

RRI ENERGY INC  
Form S-4/A  
September 13, 2010

**Table of Contents**

**As filed with the Securities and Exchange Commission on September 13, 2010**

**Registration No. 333-167192**

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

**Amendment No. 4  
to  
Form S-4  
REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933  
RRI ENERGY, INC.**

*(Exact name of registrant as specified in its charter)*

**Delaware**

*(State or other jurisdiction of  
incorporation or organization)*

**4911**

*(Primary Standard Industrial  
Classification Code Number)*

**76-0655566**

*(I.R.S. Employer  
Identification Number)*

**1000 Main Street  
Houston, Texas 77002  
(832) 357-3000**

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

**Michael L. Jines  
Executive Vice President,  
General Counsel and Corporate Secretary  
and Chief Compliance Officer  
RRI Energy, Inc.  
1000 Main Street  
Houston, Texas 77002  
(832) 357-3000**

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

***Copies to:***

**Michael P. Rogan, Esq.  
Frank E. Bayouth, Esq.  
Skadden, Arps, Slate, Meagher &  
Flom LLP  
1000 Louisiana, Suite 6800**

**Julia A. Houston  
Senior Vice President, General  
Counsel,  
Chief Compliance Officer and  
Corporate Secretary**

**Daniel A. Neff, Esq.  
Gregory E. Ostling, Esq.  
Wachtell, Lipton, Rosen & Katz  
51 West 52nd Street  
New York, New York 10019**

Houston, Texas 77002  
(713) 655-5100

Mirant Corporation  
1155 Perimeter Center West  
Atlanta, GA 30338-5416  
(678) 579-5000

(212) 403-1000

**Approximate date of commencement of proposed sale of the securities to the public:** As soon as practicable after this Registration Statement becomes effective and all other conditions to the proposed merger contemplated by the Agreement and Plan of Merger, dated as of April 11, 2010, described in the enclosed joint proxy statement/prospectus, have been satisfied or waived.

If the securities being registered on this Form are being offered in connection with the formation of a holding company and there is compliance with General Instruction G, check the following box.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) 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 this Form is a post-effective amendment filed pursuant to Rule 462(d) 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.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated  
filer

Accelerated filer

Non-accelerated filer   
(Do not check if a smaller  
reporting company)

Smaller reporting company

If applicable, place an X in the box to designate the appropriate rule provision relied upon in conducting this transaction:

Exchange Act Rule 13e-4(i) (Cross-Border Issuer Tender Offer)

Exchange Act Rule 14d-1(d) (Cross-Border Third-Party Tender Offer)

**The Registrant hereby amends this Registration Statement on such date or dates as may be necessary to delay its effective date until the Registrant shall file a further amendment which specifically states that this Registration Statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act or until this Registration Statement shall become effective on such date as the Securities and Exchange Commission, acting pursuant to said Section 8(a), may determine.**

---

**Table of Contents**

The information in this joint proxy statement/prospectus is not complete and may be changed. We may not sell the securities offered by this joint proxy statement/prospectus until the registration statement filed with the Securities and Exchange Commission is effective. This joint proxy statement/prospectus does not constitute an offer to sell or a solicitation of an offer to buy any securities in any jurisdiction where an offer, solicitation or sale is not permitted.

**PRELIMINARY SUBJECT TO COMPLETION DATED SEPTEMBER 13, 2010**

**PROPOSED MERGER YOUR VOTE IS VERY IMPORTANT**

Each of the boards of directors of RRI Energy, Inc. and Mirant Corporation has approved a strategic merger, combining RRI and Mirant in what we intend to be a merger of equals. RRI and Mirant think that the proposed merger brings together two organizations with complementary electric generating assets and a history of operating excellence to create a stronger, larger and more geographically diverse organization that will be well positioned to create greater value for all of our stockholders.

RRI and Mirant entered into an agreement and plan of merger on April 11, 2010 pursuant to which, subject to stockholder approvals and certain other customary closing conditions, RRI and Mirant will combine their businesses through the merger of Mirant with a newly formed, wholly owned subsidiary of RRI, with Mirant thereupon becoming a wholly owned subsidiary of RRI.

