for the issuance of the Senior Notes. The One Hundred-Ninth Supplemental Indenture and the forms of Senior Notes, which are attached as exhibits to the One Hundred-Ninth Supplemental Indenture, provide, among other things, that the Senior Notes will be senior unsecured obligations of NRG. Interest is payable on the Senior Notes on January 15 and July 15 of each year beginning on July 15, 2014 until their maturity date of July 15, 2022.

The terms of the One Hundred-Ninth Supplemental Indenture, among other things, limit the ability of NRG and certain of its subsidiaries to: make restricted payments; pay dividends or make other distributions on its capital stock; incur additional debt; engage in transactions with affiliates; create liens on assets; engage in sale and leaseback transactions; and consolidate, merge or transfer all or substantially all of NRG's assets and the assets of its subsidiaries.

The One Hundred-Ninth Supplemental Indenture provides for customary events of default, which include (subject in certain cases to customary grace and cure periods), among others: nonpayment of principal or interest; breach of other agreements in the indentures; defaults in failure to pay certain other indebtedness; the rendering of judgments to pay certain amounts of money against NRG and its subsidiaries; the failure of certain guarantees to be enforceable; and certain events of bankruptcy or insolvency. Generally, if an event of default occurs and is not cured within the time periods specified, the Trustee or the holders of at least 25% in principal amount of the then outstanding series of Senior Notes may declare all the Senior Notes of such series to be due and payable immediately.

The Senior Notes were sold to the Initial Purchasers for resale to qualified institutional buyers under Rule 144A and to persons outside the United States under Regulation S. Pursuant to the terms of the registration rights agreement, dated January 27, 2014 (the "Registration Rights Agreement" ), among NRG, the guarantors named therein, and the Initial Purchasers, NRG has agreed to offer to exchange substantially identical senior notes that have been registered under the Securities Act of 1933, as amended (the "Securities Act" ), for the Senior Notes, or, in certain circumstances, to register resales of the Senior Notes.

The Senior Notes were issued in a transaction exempt from registration under the Securities Act or any state securities laws. Therefore, Senior Notes may not be offered or sold in the United States absent registration or an applicable exemption from the registration requirements of the Securities Act and any applicable state securities laws. This Form 8-K and the Exhibits hereto do not constitute an offer to sell any securities or a solicitation of an offer to purchase any securities.

The One Hundred-Ninth Supplemental Indenture, the form of Senior Notes and the Registration Rights Agreement, are filed as exhibits 4.1, 4.2 and 4.3 to this Current Report on Form 8-K and are incorporated herein by reference.

**Item 2.03 Creation of a Direct Financial Obligation or an Obligation Under an Off-Balance Sheet Arrangement of the Registrant.**

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The disclosures under Item 1.01(a) of this Current Report on Form 8-K relating to the One Hundred-Ninth Supplemental Indenture and the form of Senior Notes are also responsive to Item 2.03 of this report and are incorporated by reference into this Item 2.03.

**Item 3.02. Unregistered Sales of Equity Securities.**

The information set forth under Item 1.01 of this Form 8-K is incorporated herein by reference.

**Item 8.01 Other Events.**

On January 27, 2014, NRG issued a press release announcing the early tender results of its offer to purchase up to \$400 million in aggregate principal amount of its 8.50% senior notes due 2019 and its 7.625% senior notes due 2019. A copy of that 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

The Exhibit Index attached to this Form 8-K is incorporated herein by reference.

**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, thereunto duly authorized.

**NRG Energy, Inc.**

By: */s/ David R. Hill*

David R. Hill  
Executive Vice President and General Counsel

January 27, 2014

**Exhibit Index**

<b>Exhibit No.</b>	<b>Document</b>
4.1	One Hundred-Ninth Supplemental Indenture, dated January 27, 2014, among NRG Energy, Inc., the guarantors named therein and Law Debenture Trust Company of New York.
4.2	Form of 6.25% Senior Note due 2022 (incorporated by reference to Exhibit 4.1 filed herewith).
4.3	Registration Rights Agreement, dated January 27, 2014, among NRG Energy, Inc., the guarantors named therein and Barclays Capital Inc., Deutsche Bank Securities Inc., Goldman, Sachs & Co., Morgan Stanley & Co. LLC, Credit Agricole Securities (USA) Inc., Natixis Securities Americas LLC and RBC Capital Markets, LLC, as initial purchasers.
99.1	Press Release dated January 27, 2014.