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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)

December 24, 2004

**NRG Energy, Inc.**

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(Exact Name of Registrant as Specified in Its Charter)

Delaware

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(State or Other Jurisdiction of Incorporation)

001-15891

(Commission File Number)

41-1724239

(IRS Employer Identification No.)

211 Carnegie Center

(Address of Principal Executive Offices)

Princeton, NJ 08540

(Zip Code)

609-524-4500

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(Registrant's Telephone Number, Including Area Code)

**901 Marquette Avenue, Suite 2300, Minneapolis, MN 55402**

(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 (*see* General Instruction A.2. below):

- 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 1.01. Entry into a Material Definitive Agreement.**

On December 24, 2004, NRG Energy, Inc., or the Company, and its subsidiary NRG Power Marketing Inc., or PMI, entered into an amendment and restatement of their existing \$1.45 billion seven-year secured revolving credit facility, dated as of December 23, 2003, and scheduled to expire in December 2010, or the Original Facility, which amended and restated the Original Facility with a \$950 million seven-year secured revolving credit facility, dated as of December 24, 2004 and scheduled to expire in December 2011, or the Amended Facility. The Amended Facility was entered into among the Company, PMI, the Lenders from time to time party thereto, Credit Suisse First Boston and Goldman Sachs Credit Partners L.P., as joint lead book runners and joint lead arrangers and as co-documentation agents, Credit Suisse First Boston, as administrative agent and as collateral agent, and Goldman Sachs Credit Partners L.P., as syndication agent.

The Original Facility had been entered into among the Company, PMI, the Lenders from time to time party thereto, Credit Suisse First Boston, acting through its Cayman Islands Branch, and Lehman Brothers Inc., as joint lead book runners and joint lead arrangers, Credit Suisse First Boston, acting through its Cayman Islands Branch, as administrative agent and as collateral agent, Lehman Commercial Paper Inc., as syndication agent, and General Electric Capital Corporation, as revolver agent.

The proceeds of the Amended Facility will be used solely to re-evidence and/or to pay amounts outstanding under the Original Facility, and for the working capital requirements and general corporate purposes of the Company and certain of its subsidiaries. The extensions of credit under the Amended Facility are subject to periodic interest payments, commitment fees and various other fees, as described in the Amended Facility.

As with the Original Facility, the Amended Facility contains various covenants, including among other things, meeting certain financial tests, and limitations with respect to: distributions, dividends, payment of certain indebtedness, transactions with affiliates, investments and acquisitions, incurrence of additional indebtedness, liens, asset dispositions, and other customary restrictions.

Also as with the Original Facility, the Company and its subsidiaries are subject to customary defaults under the Amended Facility, including, among other things, payment defaults, the failure to meet financial tests, material inaccuracies of representations and warranties, breach of covenants, cross-defaults to other indebtedness, bankruptcy and insolvency defaults, and the occurrence of certain change of control events. Like the Original Facility, a default under the Amended Facility would permit the participating financial institutions to restrict the Company's and PMI's ability to further access the Amended Facility for advances and letters of credit and to require the immediate repayment of any outstanding advances under the Amended Facility.

**Item 2.03. Creation of a Direct Financial Obligation or an Obligation under an Off-Balance Sheet Arrangement of a Registrant.**

See the disclosure under Item 1.01 of this Current Report on Form 8-K.

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**Item 7.01. Regulation FD Disclosure.**

On December 27, 2004, the Company issued a press release announcing that it had entered into the Amended Facility. A copy of this press release is being furnished as Exhibit 99.1 to this report.

**Item 9.01. Financial Statements and Exhibits.**

(c) Exhibits.

Exhibit Number	Description
99.1	Press Release, dated December 27, 2004

**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/ TIMOTHY W. J. O'BRIEN

Timothy W. J. O'Brien

Vice President, Secretary and General Counsel

Dated: December 27, 2004

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**Exhibit Index**

**Exhibit  
Number**

**Document**

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99.1 Press Release, dated December 27, 2004

**NEWS  
RELEASE****NRG Energy Completes \$950 Million Senior Debt Refinancing**

**PRINCETON, NJ; December 27, 2004**—NRG Energy, Inc. (NYSE:NRG) announced today that it amended and restated its \$950 million senior secured credit facility.

The amended and restated facility includes a \$150 million revolving credit facility and an \$800 million term loan, \$350 million of which will be used to prefund a letter of credit facility to support working capital needs. The interest rate on the \$800 million term loan will be LIBOR plus 1.875 percent going forward, a reduction of 212.5 basis points from the prior facility. In addition, the covenants under the amended facility are less restrictive, and in many respects match the covenants in NRG's outstanding 8% high yield note indenture.

"We view our ability to restructure our senior debt facility on such attractive terms as recognition by the financial community of our strong operational performance and of the new NRG's fundamental commitment to prudent balance sheet management," said Robert Flexon, Chief Financial Officer. "This is a very positive reflection on the outstanding work done by the entire NRG team over the past year."

Credit Suisse First Boston and Goldman, Sachs & Co. arranged the financing for NRG.

NRG Energy, Inc. owns and operates a diverse portfolio of power-generating facilities, primarily in the Northeast, South Central and West Coast regions of the United States. Its operations include baseload, intermediate, peaking, and cogeneration facilities, thermal energy production and energy resource recovery facilities. NRG also has ownership interests in generating facilities in Australia and Germany.

Certain statements included in this news release are forward-looking statements within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934. Forward-looking statements above include, but are not limited to the portion of the funds being used to prefund a letter of credit facility. Although NRG believes that its expectations are reasonable, it can give no assurance that these expectations will prove to have been correct. Factors that could cause NRG's actual results to differ materially from those contemplated in the forward-looking statements above include, among others, the inability to utilize a portion of the funds to prefund a letter of credit facility.

NRG undertakes no obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise. The foregoing review of factors that could cause NRG's actual results to differ materially from those contemplated in the forward-looking statements included in this news release should not be construed as exhaustive. For more information regarding risks and uncertainties that may affect NRG's future results, review NRG's filings with the Securities and Exchange Commission at [www.sec.gov](http://www.sec.gov).

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