
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

SCHEDULE TO

**TENDER OFFER STATEMENT UNDER SECTION 14(d)(1) OR 13(e)(1)
OF THE SECURITIES EXCHANGE ACT OF 1934
(Amendment No. 12)**

NRG ENERGY, INC.

(Name Of Subject Company (Issuer))

XCEL ENERGY INC.

AND

NRG ACQUISITION COMPANY, LLC

(Names Of Filing Persons (Offerors))

**COMMON STOCK, PAR VALUE \$0.01
PER SHARE, OF NRG ENERGY, INC.**

(Title Of Class Of Securities)

629377-10-2

(Cusip Number Of Class Of Securities)

XCEL ENERGY INC.

800 NICOLLET MALL

MINNEAPOLIS, MINNESOTA 55402

(612) 330-5500

(Name, Address and Telephone Number of Person Authorized to Receive Notices and
Communications on Behalf of Filing Persons)

Copies to:

ROBERT A. YOLLES, ESQ.

PETER D. CLARKE, ESQ.

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77 West Wacker

Chicago, Illinois 60601

(312) 782-3939

Check the appropriate boxes below to designate any transactions to which the statement relates:

third-party tender offer subject to Rule 14d-1.

issuer tender offer subject to Rule 13e-4.

going-private transaction subject to Rule 13e-3.

amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of the tender offer:

This Amendment No. 12 (this "Amendment") amends and supplements the Tender Offer Statement on Schedule TO, as initially filed on March 13, 2002 and as amended on March 18, March 27, April 3, April 4, April 11, April 16, May 7, May 13, May 16, May 23, and May 29, 2002 (as previously amended and amended hereby, the "Schedule TO") by Xcel Energy Inc., a Minnesota corporation ("Xcel Energy"), and NRG Acquisition Company, LLC, a Delaware limited liability company and an indirect, wholly owned subsidiary of Xcel Energy (the "Purchaser"), relating to the offer by Xcel Energy, on behalf of and as agent for the Purchaser, to exchange 0.5000 of a share of Xcel Energy common stock, par value \$2.50 per share, including the associated share purchase rights, for each outstanding share of common stock, par value \$0.01 per share, of NRG Energy, Inc., a Delaware corporation, on the terms and subject to the conditions set forth in Xcel Energy's prospectus, dated April 3, 2002, as amended and supplemented by Xcel Energy's prospectus supplements, dated April 4, and May 31, 2002, and in the related letter of transmittal (as they may be amended or supplemented), copies of each of which have been filed as an Exhibit to the Schedule TO.

The offer expired at 12:00 midnight, Eastern Daylight Time, on May 31, 2002. Prior to the expiration of the offer, shareholders of NRG tendered a total of 42,990,796 shares (exclusive of shares subject to guaranteed delivery) of NRG Common Stock, all of which were accepted for exchange by Xcel Energy, on behalf of and as agent for its indirect wholly owned subsidiary NRG Acquisition Company, LLC. Together with the NRG stock that Xcel Energy owned before the expiration of the offer, Xcel Energy now owns approximately 96% (assuming satisfaction of all guaranteed deliveries) of all the outstanding shares of NRG Common Stock. A copy of Xcel Energy's press release regarding its acceptance of these tendered shares is set forth as exhibit (a)(17) to this Schedule TO and incorporated by reference in its entirety.

ITEM 12. EXHIBITS.

The reference to Exhibit (a)(1) to the Schedule TO is amended and restated as set forth below:

- (a)(1) Prospectus dated April 3, 2002 and the Prospectus Supplement thereto dated April 4, 2002 (each of which is incorporated by reference from Xcel Energy's Amendment No. 2 to its Registration Statement on Form S-4 (No. 333-84264) filed with the Securities and Exchange Commission on April 4, 2002) and the Prospectus Supplement dated May 31, 2002 (which was filed with the Securities and Exchange Commission on May 31, 2002 pursuant to Rule 424(b)(3) under the Securities Act of 1933, as amended, and is incorporated herein by reference).

Item 12 is hereby amended and supplemented by adding the following exhibits:

- (a)(17) Press release of Xcel Energy, dated June 3, 2002, announcing the successful completion of its exchange offer for NRG Energy, Inc.
- (a)(18) Press release of Xcel Energy, dated June 3, 2002, announcing management changes at NRG Energy, Inc.
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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.

XCEL ENERGY INC.

By: /S/ EDWARD J. MCINTYRE

Edward J. McIntyre
Vice President and Chief Financial Officer

NRG ACQUISITION COMPANY, LLC

By: /S/ PAUL E. PENDER

Paul E. Pender
Treasurer

Dated the 3rd day of June, 2002

EXHIBIT INDEX

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U.S. Bancorp Center
800 Nicollet Mall
Minneapolis, MN 55402-2023

June 3, 2002

Xcel Energy Successfully Completes Exchange Offer for NRG Energy, Inc.

MINNEAPOLIS — Xcel Energy Inc. (NYSE: XEL) announced today that it has accepted all of the shares of NRG common stock that were tendered by NRG shareholders prior to the expiration of Xcel Energy's exchange offer at midnight EDT on Friday, May 31, 2002.

NRG shareholders tendered a total of 42,990,796 shares of NRG common stock in the offer. Together with the NRG stock that Xcel Energy previously owned, Xcel Energy now owns approximately 96 percent of NRG. Xcel Energy expects to complete a short-form merger of NRG with a wholly owned subsidiary of Xcel Energy later today.

