

As filed with the Securities and Exchange Commission on November 3, 1999

Registration No. 333-_____

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM S-3
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

NRG ENERGY, INC.
(Exact name of registrant as specified in its charter)

DELAWARE
(State or other jurisdiction of incorporation or organization)

41-1724239
(I.R.S. Employer Identification Number)

1221 NICOLLET MALL, SUITE 700
MINNEAPOLIS, MINNESOTA 55403
(612) 373-5300

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

JAMES J. BENDER, ESQ.
VICE PRESIDENT AND GENERAL COUNSEL
NRG ENERGY, INC.
1221 NICOLLET MALL, SUITE 700
MINNEAPOLIS, MINNESOTA 55403
(612) 373-5300

(Name, address, including zip code, and telephone number, including area code, of agent for service)

WITH COPIES TO:

RICHARD M. RUSSO, ESQ.
GIBSON, DUNN & CRUTCHER LLP
1801 CALIFORNIA ST., SUITE 4100
DENVER, COLORADO 80202
(303) 298-5700

APPROXIMATE DATE OF COMMENCEMENT OF PROPOSED SALE TO THE PUBLIC:
From time to time after the effective date of this Registration Statement as determined by market conditions.

If the only securities being registered on this form are being offered pursuant to dividend or interest reinvestment plans, please check the following box. | |

If any of the securities being registered on this form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered only in connection with dividend or interest reinvestment plans, check the following box. |X|

If this form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. |X| 333-74519

If this form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. | | _____

If delivery of the prospectus is expected to be made pursuant to Rule 434, please check the following box. | |

CALCULATION OF REGISTRATION FEE

TITLE OF EACH CLASS OF SECURITIES TO BE REGISTERED	AMOUNT TO BE REGISTERED	PROPOSED MAXIMUM AGGREGATE PRICE PER UNIT (1)	PROPOSED MAXIMUM AGGREGATE OFFERING PRICE (1)	AMOUNT OF REGISTRATION FEE
Debt Securities	\$40,000,000	100%	\$40,000,000	\$11,120

(1) Estimated solely for the purpose of calculating the registration fee.

INCORPORATION OF CERTAIN INFORMATION BY REFERENCE

This registration statement is being filed with the Securities and Exchange Commission pursuant to Rule 462(b) under the Securities Act of 1933 by NRG Energy, Inc. This registration statement relates to the public offering of NRG's debt securities contemplated by the Registration Statement (No. 333-74519) on Form S-3 (the "Prior Registration Statement"). This registration statement is being filed for the sole purpose of increasing the amount of debt securities to be sold by \$40,000,000. The contents of the Prior Registration Statement are hereby incorporated by reference.

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ITEM 16. EXHIBITS

The following exhibits are filed herewith or incorporated by reference:

EXHIBIT NUMBER -----	DESCRIPTION OF EXHIBIT -----
5.1	Opinion of Gibson, Dunn & Crutcher LLP as to the legality of the securities registered hereby
23.1	Consent of Gibson, Dunn & Crutcher LLP (included in Exhibit 5.1)
23.2	Consent of PricewaterhouseCoopers LLP

* To be filed by amendment or as an exhibit to a document to be incorporated by reference herein in connection with the offering of the debt securities.

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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Minneapolis, State of Minnesota, on this 2nd day of November, 1999.

NRG ENERGY, INC.

By: /s/ David H. Peterson

David H. Peterson
Chairman of the Board, President and
Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the date indicated.

SIGNATURE -----	TITLE -----	DATE ----
/s/ David H. Peterson ----- David H. Peterson	Chairman of the Board, President and Chief Executive Officer (Principal Executive	November 2, 1999

/s/ Leonard A. Bluhm ----- Leonard A. Bluhm	Officer) Executive Vice President, and Chief Financial Officer (Principal Financial Officer)	November 2, 1999
/s/ David E. Ripka ----- David E. Ripka	Controller (Principal Accounting Officer)	November 2, 1999
/s/ Gary R. Johnson ----- Gary R.	Director	November 2, 1999
/s/ Cynthia L. Leshner ----- Cynthia L. Leshner	Director	November 2, 1999

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/s/ Edward J. McIntyre ----- Edward J. McIntyre	Director	November 2, 1999
/s/ John A. Noer ----- John A. Noer	Director	November 2, 1999

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[Letterhead of Gibson, Dunn & Crutcher LLP]

November 2, 1999

C 66241-00026

NRG Energy, Inc.
1221 Nicollet Mall, Suite 700
Minneapolis, Minnesota 55403

Re: Registration Statement on Form S-3

Ladies and Gentlemen:

We have acted as special counsel to NRG Energy, Inc., a Delaware corporation (the "Company"), in connection with the registration under the Securities Act of 1933, as amended, pursuant to the Registration Statement to which this opinion is an Exhibit (the "Registration Statement"), of \$40 million of the Company's debt securities (the "Debt Securities").

