

NRG ENERGY, INC.
Form 8-K
December 02, 2013

**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): **November 26, 2013**

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.)

211 Carnegie Center, Princeton, New Jersey 08540
(Address of principal executive offices, including zip code)

(609) 524-4500
(Registrant's telephone number, including area code)

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 8.01 Other Events

On November 26, 2013, NRG Energy, Inc. ("NRG" or the "Company") received notice from the United States Department of Justice and the Federal Trade Commission granting early termination of the waiting period under the Hart-Scott-Rodino Antitrust Improvements Act of 1976, as amended, with respect to the previously announced acquisition of Edison Mission Energy. Early termination of the waiting period satisfies a condition to the closing of the acquisition.

The Company expects to close the transaction in the first quarter of 2014. The transaction remains subject to other closing conditions, including the approval of the United States Bankruptcy Court for the Northern District of Illinois, the effectiveness of the registration statement and approval for the listing of the NRG common stock on the New York Stock Exchange, and the receipt of regulatory approval by the Federal Energy Regulatory Commission and the Public Utility Commission of Texas.

The Company has filed a registration statement (including a prospectus) with the Securities and Exchange Commission (the "SEC") for the offering of NRG common stock in connection with the acquisition of Edison Mission Energy. The NRG common stock may not be sold nor may offers to buy be accepted prior to the time the registration statement becomes effective. This Current Report on Form 8-K shall not constitute an offer to sell or a solicitation of an offer to buy, nor shall there be any sale of NRG common stock in any state or jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such state or jurisdiction. Investors should read the prospectus in that registration statement and other documents the Company has filed with the SEC for more complete information about NRG and this offering before making any investment decision. Investors may obtain these documents for free by visiting EDGAR on the SEC Web site at www.sec.gov. Alternatively, the Company will arrange to send the prospectus to investors upon request by calling 609-524-4500 or emailing investor.relations@nrgenergy.com.

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/ David R. Hill
David R. Hill
Executive Vice President and
General Counsel

Dated: December 2, 2013