"We believe our plan to integrate NRG as part of Xcel Energy is the best alternative to deliver shareholder value. Xcel Energy will focus on managed growth for NRG, divesting selected NRG assets and focusing on management of the power producer's unregulated domestic projects," said Wayne H. Brunetti, Xcel Energy chairman, president and CEO. "We also expect to enhance profitability by integrating our marketing and trading groups, the management of our power plants and our corporate headquarters functions."

In the merger, NRG shareholders who did not tender their NRG shares in the exchange offer will have their shares converted to Xcel Energy shares under the same terms as if they had tendered their shares in the exchange offer.

Under the terms of the exchange offer, NRG shareholders will receive 0.50 of a share of Xcel Energy common stock in a tax-free exchange for each share of NRG stock tendered. Following the merger, NRG common stock will no longer be publicly traded. Based on the May 31, 2002, closing price of Xcel Energy shares, the exchange ratio represents a value of \$10.75 per NRG share.

Xcel Energy is a major U.S. electricity and natural gas company with operations in 12 Western and Midwestern states. Formed by the merger of Denver-based New Century Energies and Minneapolis-based Northern States Power Co., Xcel Energy provides a comprehensive portfolio of energy-related products and services to 3.2 million electricity customers and 1.7 million natural gas customers through its regulated operating companies. In terms of customers, it is the fourth-largest combination natural gas and electricity company in the nation. Company headquarters are located in Minneapolis. More information is available at www.xcelenergy.com.

INVESTORS AND SECURITY HOLDERS ARE ADVISED TO READ THE EXCHANGE OFFER DOCUMENTS BECAUSE THEY CONTAIN IMPORTANT INFORMATION.

In connection with the proposed exchange offer for NRG shares, Xcel Energy has filed a prospectus and related materials with the SEC. Investors and security holders may obtain a free copy of the exchange offer prospectus and other documents filed by Xcel Energy with the SEC at the commission's Web site at <http://www.sec.gov>. Free copies of the exchange offer prospectus, as well as Xcel Energy's related filings with the commission, also may be obtained from Xcel Energy by directing a request to Xcel Energy's information agent for this offer, Georgeson Shareholder Communications, Inc., 111 Commerce Road, Carlstadt, NJ 07072 or call toll-free at 866/ 800-0230.

Forward-Looking Information

The statements herein regarding the impact of the exchange offer on NRG's financial performance and condition and other statements of future results identify forward-looking information. Important factors that could cause actual results to differ materially from those contained in the forward-looking statements include the actual results of Xcel Energy following completion of the transaction and the ability to dispose of or terminate projects, to reduce expenses and to realize synergies, cash levels and similar matters. Although Xcel Energy believes its expectations are based on reasonable assumptions, it can give no assurance that its goals will be achieved.

CONTACT: Xcel Energy Inc., Minneapolis

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Xcel Energy Internet Address, <http://www.xcelenergy.com>



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Minneapolis, MN 55402-2024

Xcel Energy Media Services
(612) 215-5300
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June 3, 2002

Xcel Energy announces management changes at NRG Energy

MINNEAPOLIS — Xcel Energy Inc. today announced management changes at NRG Energy, following the earlier announcement that Xcel Energy (NYSE:XEL) has accepted all of the shares of NRG common stock that were tendered by NRG shareholders prior to the expiration of Xcel Energy's exchange offer.

- David H. Peterson, chairman, president and CEO of NRG, announced his retirement today, and Leonard A. Bluhm, executive vice president and chief financial officer, announced his resignation.
- Wayne H. Brunetti, chairman, president and CEO of Xcel Energy, will assume the interim leadership position, acting as chairman and CEO of NRG, effective today.
- Richard C. Kelly, president of Xcel Energy Enterprises, will be acting president and chief operating officer of NRG. He will be responsible for the full integration of NRG into Xcel Energy, and will report to Brunetti.
- Edward J. (Jim) McIntyre, vice president and chief financial officer of Xcel Energy, will assume responsibility for all financial aspects of NRG, along with Xcel Energy.
- Paul J. Bonavia, Xcel Energy's president — Energy Markets, will have responsibility for integrating the NRG trading and marketing activities into Xcel Energy.
- David M. Wilks, Xcel Energy's president — Energy Supply, will assume responsibility for all NRG generating plants.
- Craig A. Mataczynski, senior vice president, NRG Energy, Inc., and president and CEO, NRG North America, will retain his current responsibilities for growth and development of NRG North America. He will report to Kelly to assist with the full integration of NRG into Xcel Energy.

"NRG's management has done an outstanding job growing and developing the company into one of the leading independent power producers in the world," Kelly said. "Today, however, we're operating in a significantly changed business environment." He stressed that the focus will be on managed growth, divesting significant NRG assets and concentrating on management of unregulated domestic projects.

Xcel Energy is a major U.S. electricity and natural gas company with operations in 12 Western and Midwestern states. Formed by the merger of Denver-based New Century Energies and Minneapolis-based Northern States Power Co., Xcel Energy provides a comprehensive portfolio of energy-related products and services to 3.2 million electricity customers and 1.7 million natural gas customers through its regulated operating companies. In terms of customers, it is the fourth-largest combination natural gas and electricity company in the nation. Company headquarters are located in Minneapolis. More information is available at www.xcelenergy.com.

For more information, contact:

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News media inquiries, please call Xcel Energy media relations, (612) 215-5300
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