We have examined the originals or certified copies of such corporate records, certificates of officers of the Company and/or public officials and such other documents, and have made such other factual and legal investigations, as we have deemed relevant and necessary as the basis for the opinions set forth below. In such examination, we have assumed the genuineness of all signatures, the legal capacity of natural persons, the authenticity of all documents submitted to us as originals and the conformity to original documents of all documents submitted to us as conformed or photostatic copies.

Based on the foregoing and in reliance thereon, and subject to completion of the corporate action proposed to be taken by the Company, the effectiveness of the Registration Statement and the due execution and delivery of the Indenture(s) pursuant to which the Debt Securities will be issued (together, the "Indenture") in materially the form filed as an Exhibit to the Registration Statement, and the qualifications and limitations set forth below, we are of the opinion that:

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- (a) the Debt Securities upon the issuance thereof and timely payment in full therefor in the manner described in the Registration Statement and the Prospectus Supplement describing the terms of the Debt Securities as issued, will be validly issued, fully paid and nonassessable; and
- (b) the Debt Securities so issued will be binding obligations of the Company, entitled to the benefits provided under the Indenture pursuant to which they are issued.

Our opinions set forth above are subject to the effect of (a) applicable bankruptcy, reorganization, insolvency, moratorium and other similar laws and court decisions of general application (including, without limitation, statutory or other laws regarding fraudulent or preferential transfers) relating

to, limiting or affecting the enforcement of creditors' rights generally, (b) general principles of equity that may limit the enforceability of any of the remedies, covenants or other provisions of the Debt Securities and the Indenture and the availability of injunctive relief or other equitable remedies and (c) the application of principles of equity (regardless of whether enforcement is considered in proceedings at law or in equity) as such principles relate to, limit or affect the enforcement of creditors' rights generally.

In addition, we express no opinion as to: (a) any provisions of the Debt Securities or the Indenture regarding the remedies available to any person (1) to take action that is arbitrary, unreasonable or capricious or is not taken in good faith or in a commercially reasonable manner, whether or not such action is permitted under the Debt Securities or the Indenture or (2) for violations or breaches that are determined by a court to be non-material or without substantially adverse effect upon the ability of the Company to perform its material obligations under the Debt Securities or the Indenture; or (b) the provisions of the Debt Securities or the Indenture that may provide for interest on interest or penalty interest.

The Company is a Delaware corporation. We are not admitted to practice in Delaware. However, we are generally familiar with the Delaware General Corporation Law and have made such review thereof as we consider necessary for the purpose of this opinion. Subject to the foregoing, this opinion is limited to Delaware, New York and federal law.

This opinion may not be quoted in whole or in part without the prior written consent of this Firm.

You have informed us that you intend to issue the Debt Securities from time to time on a delayed or continuous basis, and this opinion is limited to the laws referred to above as in effect on the date hereof. We understand that prior to issuing any Debt Securities you will advise us in writing of the terms thereof, will afford us an opportunity to review the operative documents pursuant to which such Debt Securities are to be issued (including the applicable Prospectus Supplement) and will file

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such supplement or amendment to this opinion (if any) as we may reasonably consider necessary or appropriate by reason of the terms of such Debt Securities.

We hereby consent to the use of our name under the caption "Legal Matters" in the Prospectus forming a part of the Registration Statement and to the filing of this opinion as Exhibit 5.1 to the Registration Statement.

Very truly yours,

GIBSON, DUNN & CRUTCHER LLP

CONSENT OF INDEPENDENT ACCOUNTANTS

We hereby consent to the incorporation by reference in the Prospectus constituting part of this Registration Statement on Form S-3 of our report dated March 19, 1999 appearing on page 23 of NRG Energy, Inc.'s Annual Report on Form 10-K for the year ended December 31, 1998. We also consent to the reference to us under the heading "Experts" in such Prospectus.

PricewaterhouseCoopers LLP

PricewaterhouseCoopers LLP
Minneapolis, Minnesota
November 2, 1999