

NRG ENERGY, INC.
Form 8-K
May 02, 2014

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): **April 28, 2014**

NRG ENERGY, INC.

(Exact name of Registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation)

001-15891
(Commission File Number)

41-1724239
(IRS Employer Identification No.)

211 Carnegie Center, Princeton, New Jersey 08540
(Address of principal executive offices, including zip code)

(609) 524-4500
(Registrant's telephone number, including area code)

N/A
(Former name or former address, if changed since last report)

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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))
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Item 1.01 Entry Into a Material Definitive Agreement.

One Hundred-Eleventh Supplemental Indenture

On April 28, 2014, NRG Energy, Inc. (*NRG*), the subsidiaries of NRG currently party to the Indenture (defined below), Cirro Energy Services, Inc. and Cirro Group, Inc. (together, the *Guaranteeing Subsidiaries*), and Law Debenture Trust Company of New York, as trustee (the *Trustee*), entered into the one hundred-eleventh supplemental indenture (the *One Hundred-Eleventh Supplemental Indenture*), supplementing the indenture, dated as of February 2, 2006 (the *Base Indenture*), as supplemented by (i) the twenty-second supplemental indenture, dated as of June 5, 2009 (the *Twenty-Second Supplemental Indenture*), among NRG, the guarantors party thereto and the Trustee, pursuant to which NRG issued \$700,000,000 aggregate principal amount of 8.50% senior notes due 2019 (the *8.50% 2019 Notes*), (ii) the thirty-sixth supplemental indenture, dated as of August 20, 2010 (the *Thirty-Sixth Supplemental Indenture*), among NRG, the guarantors party thereto and the Trustee, pursuant to which NRG issued \$1,100,000,000 aggregate principal amount of 8.25% senior notes due 2020 (the *2020 Notes*), (iii) the forty-second supplemental indenture, dated as of January 26, 2011 (the *Forty-Second Supplemental Indenture*), among NRG, the guarantors party thereto and the Trustee, pursuant to which NRG issued \$1,200,000,000 aggregate principal amount of 7.625% senior notes due 2018 (the *2018 Notes*), (iv) the fiftieth supplemental indenture, dated as of May 24, 2011 (the *Fiftieth Supplemental Indenture*), among NRG, the guarantors party thereto and the Trustee, pursuant to which NRG issued \$800,000,000 aggregate principal amount of 7.625% senior notes due 2019 (the *7.625% 2019 Notes*), (v) the fifty-first supplemental indenture, dated as of May 24, 2011 (the *Fifty-First Supplemental Indenture*), among NRG, the guarantors party thereto and the Trustee, pursuant to which NRG issued \$1,200,000,000 aggregate principal amount of 7.875% senior notes due 2021 (the *2021 Notes*), (vi) the seventieth supplemental indenture, dated as of September 24, 2012 (the *Seventieth Supplemental Indenture*), among NRG, the guarantors party thereto and the Trustee, pursuant to which NRG issued \$990,000,000 aggregate principal amount of 6.625% senior notes due 2023 (the *2023 Notes*), (vii) the one hundred-ninth supplemental indenture, dated as of January 27, 2014 (the *One Hundred-Ninth Supplemental Indenture*), and together with the Base Indenture, the Twenty-Second Supplemental Indenture, the Thirty-Sixth Supplemental Indenture, the Forty-Second Supplemental Indenture, the Fiftieth Supplemental Indenture, the Fifty-First Supplemental Indenture and the Seventieth Supplemental Indenture, each as further supplemented and amended to the date hereof, the *Indenture*), among NRG, the guarantors party thereto and the Trustee, pursuant to which NRG issued \$1,100,000,000 aggregate principal amount of 6.250% senior notes due 2022 (the *2022 Notes*), and collectively with the 8.50% 2019 Notes, the 2020 Notes, the 2018 Notes, the 7.625% 2019 Notes, 2021 Notes and the 2023 Notes, the *Notes*). Pursuant to the One Hundred-Eleventh Supplemental Indenture, the Guaranteing Subsidiaries became guarantors of NRG's obligations under the Notes.

A copy of the One Hundred-Eleventh Supplemental Indenture is attached as Exhibit 4.1 to this Current Report on Form 8-K and is incorporated by reference herein. The description of the material terms of the One Hundred-Eleventh Supplemental Indenture is qualified in its entirety by reference to such exhibit.

First Supplemental Indenture

On May 2, 2014, NRG Energy, Inc. (*NRG*), the subsidiaries of NRG currently party to the 2014 Indenture (defined below), the Guaranteing Subsidiaries, and the Trustee, as trustee under the 2014 Indenture, entered into the first supplemental indenture (the *First Supplemental Indenture*), supplementing the indenture, dated as of April 21, 2014 (the *2014 Indenture*), pursuant to which NRG issued \$1,000,000,000 aggregate principal amount of 6.25% senior notes due 2024 (the *2024 Notes*). Pursuant to the First Supplemental Indenture, the Guaranteing Subsidiaries became guarantors of NRG's obligations under the 2024 Notes.

A copy of the First Supplemental Indenture is attached as Exhibit 4.2 to this Current Report on Form 8-K and is incorporated by reference herein. The description of the material terms of the First Supplemental Indenture is qualified in its entirety by reference to such exhibit.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

The Exhibit Index attached to this Form 8-K is incorporated herein by reference.

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.

By: */s/ Brian E. Curci*
Brian E. Curci
Corporate Secretary

May 2, 2014

EXHIBIT INDEX

| Exhibit No. | Document |
|--------------------|--|
| 4.1 | One Hundred-Eleventh Supplemental Indenture, dated as of April 28, 2014, among NRG Energy, Inc., the guarantors named therein and Law Debenture Trust Company of New York. |
| 4.2 | First Supplemental Indenture, dated as of May 2, 2014, among NRG Energy, Inc., the guarantors named therein and Law Debenture Trust Company of New York. |