If the merger is completed, Mirant stockholders will receive 2.835 shares of RRI common stock for each share of Mirant common stock. This exchange ratio is fixed and will not be adjusted to reflect stock price changes prior to the closing. The exchange ratio will be adjusted, however, if the proposed reverse stock split of RRI common stock is approved by the stockholders of RRI and implemented by the RRI board of directors prior to completion of the merger. RRI stockholders will continue to own their existing shares and, other than any adjustment made to RRI common stock in connection with the proposed reverse stock split, the RRI common stock will not be affected by the merger. Upon completion of the merger, Mirant's former stockholders will own approximately 54% of the then outstanding RRI common stock, based on the number of shares and equity awards (including warrants) of RRI and Mirant outstanding on September 13, 2010. The value of the merger consideration to be received in exchange for each share of Mirant common stock will fluctuate with the market value of RRI common stock until the merger is completed.

Based on the closing sale price for RRI common stock on April 9, 2010, the last trading day before public announcement of the merger, the 2.835 exchange ratio represented approximately \$11.20 in value for each share of Mirant common stock. Based on the closing sale price for RRI common stock on September 10, 2010, the last trading day before the printing of this joint proxy statement/prospectus, the 2.835 exchange ratio represented approximately \$10.63 in value for each share of Mirant common stock.

RRI common stock is listed on the New York Stock Exchange under the symbol RRI. Mirant common stock is listed on the New York Stock Exchange under the symbol MIR. We urge you to obtain current market quotations for the shares of common stock of RRI and Mirant.

*Your vote is very important.* The merger cannot be completed unless RRI stockholders approve the issuance of RRI common stock in the merger and Mirant stockholders adopt the merger agreement. Each of Mirant and RRI is holding a special meeting of its stockholders to vote on the proposals necessary to complete the merger. Information about

these meetings, the merger and the other business to be considered by stockholders at each of the special meetings is contained in this joint proxy statement/prospectus. We urge you to read this joint proxy statement/prospectus carefully. **You should also carefully consider the risks that are described in the Risk Factors section beginning on page 20.**

**Whether or not you plan to attend your company's special meeting of stockholders, please submit your proxy as soon as possible to make sure that your shares are represented at that meeting.**

**The RRI board of directors recommends that RRI stockholders vote FOR the proposal to approve the issuance of RRI common stock in the merger, which is necessary to complete the merger.**

**The Mirant board of directors recommends that Mirant stockholders vote FOR the proposal to adopt the merger agreement, which is necessary to complete the merger.**

Mark M. Jacobs  
President and Chief Executive Officer  
RRI Energy, Inc.

Edward R. Muller  
Chairman, President and Chief Executive Officer  
Mirant Corporation

**Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of the merger or the other transactions described in this joint proxy statement/prospectus or the securities to be issued in connection with the merger or determined if this joint proxy statement/prospectus is accurate or complete. Any representation to the contrary is a criminal offense.**

This joint proxy statement/prospectus is dated [ ], 2010, and is first being mailed to stockholders of RRI and Mirant on or about [ ], 2010.

---

**Table of Contents**

**ADDITIONAL INFORMATION**

This joint proxy statement/prospectus incorporates by reference important business and financial information about RRI and Mirant from other documents that are not included in or delivered with this joint proxy statement/prospectus. For a listing of the documents incorporated by reference into this joint proxy statement/prospectus, see *Where You Can Find More Information* beginning on page 159.

You can obtain any of the documents incorporated by reference into this joint proxy statement/prospectus by requesting them in writing or by telephone from Innisfree M&A Incorporated, RRI's proxy solicitor, or D.F. King & Co., Inc., Mirant's proxy solicitor, at the following addresses and telephone numbers:

Innisfree M&A Incorporated  
501 Madison Avenue, 20<sup>th</sup> floor  
New York, New York 10022  
(877) 800-5187 (toll-free)  
(212) 750-5833 (banks and brokers only)

D.F. King & Co., Inc.  
48 Wall Street, 22<sup>nd</sup> Floor  
New York, New York 10005  
(800) 549-6697 (toll-free)  
(212) 269-5550 (banks and brokers only)

**To receive timely delivery of the documents in advance of the special meetings, you should make your request no later than October 18, 2010.**

You may also obtain any of the documents incorporated by reference into this joint proxy statement/prospectus without charge through the Securities and Exchange Commission, which is referred to as the SEC, website at [www.sec.gov](http://www.sec.gov). In addition, you may obtain copies of documents filed by RRI with the SEC by accessing RRI's website at [www.rrienergy.com](http://www.rrienergy.com) under the tab *Investor Relations* and then under the heading *Company Filings*. You may also obtain copies of documents filed by Mirant with the SEC by accessing Mirant's website at [www.mirant.com](http://www.mirant.com) under the tab *Investor Relations* and then under the heading *SEC Filings*.

