

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

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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)

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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.

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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.

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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, 20th 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, 22nd 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. In addition, you may obtain copies of documents filed by RRI with the SEC by accessing RRI's website at 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 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.

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**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.

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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).

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**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).

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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;

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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.

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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 enclosed proxy card in the enclosed postage-paid envelope.

You may also cast your vote in person at your respective company's special meeting.

If your shares are held in street name, through a broker, bank or other nominee, that institution will send you separate instructions describing the procedure for voting your shares. Street name stockholders who wish to vote at the meeting will need to obtain a proxy form from their broker, bank or other nominee.

If you hold your shares indirectly in the RRI Energy, Inc. Savings Plan or the RRI Energy, Inc. Union Savings Plan, which are referred to as the RRI benefit plans, you have the right to direct the trustee of the RRI benefit

plans, who is referred to as the RRI trustee, how to vote your shares as described in the voting materials sent to you by the RRI trustee.

Q: When and where are the RRI and Mirant special meetings of stockholders?

A: The special meeting of RRI stockholders will be held at RRI's corporate headquarters, 1000 Main Street, Houston, Texas 77002 at 8:00 a.m., Central Time, on October 25, 2010. Subject to space availability, all RRI stockholders as of the RRI record date, or their duly appointed proxies, may attend the meeting. Since seating is limited, admission to the meeting will be on a first-come, first-served basis. Registration and seating will begin at 7:30 a.m., Central Time.

The special meeting of Mirant stockholders will be held at Mirant's corporate headquarters, 1155 Perimeter Center West, Atlanta, Georgia 30338-5416 at 9:00 a.m., Eastern Time, on October 25, 2010. Subject to

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space availability, all Mirant stockholders as of the Mirant record date, or their duly appointed proxies, may attend the meeting. Since seating is limited, admission to the meeting will be on a first-come, first-served basis. Registration and seating will begin at 8:30 a.m., Eastern Time.

Q: If my shares are held in street name by a broker, bank or other nominee, will my broker, bank or other nominee vote my shares for me?

A: If your shares are held in street name in a stock brokerage account or by a bank or other nominee, you must provide the record holder of your shares with instructions on how to vote your shares. Please follow the voting instructions provided by your broker, bank or other nominee. Please note that you may not vote shares held in street name by returning a proxy card directly to RRI or Mirant or by voting in person at your respective company's special meeting unless you provide a legal proxy, which you must obtain from your broker, bank or other nominee.

Under the rules of the New York Stock Exchange, which is referred to as the NYSE, brokers who hold shares in street name for a beneficial owner of those shares typically have the authority to vote in their discretion on routine proposals when they have not received instructions from beneficial owners. However, brokers are not allowed to exercise their voting discretion with respect to the approval of matters that the NYSE determines to be non-routine without specific instructions from the beneficial owner. It is expected that all proposals to be voted on at the RRI special meeting and the Mirant special meeting are such non-routine matters. Broker non-votes occur when a broker or nominee is not instructed by the beneficial owner of shares to vote on a particular proposal for which the broker does not have discretionary voting power.

If you are an RRI stockholder and you do not instruct your broker, bank or other nominee on how to vote your shares:

your broker, bank or other nominee may not vote your shares on the Share Issuance proposal or the 2010 Incentive Plan proposal, which broker non-votes will have no effect on the vote count for such proposal, but will make it more difficult to meet the NYSE requirement that the total votes cast on such proposal (including abstentions) represent a majority of the shares of RRI common stock outstanding as of the record date;

your broker, bank or other nominee may not vote your shares on the Reverse Stock Split proposal or the Name Change proposal, which broker non-votes will have the same effect as a vote **AGAINST** such proposal; and

your broker, bank or other nominee may not vote your shares on the RRI Adjournment proposal, which broker non-votes will have no effect on the vote count for this proposal.

If you are a Mirant stockholder and you do not instruct your broker, bank or other nominee on how to vote your shares:

your broker, bank or other nominee may not vote your shares on the Merger proposal, which broker non-votes will have the same effect as a vote **AGAINST** this proposal; and

your broker, bank or other nominee may not vote your shares on the Mirant Adjournment proposal, which broker non-votes will have no effect on the vote count for the proposal.

