

NRG ENERGY, INC.  
Form SC 14D9/A  
December 02, 2008

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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. 2)**

**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)

**J. Andrew Murphy**  
**Executive 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**

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

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Item 9. Exhibits

SIGNATURE

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This Amendment No. 2 to Schedule 14D-9 amends and supplements the Solicitation/Recommendation Statement on Schedule 14D-9 (the *Statement* ) originally filed by NRG Energy, Inc., a Delaware corporation ( *NRG* ), with the Securities and Exchange Commission 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, dated 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 otherwise noted, the information set forth in the original Statement remains unchanged.

**Item 9. Exhibits.**

Item 9 is hereby amended and supplemented by adding the following exhibits:

**Exhibit**

**No.            Description**

(a)(5)        Letter to NRG Employees dated December 2, 2008\*

\*    Incorporated herein by reference to NRG's 425 filing with the SEC on December 2, 2008.

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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/ J. Andrew Murphy  
Name: J. Andrew Murphy  
Title: Executive Vice President and  
General Counsel

Dated: December 2, 2008