We are not incorporating the contents of the websites of the SEC, RRI, Mirant or any other entity into this joint proxy statement/prospectus. We are providing the information about how you can obtain certain documents that are incorporated by reference into this joint proxy statement/prospectus at these websites only for your convenience.

---

**Table of Contents**

**NOTICE OF SPECIAL MEETING OF STOCKHOLDERS  
TO BE HELD ON MONDAY, OCTOBER 25, 2010**

To the Stockholders of RRI Energy, Inc.:

A special meeting of stockholders of RRI Energy, Inc. will be held at RRI's corporate headquarters, 1000 Main Street, Houston, Texas 77002, on October 25, 2010 at 8:00 a.m., Central Time, for the following purposes:

1. To approve the issuance of RRI common stock, par value \$0.001 per share, pursuant to the Agreement and Plan of Merger, dated as of April 11, 2010, by and among RRI Energy, Inc., RRI Energy Holdings, Inc. and Mirant Corporation, as the same may be amended from time to time, a copy of which is attached as Annex A to the joint proxy statement/prospectus accompanying this notice (the Share Issuance proposal).
2. To approve amendments to RRI's restated certificate of incorporation that would effect a reverse stock split of RRI common stock, pursuant to which 3, 3.5, 4, 4.5 or 5 issued and outstanding shares of RRI common stock, as determined by the RRI board of directors, would be combined and reclassified into one share of RRI common stock, and pursuant to which the total number of authorized shares of RRI common stock and RRI preferred stock would be proportionately reduced (the Reverse Stock Split proposal).
3. To approve an amendment to RRI's restated certificate of incorporation to change the corporate name of RRI from RRI Energy, Inc. to GenOn Energy, Inc. (the Name Change proposal).
4. To approve the GenOn Energy, Inc. 2010 Omnibus Incentive Plan (the 2010 Incentive Plan proposal).
5. To approve any motion to adjourn the RRI special meeting, if necessary, to solicit additional proxies (the RRI Adjournment proposal).

The Share Issuance proposal is not conditioned on the approval of any of the Reverse Stock Split proposal, the Name Change proposal or the 2010 Incentive Plan proposal, and only approval of the Share Issuance proposal is required to complete the merger. The Reverse Stock Split proposal is conditioned on approval of the Share Issuance proposal and subject to the discretion of the RRI board of directors. The Name Change proposal and the 2010 Incentive Plan proposal are each conditioned on completion of the merger.

RRI will transact no other business at the special meeting, except for business properly brought before the special meeting or any adjournment or postponement thereof.

The accompanying joint proxy statement/prospectus further describes the matters to be considered at the RRI special meeting.

The RRI board of directors has set September 13, 2010 as the record date for the RRI special meeting. Only holders of record of RRI common stock at the close of business on September 13, 2010 will be entitled to notice of and to vote at the RRI special meeting and any adjournments or postponements thereof. Any stockholder entitled to attend and vote at the RRI special meeting is entitled to appoint a proxy to attend and vote on such stockholder's behalf. Such proxy

need not be a holder of RRI common stock.

---



**Table of Contents**

**Your vote is very important. To ensure your representation at the RRI special meeting, please complete and return the enclosed proxy card or submit your proxy by telephone or through the Internet.** Please vote promptly whether or not you expect to attend the RRI special meeting. Submitting a proxy now will not prevent you from being able to vote in person at the RRI special meeting.

