

NRG ENERGY, INC.  
Form SC 14D9/A  
March 03, 2009

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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549**

**SCHEDULE 14D-9**

**Solicitation/Recommendation Statement  
Under Section 14(d)(4) of the Securities Exchange Act of 1934  
(Amendment No. 22)**

**NRG Energy, Inc.**  
(Name of Subject Company)

**NRG Energy, Inc.**  
(Name of Person Filing Statement)

**Common Stock, par value \$0.01 per share**  
(Title of Class of Securities)

**629377508**

(CUSIP Number of Class of Securities)

**Michael R. Bramnick**  
**Senior Vice President and General Counsel**  
**NRG Energy, Inc.**  
**211 Carnegie Center**  
**Princeton, New Jersey 08540**  
**(609) 524-4500**

(Name, address and telephone number of person authorized to receive notices and communications on behalf of the persons filing statement)

*With copies to:*  
**Stephen Fraidin**  
**Thomas W. Christopher**  
**Kirkland & Ellis LLP**  
**153 East 53rd Street**  
**New York, New York 10022**  
**(212) 446-4800**

o Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

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SIGNATURE

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This Amendment No. 22 to Schedule 14D-9 amends and supplements the Solicitation/Recommendation Statement on Schedule 14D-9 (as amended from time to time, the *Statement* ) originally filed by NRG Energy, Inc., a Delaware corporation ( *NRG* ), with the Securities and Exchange Commission (the *SEC* ) on November 24, 2008, relating to the unsolicited offer by Exelon Corporation, a Pennsylvania corporation ( *Exelon* ), through its wholly-owned subsidiary, Exelon Xchange Corporation, a Delaware corporation, to exchange each outstanding share of common stock of NRG, par value \$0.01 per share ( *NRG Common Stock* ), for 0.485 of a share of Exelon common stock, without par value, upon the terms and subject to the conditions set forth in (1) the Preliminary Prospectus/Offer to Exchange, originally filed with the SEC on November 12, 2008 (the *Exchange Offer* ) and (2) the related Letter of Transmittal (which, together with the Exchange Offer and any amendments or supplements thereto from time to time, collectively constitutes the *Offer* ). Capitalized terms used but not defined herein have the meanings ascribed to them in the Statement. Except as specifically noted herein, the information set forth in the Statement remains unchanged.

**Item 4. The Solicitation or Recommendation**

The following paragraph is hereby added under the heading *Background of the Offer* of Item 4. The Solicitation and Recommendation beginning on page 9 of the Statement:

On February 27, 2009, Steve Winn, President and Chief Executive Officer of Nuclear Innovation North America LLC (NINA), the nuclear development company jointly owned by NRG (88%) and Toshiba Corporation (12%), called and left a voicemail message for Thomas O Neill, Vice President of New Plant Development for Exelon Nuclear, to inform Mr. O Neill that Exelon is invited to participate in NINA's previously announced process to find a new 20% partner for the South Texas Project (STP 3 and 4) expansion. On March 2, 2009, Mr. O Neill telephoned Mr. Winn in response to the voicemail message and Mr. Winn informed Mr. O Neill of the NINA sell down process, reiterated the invitation to Exelon to participate, and offered to send him materials, including a confidentiality agreement. Mr. O Neill responded that he would discuss the matter with other members of Exelon management before deciding whether Exelon would accept any materials or participate in the process. Mr. O Neill concluded by saying that he may or may not follow up with Mr. Winn depending on Exelon's decision.

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**SIGNATURE**

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.

**NRG ENERGY, INC.**

By: /s/ Michael R. Bramnick  
Name: Michael R. Bramnick  
Title: Senior Vice President and  
General Counsel

Dated: March 3, 2009