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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**SCHEDULE TO**

**TENDER OFFER STATEMENT UNDER SECTION 14(d)(1) OR 13(e)(1)  
OF THE SECURITIES EXCHANGE ACT OF 1934  
(Amendment No. 11)**

**NRG ENERGY, INC.**

(Name Of Subject Company (Issuer))

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**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)

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*Copies to:*

**ROBERT A. YOLLES, ESQ.**

**PETER D. CLARKE, ESQ.**

**Jones, Day, Reavis & Pogue**

**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:

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This Amendment No. 11 (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, and May 23, 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 supplement, dated April 4, 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.

**ITEM 11. ADDITIONAL INFORMATION.**

The information provided under the caption "The Offer — Certain Legal Matters and Regulatory Approvals — Approval Under the Public Utility Holding Company Act" on page 48 of the prospectus dated April 3, 2002, as amended and supplemented, including by the prospectus supplement dated April 4, 2002, is hereby amended by adding the following paragraph after the fifth paragraph thereunder:

On May 29, 2002, Xcel Energy issued a press release regarding the SEC approval of this offer under PUHCA. The press release has been filed as an exhibit to our Schedule TO.

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**ITEM 12. EXHIBITS.**

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

- (a)(16) Press release of Xcel Energy, dated May 29, 2002, announcing that the Securities and Exchange Commission has approved the exchange offer.
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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

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Edward J. McIntyre  
*Vice President and Chief Financial Officer*

NRG ACQUISITION COMPANY, LLC

By: /S/ PAUL E. PENDER

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Paul E. Pender  
*Treasurer*

Dated the 29th day of May, 2002

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## EXHIBIT INDEX

- (a)(16) Press release of Xcel Energy, dated May 29, 2002, announcing that the Securities and Exchange Commission has approved the exchange offer.



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

May 29, 2002

**Securities and Exchange Commission approves Xcel Energy's Exchange Offer for the Shares of NRG Energy, Inc.**

MINNEAPOLIS — Xcel Energy Inc. (NYSE: XEL) announced today that the U.S. Securities and Exchange Commission has approved Xcel Energy's exchange offer for the publicly held stock of NRG Energy, Inc. under the Public Utility Holding Company Act. The SEC approval is conditioned upon receipt of an updated fairness opinion by Lehman Brothers which the Company expects to receive by May 31, 2002, the expiration date of the offer. Assuming that the updated opinion is received and that a sufficient number of NRG shares are tendered by May 31, 2002, the SEC approval enables Xcel Energy to conclude its offer immediately thereafter.

Xcel Energy presently holds 74 percent of the NRG common stock. In order to complete the exchange offer, Xcel Energy must own at least 90 percent of the NRG stock. Therefore, at least approximately 31.4 million of the public shares of NRG must be tendered. As of May 28, 2002, NRG shareholders had tendered approximately 24.6 million shares. Based on the recommendation of the independent committee of NRG's board of directors, the NRG board earlier recommended that shareholders accept the offer.

"Upon completion of the offer, we will reduce NRG's cost structure, improve profitability and enhance shareholder value," said Wayne Brunetti, Xcel Energy chairman, president and CEO. Brunetti added, "we will strengthen NRG's balance sheet and manage growth with decreased dependence on external financing."

Under the exchange offer, NRG's public shareholders will receive 0.50 of a share of Xcel Energy common stock in a tax-free exchange for each outstanding share of NRG common stock they hold.

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](http://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.

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## 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. Although Xcel Energy believes its expectations are based on reasonable assumptions, it can give no assurance that its goals will be achieved. Important factors that could cause actual results to differ materially from those contained in the forward-looking statements include satisfaction of all conditions to the exchange offer that cannot be waived, including the approval of the SEC under the Public Utility Holding Company Act, and the satisfaction or waiver of conditions to the exchange offer that may be waived, 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. Some of the conditions to the exchange offer include the receipt of all required regulatory approvals, the tender by the public stockholders of a minimum number of their shares and the absence of an injunction or litigation concerning the exchange offer. In light of these uncertainties, there can be no assurances that the exchange offer will be completed.

**CONTACT:** Xcel Energy Inc., Minneapolis

For more information, contact:

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P A Johnson	Director, Investor Relations	(612) 215-4535

For news media inquiries only, please call Xcel Energy media relations (612) 215-5300  
Xcel Energy Internet Address: <http://www.xcelenergy.com>