

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549**

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**SCHEDULE 14D-9**

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**Solicitation/Recommendation Statement  
Under Section 14(d)(4) of the Securities Exchange Act of 1934  
(Amendment No. 45)**

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**NRG Energy, Inc.**  
(Name of Subject Company)

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**NRG Energy, Inc.**  
(Name of Person Filing Statement)

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**Common Stock, par value \$0.01 per share**  
(Title of Class of Securities)

**629377508**  
(CUSIP Number of Class of Securities)

**Michael R. Bramnick  
Senior Vice President and General Counsel  
NRG Energy, Inc.  
211 Carnegie Center  
Princeton, New Jersey 08540  
(609) 524-4500**

(Name, address and telephone number of person authorized to receive notices and communications on behalf of the persons filing statement)

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*With copies to:*

**Stephen Fraidin  
Thomas W. Christopher  
Kirkland & Ellis LLP  
153 East 53rd Street  
New York, New York 10022  
(212) 446-4800**

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Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

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[SIGNATURE](#)

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This Amendment No. 45 to Schedule 14D-9 amends and supplements the Solicitation/Recommendation Statement on Schedule 14D-9 (as amended from time to time, the “*Statement*”) originally filed by NRG Energy, Inc., a Delaware corporation (“*NRG*”), with the Securities and Exchange Commission (the “*SEC*”) on November 24, 2008, relating to the unsolicited offer by Exelon Corporation, a Pennsylvania corporation (“*Exelon*”), through its wholly-owned subsidiary, Exelon Xchange Corporation, a Delaware corporation, to exchange each outstanding share of common stock of NRG, par value \$0.01 per share (“*NRG Common Stock*”), for 0.485 of a share of Exelon common stock, without par value, upon the terms and subject to the conditions set forth in (1) the Preliminary Prospectus/Offer to Exchange, originally filed with the SEC on November 12, 2008 (the “*Exchange Offer*”) and (2) the related Letter of Transmittal (which, together with the Exchange Offer and any amendments or supplements thereto from time to time, collectively constitutes the “*Offer*”). Capitalized terms used but not defined herein have the meanings ascribed to them in the Statement. Except as specifically noted herein, the information set forth in the Statement remains unchanged.

**Item 9. Exhibits.**

Item 9 is hereby amended and supplemented by adding the following exhibits:

<b>Exhibit No.</b>	<b>Description</b>
(a)(50)	Press Release, dated July 13, 2009*

\* Incorporated herein by reference to NRG’s 425 filing with the SEC on July 14, 2009.

**SIGNATURE**

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

**NRG ENERGY, INC.**

By: /s/ Michael R. Bramnick

Name: Michael R. Bramnick

Title: Senior Vice President and  
General Counsel

Dated: July 14, 2009