Q: What do I need to do if I hold shares in RRI benefit plans?

A:

You must provide voting instructions to the RRI trustee for the shares you hold indirectly in the RRI benefit plans by 11:59 p.m., Central Time, on October 20, 2010. If you do not timely provide voting instructions, then the RRI trustee will vote your shares in the same proportion as the shares for which timely instructions were received, unless doing so would be prohibited by law.

Q: What if I do not vote or abstain?

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A: For purposes of each of the RRI special meeting and the Mirant special meeting, an abstention occurs when a stockholder attends the applicable special meeting in person and does not vote or returns a proxy with an abstain vote.

If you are an RRI stockholder and you are not present or represented at the RRI special meeting, or fail to instruct your broker, bank or other nominee how to vote on the Share Issuance proposal or the 2010 Incentive Plan proposal, it will have no effect on the vote count for such proposal, but it will make it more difficult to meet the NYSE requirement that the total votes cast (including abstentions) on such proposal represent a majority of the shares of RRI common stock outstanding as of the RRI record date.

If you respond with an abstain vote, or if you are present in person but do not vote, your proxy will have the same effect as a vote cast **AGAINST** the Share Issuance proposal.

If you are an RRI stockholder and you fail to vote or fail to instruct your broker, bank or other nominee how to vote on the Reverse Stock Split proposal or the Name Change proposal, your failure to vote in each case will have the same effect as a vote cast **AGAINST** the proposal. If you respond to the Reverse Stock Split proposal or Name Change proposal with an abstain vote, your proxy will have the same effect as a vote cast **AGAINST** such proposal.

If you are a Mirant stockholder and you fail to vote or fail to instruct your broker, bank or other nominee how to vote on the Merger proposal, it will have the same effect as a vote cast **AGAINST** the Merger proposal. If you respond with an abstain vote on the Merger proposal, your proxy will have the same effect as a vote cast **AGAINST** the Merger proposal.

Q: What will happen if I return my proxy or voting instruction card without indicating how to vote?

A: If you sign and return your proxy or voting instruction card without indicating how to vote on any particular proposal, the RRI common stock represented by your proxy will be voted as recommended by the RRI board of directors with respect to that proposal or the Mirant common stock represented by your proxy will be voted as recommended by the Mirant board of directors with respect to that proposal. Unless an RRI stockholder or a Mirant stockholder, as applicable, checks the box on its proxy card to withhold discretionary authority, the proxyholders may use their discretion to vote on other matters relating to the RRI special meeting or Mirant special meeting, as applicable.

Q: What if I hold shares of both Mirant common stock and RRI common stock?

A: If you are a stockholder of both Mirant and RRI, you will receive two separate packages of proxy materials. A vote as a Mirant stockholder will not constitute a vote as an RRI stockholder and vice versa. Therefore, please sign, date and return all proxy cards that you receive, whether from RRI or Mirant, or vote as both an RRI stockholder and as a Mirant stockholder by Internet or telephone.

Q: May I change my vote after I have delivered my proxy or voting instruction card?

A: Yes. You may change your vote at any time before your proxy is voted at the RRI or Mirant special meeting. You may do this in one of four ways:

by sending a notice of revocation to the corporate secretary of RRI or Mirant, as applicable;

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by logging onto the Internet website specified on your proxy card in the same manner you would to submit your proxy electronically or by calling the telephone number specified on your proxy card, in each case if you are eligible to do so and following the instructions on the proxy card;

by sending a completed proxy card bearing a later date than your original proxy card; or

by attending the RRI or Mirant special meeting, as applicable, and voting in person.

If you choose any of the first three methods, you must take the described action no later than the beginning of the applicable special meeting.

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If your shares are held in an account at a broker, bank or other nominee, you should contact your broker, bank or other nominee to change your vote. If you hold shares indirectly in the RRI benefit plans, you should contact the RRI trustee to change your vote.

Q: What are the material U.S. federal income tax consequences of the merger?