**The RRI board of directors has unanimously approved the merger agreement and the transactions contemplated thereby and recommends that you vote FOR the Share Issuance proposal, FOR the Reverse Stock Split proposal, FOR the Name Change proposal, FOR the 2010 Incentive Plan proposal and FOR the RRI Adjournment proposal.**

By Order of the Board of Directors,

Michael L. Jines  
*Executive Vice President,  
General Counsel and Corporate Secretary  
and Chief Compliance Officer  
Houston, Texas*

[ ], 2010

**PLEASE VOTE YOUR SHARES PROMPTLY. YOU CAN FIND INSTRUCTIONS FOR VOTING ON THE ENCLOSED PROXY CARD. IF YOU HAVE QUESTIONS ABOUT THE PROPOSALS OR ABOUT VOTING YOUR SHARES, PLEASE CALL INNISFREE M&A INCORPORATED TOLL-FREE AT (877) 800-5187 (BANKS AND BROKERS CALL COLLECT AT (212) 750-5833).**

---

Table of Contents

**NOTICE OF SPECIAL MEETING OF STOCKHOLDERS  
TO BE HELD ON MONDAY, OCTOBER 25, 2010**

To the Stockholders of Mirant Corporation:

A special meeting of stockholders of Mirant Corporation will be held at Mirant's corporate headquarters, 1155 Perimeter Center West, Atlanta, Georgia 30338-5416, on October 25, 2010 at 9:00 a.m., Eastern Time, for the following purposes:

1. To adopt the Agreement and Plan of Merger, dated as of April 11, 2010, by and among RRI Energy, Inc., RRI Energy Holdings, Inc. and Mirant Corporation as the same may be amended from time to time, a copy of which is attached as Annex A to the joint proxy statement/prospectus accompanying this notice (the "Merger" proposal).
2. To approve any motion to adjourn the Mirant special meeting, if necessary, to solicit additional proxies (the "Mirant Adjournment" proposal).

Approval of the Merger proposal is required for completion of the merger.

Mirant will transact no other business at the special meeting, except for business properly brought before the special meeting or any adjournment or postponement thereof.

The Mirant board of directors has set September 13, 2010 as the record date for the Mirant special meeting. Only holders of record of shares of Mirant common stock at the close of business on September 13, 2010 will be entitled to notice of and to vote at the Mirant special meeting and any adjournments or postponements thereof.

**Your vote is very important. To ensure your representation at the Mirant special meeting, please complete and return the enclosed proxy card or submit your proxy by telephone or through the Internet.** Please vote promptly whether or not you expect to attend the Mirant special meeting. Submitting a proxy now will not prevent you from being able to vote in person at the Mirant special meeting.

**The Mirant board of directors has unanimously approved the merger agreement and the transactions contemplated thereby and recommends that you vote FOR the Merger proposal and FOR the Mirant Adjournment proposal.**

By Order of the Board of Directors,

Julia A. Houston  
*Senior Vice President, General Counsel,  
Chief Compliance Officer and Corporate Secretary*  
Atlanta, Georgia  
[ ], 2010

**PLEASE VOTE YOUR SHARES PROMPTLY. YOU CAN FIND INSTRUCTIONS FOR VOTING ON THE ENCLOSED PROXY CARD. IF YOU HAVE QUESTIONS ABOUT THE PROPOSALS OR ABOUT VOTING YOUR SHARES, PLEASE CALL D.F. KING & CO., INC. TOLL-FREE AT (800) 549-6697 (BANKS AND BROKERS CALL COLLECT AT (212) 269-5550).**

