

NRG ENERGY, INC.
Form FWP
June 02, 2009

Filed Pursuant to Rule 433 under the Securities Act of 1933
Registration Statement No. 333-157351

Issuer Free Writing Prospectus, dated June 2, 2009
(Related to Preliminary Prospectus Supplement, dated June 2, 2009)

NRG Energy, Inc.

\$700,000,000 aggregate principal amount of 8.50% Senior Notes due 2019

The issuer has filed a registration statement (including a prospectus) with the SEC to which this communication relates. Before you invest, you should read the prospectus in that registration statement and other documents the issuer has filed with the SEC for more complete information about the issuer and this offering. You may get these documents for free by visiting EDGAR on the SEC web site at www.sec.gov. Alternatively, the issuer, any underwriter or any dealer participating in the offering will arrange to send you the prospectus and the Preliminary Prospectus Supplement referenced below if you request it by calling toll-free 1-866-500-5408.

The following information supplements the Preliminary Prospectus Supplement, dated June 2, 2009, filed pursuant to Rule 424(b)(3) promulgated under the Securities Act, Registration Statement No. 333-157351.

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| Issuer: | NRG Energy, Inc. |
| Underwriters: | Morgan Stanley & Co. Incorporated Citigroup Global Markets Inc. Banc of America Securities LLC BNP Paribas Securities Corp. ING Financial Markets LLC Natixis Bleichroeder Inc. RBS Securities Inc. TD Securities (USA) LLC Wedbush Morgan Securities Inc. |
| Title of securities: | 8.50% Senior Notes due 2019 (the Notes) |
| Aggregate principal amount offered: | \$700,000,000 principal amount of Notes |
| Principal amount per bond: | \$5,000 |
| Price to Public: | 98.348% of principal amount |
| Net proceeds to NRG, after Underwriters discount, but before other offering expenses: | \$677,936,000 |

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| Underwriters discount: | 1.50% |
| Estimated expenses of notes offering (not including Underwriters discount): | \$300,000 |
| Annual interest rate: | |
| Coupon: | 8.50% |
| Yield: | 8.75% |
| Interest payment dates: | June 15 and December 15 of each year, commencing December 15, 2009 |
| Record Dates: | June 1 and December 1 |
| Maturity: | June 15, 2019 |
| Optional Redemption: | <p>At any time prior to June 15, 2012, NRG may on any one or more occasions redeem up to 35% of the aggregate principal amount of the Notes issued under the indenture at a redemption price of 108.5% of their principal amount, plus accrued and unpaid interest to the redemption date, with the proceeds of one or more equity offerings, subject to certain conditions set forth in the Preliminary Prospectus Supplement, dated June 2, 2009.</p> <p>At any time prior to June 15, 2014, NRG may on any one or more occasions redeem all or a part of the Notes at a redemption price equal to 100% of the principal amount of the Notes redeemed plus the Applicable Premium as of, and accrued and unpaid interest, if any, to the redemption date, all as set forth in the Preliminary Prospectus Supplement, dated June 2, 2009.</p> <p>On or after June 15, 2014, NRG may on any one or more occasions redeem all or a part of the Notes at the redemption prices (expressed as percentages of principal amount) set forth below plus accrued and unpaid interest on the Notes redeemed, to the applicable redemption date, if redeemed during the twelve-month period beginning on June 15 of the years indicated below, subject to the</p> |

rights of noteholders on the relevant record date to receive interest on the relevant interest payment date:

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|-----------------------|---------|
| 2014 | 104.25% |
| 2015 | 102.83% |
| 2016 | 101.42% |
| 2017 (and thereafter) | 100.00% |

Ranking: Senior unsecured

Trade date: June 2, 2009

Settlement date: June 5, 2009

CUSIP: 629377 BG6

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