A: It is a condition to the obligation of Mirant to complete the merger that Mirant receive a written opinion from Wachtell, Lipton, Rosen & Katz, counsel to Mirant, which is referred to as Wachtell Lipton, dated as of the closing date, to the effect that for U.S. federal income tax purposes the merger will qualify as a reorganization within the meaning of Section 368(a) of the Internal Revenue Code of 1986, as amended, which is referred to as the Code. It is a condition to the obligation of RRI to effect the merger that RRI receive a written opinion from Skadden, Arps, Slate, Meagher & Flom LLP, counsel to RRI, which is referred to as Skadden, dated as of the closing date, to the effect that for U.S. federal income tax purposes the merger will qualify as a reorganization within the meaning of Section 368(a) of the Code. Provided that the merger so qualifies, a holder of Mirant common stock will not recognize any gain or loss for U.S. federal income tax purposes upon the exchange of the holder's shares of Mirant common stock for shares of RRI common stock in the merger, except with respect to cash received in lieu of a fractional share of RRI common stock.

Q: What is the proposed RRI reverse stock split and why are RRI stockholders being asked to approve it?

A: The RRI board of directors has unanimously approved proposed amendments to RRI's restated certificate of incorporation that would effect a reverse stock split of all outstanding shares of RRI common stock at a reverse stock split ratio of 1-for-3, 1-for-3.5, 1-for-4, 1-for-4.5 or 1-for-5, as determined by the RRI board of directors, in connection with which the total number of authorized shares of RRI common stock and RRI preferred stock would be proportionately reduced. The RRI board of directors thinks that implementing the proposed RRI reverse stock split could return RRI's market price per share to a level that is more similar to that of other companies it views as its peer group. A higher stock price may also increase RRI's ability to attract and retain employees.

Q: When is the proposed RRI reverse stock split expected to be effected and should RRI stockholders send in their stock certificates now?

A: No. Please do not send your RRI stock certificates with your proxy card.

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. Assuming that the Share Issuance proposal is approved and if the Reverse Stock Split proposal is approved, the RRI board of directors may, in its sole discretion, at any time following the RRI special meeting and prior to March 31, 2011 (or any later End Date, as defined in the merger agreement, agreed to by RRI and Mirant in an amendment to the merger agreement), effect a reverse stock split based on one of the five ratios described above (with the corresponding proportionate reduction in the authorized shares of RRI common stock and RRI preferred stock) as it determines to be in the best interests of RRI and its stockholders. If the RRI board of directors determines to effect the proposed reverse stock split, the RRI stockholders at the time of such determination will receive instructions from Computershare Investor Services, which is RRI's transfer agent, explaining how to exchange their stock certificates.

Q: Why are the RRI stockholders being asked to approve the 2010 Incentive Plan and, if approved, when will that plan become effective?

A:

The RRI board of directors has unanimously adopted the 2010 Incentive Plan, which will be effective, subject to the approval of the RRI stockholders, as of the date of the completion of the merger. RRI stockholder approval of the 2010 Incentive Plan proposal is not a condition to completion of the merger, but is required for RRI to implement the plan. RRI's board of directors thinks that the 2010 Incentive Plan will provide a consistent vehicle for equity based compensation upon completion of the merger and will be

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important in achieving the benefits arising from ownership of shares of common stock by employees of the combined company and its subsidiaries and non-employee directors of the combined company.

Q: Do I have appraisal rights in connection with the merger?

A: No. Under Delaware law, holders of RRI common stock or Mirant common stock will not be entitled to exercise any appraisal rights in connection with the merger.

Q: Are RRI stockholders entitled to appraisal rights in connection with the proposed reverse stock split, if effected?

A: No. Under Delaware law, RRI stockholders are not entitled to appraisal rights with respect to the proposed reverse stock split.

Q: What if I hold Mirant or RRI stock-based compensation awards?

A: RRI stock options will vest in full upon completion of the merger and remain outstanding subject to the same terms and conditions as otherwise applied prior to the merger. RRI restricted stock units will vest upon completion of the merger. RRI stock-settled restricted stock units will settle in stock and RRI cash-settled restricted stock units will settle in cash upon completion of the merger.