---

**Table of Contents****Table of Contents**

	<b>Page</b>
<u>QUESTIONS AND ANSWERS ABOUT THE SPECIAL MEETINGS</u>	iv
<u>SUMMARY</u>	1
<u>The Parties</u>	1
<u>The Merger</u>	1
<u>Consideration to be Received in the Merger by Mirant Stockholders</u>	2
<u>Treatment of Stock Options and Other Stock-based Awards; Mirant Warrants</u>	2
<u>Directors and Executive Officers Following the Merger; Headquarters</u>	3
<u>Recommendations of the RRI Board of Directors</u>	3
<u>Recommendation of the Mirant Board of Directors</u>	3
<u>Opinions of Financial Advisors</u>	4
<u>Interests of Directors and Executive Officers in the Merger</u>	5
<u>Material U.S. Federal Income Tax Consequences of the Merger</u>	5
<u>Accounting Treatment of the Merger</u>	5
<u>No Appraisal Rights</u>	5
<u>Regulatory Matters</u>	6
<u>Litigation Related to the Merger</u>	6
<u>Conditions to Completion of the Merger</u>	6
<u>Refinancing</u>	7
<u>Timing of the Merger</u>	7
<u>No Solicitation of Other Offers</u>	7
<u>Termination of the Merger Agreement</u>	8
<u>Matters to be Considered at the Special Meetings</u>	8
<u>Voting by RRI and Mirant Directors and Executive Officers</u>	9
<u>SELECTED HISTORICAL FINANCIAL DATA OF RRI</u>	10
<u>SELECTED HISTORICAL FINANCIAL DATA OF MIRANT</u>	13
<u>SUMMARY UNAUDITED PRO FORMA CONDENSED COMBINED CONSOLIDATED FINANCIAL DATA</u>	16
<u>COMPARATIVE PER SHARE DATA</u>	17
<u>MARKET PRICES AND DIVIDENDS AND OTHER DISTRIBUTIONS</u>	18
<u>CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING STATEMENTS</u>	19
<u>RISK FACTORS</u>	20
<u>THE MERGER</u>	26
<u>Background of the Merger</u>	26
<u>Rationale for the Merger</u>	30
<u>RRI Board of Directors Recommendation and Its Reasons for the Merger</u>	31
<u>Mirant Board of Directors Recommendation and Its Reasons for the Merger</u>	34
<u>Opinions of RRI's Financial Advisors</u>	36
<u>Opinion of Mirant's Financial Advisor</u>	45
<u>Board of Directors and Executive Officers of the Combined Company After Completion of the Merger; Headquarters; Amendments to the Combined Company's Bylaws</u>	52
<u>Interests of Directors and Executive Officers in the Merger</u>	52
<u>Accounting Treatment</u>	61
<u>Regulatory Approvals Required for the Merger</u>	61
<u>Refinancing</u>	61

<u>Treatment of Mirant Stock Options and Other Equity Based Awards</u>	62
<u>Restrictions on Sales of Shares of RRI Common Stock Received in the Merger</u>	62
<u>Appraisal Rights</u>	62
<u>NYSE Listing of RRI Common Stock; Delisting and Deregistration of Mirant Common Stock</u>	62

**Table of Contents**

	<b>Page</b>
<u>LITIGATION RELATING TO THE MERGER</u>	63
<u>MATERIAL U.S. FEDERAL INCOME TAX CONSEQUENCES</u>	64
<u>U.S. Federal Income Tax Consequences to Mirant Stockholders</u>	64
<u>Information Reporting and Backup Withholding</u>	65
<u>THE MERGER AGREEMENT</u>	67
<u>Terms of the Merger</u>	67
<u>Exchange of Mirant Stock Certificates</u>	67
<u>Treatment of Mirant Stock Options and Other Equity Awards</u>	68
<u>Governance Matters upon Completion of the Merger</u>	69
<u>Completion of the Merger</u>	69
<u>Conditions to Completion of the Merger</u>	69
<u>Representations and Warranties</u>	70
<u>Conduct of Business Prior to Closing</u>	72
<u>No Solicitations</u>	74
<u>Board Recommendations</u>	75
<u>Reasonable Best Efforts to Obtain Required Stockholder Approval</u>	76
<u>Agreement to Take Further Action and to Use Reasonable Best Efforts</u>	77
<u>Employee Benefits Matters</u>	77
<u>Financing</u>	78
<u>Other Covenants and Agreements</u>	78
<u>Termination of the Merger Agreement</u>	80
<u>Effect of Termination; Termination Fees</u>	80
<u>Specific Enforcement</u>	81
<u>Alternative Structures</u>	81
<u>Amendment and Waiver</u>	82
<u>Governing Law</u>	82
<u>INFORMATION ABOUT THE COMPANIES</u>	83
<u>RRI</u>	83
<u>Mirant</u>	83
<u>Merger Sub</u>	83
<u>RRI SPECIAL MEETING</u>	84
<u>Date, Time and Place</u>	84
<u>Purpose of the RRI Special Meeting</u>	84
<u>Recommendations of the RRI Board of Directors</u>	84
<u>RRI Record Date; Stock Entitled to Vote</u>	85
<u>Quorum</u>	85
<u>Required Vote</u>	85
<u>Treatment of Abstentions; Failure to Vote</u>	86
<u>Voting of Proxies; Incomplete Proxies</u>	86
<u>Shares Held in Street Name</u>	87
<u>Voting of Shares Held in RRI Benefit Plans</u>	87
<u>Revocability of Proxies and Changes to an RRI Stockholder's Vote</u>	87
<u>Solicitation of Proxies</u>	87
<u>Voting by RRI Directors</u>	88
<u>Attending the RRI Special Meeting</u>	88
<u>RRI PROPOSALS</u>	89
<u>Item 1. The Share Issuance Proposal</u>	89

