
UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 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 17, 2008

NRG Energy, Inc.

(Exact name of registrant as specified in its charter)

Delaware

001-15891

41-1724239

(State or other jurisdiction
of incorporation)

(Commission
File Number)

(I.R.S. Employer
Identification No.)

211 Carnegie Center, Princeton, New Jersey

08540

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code:

609-524-4500

Not Applicable

Former name or former address, if changed since last report

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))
-

[Top of the Form](#)

Item 8.01 Other Events.

On November 17, 2008, NRG Energy, Inc. ("NRG") issued a letter to Exelon Corporation ("Exelon") in response to Exelon's letter dated November 10, 2008 with respect to the expansion of NRG's Board of Directors. A copy of the letter is filed as Exhibit 99.1 to this Current Report and incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

Letter to Exelon Corporation, dated November 17, 2008.

Important Information

This Current Report 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 plans to file with the Securities and Exchange Commission (the "SEC") and furnish to its stockholders a proxy statement and white proxy card in connection with its 2009 Annual Meeting of Stockholders (the "2009 Annual Meeting"). INVESTORS AND STOCKHOLDERS OF NRG ARE URGED TO READ THE PROXY STATEMENT FOR THE 2009 ANNUAL MEETING IN ITS ENTIRETY WHEN IT BECOMES AVAILABLE BECAUSE IT WILL CONTAIN IMPORTANT INFORMATION.

The exchange offer proposed by Exelon Corporation referred to in this news release has not commenced. If and when commenced, NRG will file 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 if and when it becomes available because it will contain important information.

Investors and stockholders will be able to obtain free copies of NRG's proxy statement (when it becomes available), the Solicitation/Recommendation Statement on Schedule 14D-9 (if and when it becomes available), any other documents filed by NRG in connection with the exchange offer by Exelon Corporation, if and when it is commenced, and other documents filed with the SEC by NRG at the SEC's website at www.sec.gov. Free copies of any such 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 and other persons may be deemed to be participants in the solicitation of proxies in connection with its 2009 Annual Meeting. Information regarding NRG's directors and executive officers is available in its Annual Report on Form 10-K for the year ended December 31, 2007, which was filed with the SEC on February 28, 2008, and its proxy statement for its 2008 Annual Meeting of Stockholders, which was filed with the SEC on April 2, 2008. Detailed information regarding the names, affiliations and interests of individuals who may be deemed participants in the solicitation of proxies of NRG's stockholders will also be available in NRG's proxy statement for the 2009 Annual Meeting.

[Top of the Form](#)

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.

November 18, 2008

NRG Energy, Inc.

By: */s/ J. Andrew Murphy*

Name: J. Andrew Murphy

Title: Executive Vice President and General Counsel

Exhibit Index

<u>Exhibit No.</u>	<u>Description</u>
99.1	Letter to Exelon Corporation, dated November 17, 2008

[NRG ENERGY, INC. LETTERHEAD]

November 17, 2008

Mr. Bruce G. Wilson
Senior Vice President and Deputy General Counsel
Exelon Corporation
10 South Dearborn Street
P.O. Box 805379
Chicago, Illinois 60680-5379

Dear Mr. Wilson:

I write in response to your November 10, 2008 letter which states that Exelon Corporation or a subsidiary thereof (collectively "Exelon") "intends to present a proposal" at the 2009 Annual Meeting of Stockholders of NRG Energy, Inc. ("NRG") to expand the size of the NRG Board of Directors (the "Board") and to nominate directors to fill the newly created directorships.

I remind you that your letter does not constitute compliance with the requirements set forth in NRG's Amended and Restated By-Laws (the "By-Laws") to present a proposal or nominate directors at an annual meeting. Article II, Section 11(A) of the By-Laws states that "[a]t an annual meeting of the stockholders, only such business shall be conducted as shall have been properly brought before the meeting." Section 11 also details the various procedures that must be followed to properly bring business before the meeting, including but not limited to the requirements for timely notice.

Because Exelon has not made a proposal or nomination that complies with the By-Laws, your request that NRG inform you in advance how it interprets Article Seven of NRG's Amended and Restated Certificate of Incorporation (the "Charter") is, at best, premature. In fact, I know of nothing requiring NRG to provide its interpretation of its Charter in response to an inquiry of this type.

It seems plain that your letter constitutes an effort to manufacture an issue for litigation. Rather than wasting time and resources on manufactured issues, NRG prefers to maintain its focus on maximizing shareholder value. Accordingly, I have been authorized to inform you that NRG agrees that Article Seven allows for the expansion of the Board by action of the common stockholders. Specifically, Article Seven provides that "[s]ubject to any rights of the holders of any series of Preferred Stock to elect additional Directors under specified circumstances, the number of Directors which shall constitute the Board of Directors ... may otherwise be enlarged with the approval of the holders of at least a majority of the shares of Common Stock then outstanding." Likewise, Article Seven provides that newly created directorships resulting from an increase in the size of the Board "may be filled ... by vote of the stockholders."

NRG reserves all rights to contest any substantive and procedural defects in any proposal or nomination Exelon might make.

Sincerely,

/s/ Tanuja M. Dehne
Tanuja M. Dehne
Deputy General Counsel and Corporate Secretary