<u>Item 2. The Reverse Stock Split Proposal</u>	89
<u>Item 3. The Name Change Proposal</u>	93
<u>Item 4. The 2010 Incentive Plan Proposal</u>	93

**Table of Contents**

	<b>Page</b>
<u>Item 5. RRI Adjournment Proposal</u>	100
<u>Other Matters to Come Before the Meeting</u>	100
<u>MIRANT SPECIAL MEETING</u>	101
<u>Date, Time and Place</u>	101
<u>Purpose of the Mirant Special Meeting</u>	101
<u>Recommendation of the Mirant Board of Directors</u>	101
<u>Mirant Record Date; Stock Entitled to Vote</u>	101
<u>Quorum</u>	101
<u>Required Vote</u>	102
<u>Treatment of Abstentions; Failure to Vote</u>	102
<u>Voting of Proxies; Incomplete Proxies</u>	102
<u>Shares Held in Street Name; Broker Non-Votes</u>	102
<u>Revocability of Proxies and Changes to a Mirant Stockholder's Vote</u>	103
<u>Solicitation of Proxies</u>	103
<u>Delivery of Proxy Materials to Households Where Two or More Mirant Stockholders Reside</u>	103
<u>Voting by Mirant Directors and Executive Officers</u>	104
<u>Attending the Mirant Special Meeting</u>	104
<u>MIRANT PROPOSALS</u>	105
<u>Item 1. The Merger Proposal</u>	105
<u>Item 2. The Mirant Adjournment Proposal</u>	105
<u>Other Matters to Come Before the Meeting</u>	105
<u>UNAUDITED PRO FORMA CONDENSED COMBINED CONSOLIDATED FINANCIAL STATEMENTS</u>	106
<u>MIRANT CORPORATION AND RRI ENERGY, INC. PRO FORMA CONDENSED COMBINED CONSOLIDATED STATEMENTS OF OPERATIONS (UNAUDITED)</u>	107
<u>MIRANT CORPORATION AND RRI ENERGY, INC. PRO FORMA CONDENSED COMBINED CONSOLIDATED BALANCE SHEETS (UNAUDITED)</u>	109
<u>UNAUDITED FINANCIAL FORECASTS</u>	120
<u>EXECUTIVE AND DIRECTOR COMPENSATION</u>	124
<u>DESCRIPTION OF RRI CAPITAL STOCK</u>	145
<u>Authorized Capital Stock of RRI</u>	145
<u>Description of RRI Common Stock</u>	145
<u>Anti-takeover Provisions</u>	146
<u>Stockholder Rights Plan</u>	147
<u>Description of RRI Preferred Stock</u>	149
<u>COMPARISON OF RIGHTS OF STOCKHOLDERS OF RRI AND MIRANT</u>	151
<u>LEGAL MATTERS</u>	157
<u>EXPERTS</u>	157
<u>DATES FOR SUBMISSION OF STOCKHOLDER PROPOSALS FOR 2011 ANNUAL MEETINGS</u>	158
<u>RRI</u>	158
<u>Mirant</u>	158
<u>WHERE YOU CAN FIND MORE INFORMATION</u>	159
<u>Annex A Agreement and Plan of Merger</u>	A-1
<u>Annex B Opinion of Goldman, Sachs &amp; Co.</u>	B-1
<u>Annex C Opinion of Morgan Stanley &amp; Co. Incorporated</u>	C-1
<u>Annex D Opinion of J.P. Morgan Securities Inc.</u>	D-1
<u>Annex E Form of Amended and Restated Bylaws of RRI Energy, Inc.</u>	E-1



Annex F Form of Certificate of Amendment to the Third Restated Certificate of Incorporation of RRI Energy, Inc.

F-1

Annex G Form of GenOn Energy, Inc. 2010 Omnibus Incentive Plan

G-1

EX-5.1

EX-8.1

EX-8.2

EX-99.3

EX-99.4

**Table of Contents**

**QUESTIONS AND ANSWERS ABOUT THE SPECIAL MEETINGS**

*The following questions and answers briefly address some commonly asked questions about the RRI and Mirant special meetings. They may not include all the information that is important to stockholders of RRI and Mirant. Stockholders should carefully read this entire joint proxy statement/prospectus, including the annexes and the other documents referred to herein.*

**Q: What is the merger?**

A: RRI Energy, Inc., which is referred to as RRI, and Mirant Corporation, which is referred to as Mirant, have entered into an Agreement and Plan of Merger, dated as of April 11, 2010, which is referred to as the merger agreement. A copy of the merger agreement is attached as Annex A to this joint proxy statement/prospectus. The merger agreement contains the terms and conditions of the proposed business combination of RRI and Mirant. Under the merger agreement, RRI Energy Holdings, Inc., a direct wholly owned subsidiary of RRI, will merge with and into Mirant, with Mirant continuing as the surviving entity and a wholly owned subsidiary of RRI, in a transaction which is referred to as the merger.

**Q: Why am I receiving these materials?**

A: RRI and Mirant are sending these materials to their respective stockholders to help them decide how to vote their shares of RRI or Mirant common stock, as the case may be, with respect to the merger and other matters to be considered at the special meetings.

The merger cannot be completed unless RRI stockholders approve the issuance of RRI common stock in the merger and Mirant stockholders adopt the merger agreement. Each of RRI and Mirant is holding a special meeting of its stockholders to vote on the proposals necessary to complete the merger. Information about these special meetings, the merger and the other business to be considered by stockholders at each of the special meetings is contained in this joint proxy statement/prospectus.

This joint proxy statement/prospectus constitutes both a joint proxy statement of RRI and Mirant and a prospectus of RRI. It is a joint proxy statement because each of the boards of directors of RRI and Mirant are soliciting proxies from their respective stockholders. It is a prospectus because RRI will issue shares of its common stock in exchange for outstanding shares of Mirant common stock in the merger.

**Q: What will Mirant stockholders receive in the merger?**

A: In the merger, Mirant stockholders will receive 2.835 shares of RRI common stock for each share of Mirant common stock, which is referred to as the exchange ratio. This exchange ratio is fixed and will not be adjusted to reflect changes in the stock price of either company before the merger is completed. The exchange ratio will be adjusted, however, if the proposed reverse stock split of RRI common stock is approved by the RRI stockholders and implemented by the RRI board of directors prior to completion of the merger. RRI stockholders will continue to own their existing shares of RRI common stock and, other than any adjustment made to RRI common stock in connection with the proposed reverse stock split, the RRI common stock will not be affected by the merger.

**Q: When do Mirant and RRI expect to complete the merger?**

A:

RRI and Mirant are working to complete the merger as soon as practicable. If the stockholders of both RRI and Mirant approve the merger, we currently expect that the merger will be completed before the end of 2010. Neither RRI nor Mirant can predict, however, the actual date on which the merger will be completed because it is subject to conditions beyond each company's control, including federal and New York State regulatory approvals. See "The Merger Agreement - Conditions to Completion of the Merger" beginning on page 69.

**Q: What am I being asked to vote on and why is this approval necessary?**

A: RRI stockholders are being asked to vote on the following proposals:

1. to approve the issuance of RRI common stock, par value \$0.001 per share, pursuant to the merger agreement, which is referred to as the "Share Issuance" proposal;

**Table of Contents**

2. to approve amendments to RRI's restated certificate of incorporation that would effect a reverse stock split of RRI common stock, pursuant to which 3, 3.5, 4, 4.5 or 5 issued and outstanding shares of RRI common stock, as determined by the RRI board of directors, would be combined and reclassified into one share of RRI common stock, and pursuant to which the total number of authorized shares of RRI common stock and RRI preferred stock would be proportionately reduced, which is referred to as the Reverse Stock Split proposal;
3. to approve an amendment to RRI's restated certificate of incorporation to change the corporate name of RRI Energy, Inc. to GenOn Energy, Inc., which is referred to as the Name Change proposal;
4. to approve the GenOn Energy, Inc. 2010 Omnibus Incentive Plan, which is referred to as the 2010 Incentive Plan proposal; and
5. to approve any motion to adjourn the RRI special meeting, if necessary, to solicit additional proxies, which is referred to as the RRI Adjournment proposal.

The Share Issuance proposal is not conditioned on the approval of any of the Reverse Stock Split proposal, the Name Change proposal or the 2010 Incentive Plan proposal, and only approval of the Share Issuance proposal is required to complete the merger. The Reverse Stock Split proposal is conditioned on approval of the Share Issuance proposal and subject to the discretion of the RRI board of directors. The Name Change proposal and the 2010 Incentive Plan proposal are each conditioned on completion of the merger.

Mirant stockholders are being asked to vote on the following proposals:

1. to adopt the merger agreement, a copy of which is attached as Annex A to this joint proxy statement/prospectus, which is referred to as the Merger proposal; and
2. to approve any motion to adjourn the Mirant special meeting, if necessary, to solicit additional proxies, which is referred to as the Mirant Adjournment proposal.

Approval of the Merger proposal is required for completion of the merger.

**Q: What vote is required to approve each proposal at the RRI Special Meeting?**

A: *The Share Issuance proposal:* The affirmative vote of a majority of the shares of RRI common stock represented (in person or by proxy) and entitled to vote on the proposal is required to approve the Share Issuance proposal, provided that the total votes cast on the proposal (including abstentions) must represent a majority of the shares of RRI common stock outstanding.

*The Reverse Stock Split proposal:* The affirmative vote of a majority of the outstanding shares of RRI common stock is required to approve the Reverse Stock Split proposal.

*The Name Change proposal:* The affirmative vote of a majority of the outstanding shares of RRI common stock is required to approve the Name Change proposal.

*The 2010 Incentive Plan proposal:* The affirmative vote of a majority of the shares of RRI common stock represented (in person or by proxy) and entitled to vote on the proposal is required to approve the 2010 Incentive Plan proposal, provided that the total votes cast on the proposal (including abstentions) must represent a majority

of the shares of RRI common stock outstanding.

*The RRI Adjournment proposal:* The affirmative vote of a majority of the shares of RRI common stock represented (in person or by proxy) and entitled to vote on the proposal is required to approve the RRI Adjournment proposal.

**Q: What vote is required to approve each proposal at the Mirant Special Meeting?**

A: *The Merger proposal:* The affirmative vote of a majority of the outstanding shares of Mirant common stock entitled to vote is required to approve the Merger proposal.

**Table of Contents**

*The Mirant Adjournment proposal:* The affirmative vote of a majority of the shares of Mirant common stock represented (in person or by proxy) and entitled to vote on the proposal is required to approve the Mirant Adjournment proposal.

**Q: What constitutes a quorum?**

A: The representation of holders of at least a majority of the total number of shares of common stock outstanding as of the record date at the RRI special meeting or Mirant special meeting, as applicable, whether present in person or represented by proxy, is required in order to conduct business at each special meeting. This requirement is called a quorum. Abstentions, if any, which are described below, will be treated as present for the purposes of determining the presence or absence of a quorum for each special meeting.

**Q: How do the boards of directors of RRI and Mirant recommend that I vote?**

A: The RRI board of directors recommends that holders of RRI common stock vote **FOR** the Share Issuance proposal, **FOR** the Reverse Stock Split proposal, **FOR** the Name Change proposal **FOR** the 2010 Incentive Plan proposal and **FOR** the RRI Adjournment proposal.

The Mirant board of directors recommends that Mirant stockholders vote **FOR** the Merger proposal and **FOR** the Mirant Adjournment proposal.

**Q: What do I need to do now?**

A: After carefully reading and considering the information contained in this joint proxy statement/prospectus, please vote your shares as soon as possible so that your shares will be represented at your respective company's special meeting. Please follow the instructions set forth on the proxy card or on the voting instruction form provided by the record holder if your shares are held in the name of your broker, bank or other nominee.

**Q: How do I vote?**

A: If you are a stockholder of record of RRI as of September 13, 2010, which is referred to as the RRI record date, or a stockholder of Mirant as of September 13, 2010, which is referred to as the Mirant record date, you may submit your proxy before your respective company's special meeting in one of the following ways:

use the toll-free number shown on your proxy card;

visit the website shown on your proxy card to vote via the Internet; or

complete, sign, date and return the