Upon completion of the merger, Mirant stock options will vest, be converted into options covering RRI common stock based on the exchange ratio and remain outstanding subject to the same terms and conditions as otherwise applied prior to the merger. Other Mirant stock-based awards will vest in full upon completion of the merger, be converted into RRI common stock based on the exchange ratio (with cash paid in lieu of fractional shares) and, in the case of restricted stock units, be settled in accordance with their terms.

Q: What will the holders of Mirant warrants receive in the merger?

A: Upon completion of the merger, each warrant to purchase shares of Mirant common stock that is outstanding and unexercised immediately prior to completion of the merger will be converted into and become a warrant to purchase the number of shares of common stock of the combined company that would have been issued or paid to such holders in the merger if such holders had exercised the Mirant warrants immediately prior to completion of the merger. Accordingly, following completion of the merger, each outstanding and unexercised warrant will entitle a holder to purchase 2.835 shares of common stock of the combined company, subject to further adjustment for the proposed RRI reverse stock split. The per warrant strike price will not be adjusted.

Q: Whom should I contact if I have any questions about the proxy materials or voting?

A: If you have any questions about the proxy materials or if you need assistance submitting your proxy or voting your shares or need additional copies of this joint proxy statement/prospectus or the enclosed proxy card, you should contact the proxy solicitation agent for the company in which you hold shares.

If you are an RRI stockholder, you should contact Innisfree M&A Incorporated, the proxy solicitation agent for RRI, toll-free at (877) 800-5187 (banks and brokers call collect at (212) 750-5833). If you are a Mirant stockholder, you should contact D.F. King & Co., Inc., the proxy solicitation agent for Mirant, toll-free at (800) 549-6697 (banks and brokers call collect at (212) 269-5550).

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SUMMARY

*This summary highlights selected information contained in this joint proxy statement/prospectus and does not contain all the information that may be important to you. RRI and Mirant urge you to read carefully this joint proxy statement/prospectus in its entirety, including the annexes. Additional, important information, which RRI and Mirant also urge you to read, is contained in the documents incorporated by reference into this joint proxy statement/prospectus. See *Where You Can Find More Information* beginning on page 159. Unless stated otherwise, all references in this joint proxy statement/prospectus to RRI are to RRI Energy, Inc., all references to Mirant are to Mirant Corporation and all references to the merger agreement are to the Agreement and Plan of Merger, dated as of April 11, 2010, by and among RRI, RRI Energy Holdings, Inc. and Mirant, a copy of which is attached as Annex A to this joint proxy statement/prospectus.*

The Parties

RRI

RRI provides energy, capacity, ancillary and other energy services to wholesale customers in competitive energy markets in the United States through its ownership and operation of, and contracting for, power generating capacity. RRI is a well-capitalized, wholesale generator with more than 14,000 megawatts of power generating assets.

For the year ended December 31, 2009, RRI had total revenues of approximately \$1.8 billion and net income of approximately \$403 million.

RRI's principal offices are located at 1000 Main Street, Houston, Texas 77002 and its telephone number is (832) 357-3000. RRI common stock is listed on the NYSE, trading under the symbol RRI.

Mirant

Mirant is a competitive energy company that produces and sells electricity in the United States. Mirant owns or leases more than 10,000 megawatts of net electric generating capacity in the Mid-Atlantic and Northeast regions and in California. Mirant also operates an integrated asset management and energy marketing organization based in Atlanta, Georgia.

For the year ended December 31, 2009, Mirant had total revenues of approximately \$2.3 billion and net income of approximately \$494 million.

Mirant's principal offices are located at 1155 Perimeter Center West, Suite 100, Atlanta, GA 30338 and its telephone number is (678) 579-5000. Mirant common stock is listed on the NYSE, trading under the symbol MIR.

Merger Sub

RRI Energy Holdings, Inc., or Merger Sub, a wholly owned subsidiary of RRI, is a Delaware corporation formed on April 9, 2010, for the purpose of effecting the merger. Merger Sub has not conducted any activities other than those incidental to its formation and the matters contemplated by the merger agreement, including the preparation of applicable regulatory filings in connection with the merger.

The Merger

Each of the boards of directors of RRI and Mirant has approved the combination of RRI and Mirant in what the parties intend to be a merger of equals. RRI and Mirant have entered into the merger agreement, which provides that, subject to the terms and conditions of the merger agreement, and in accordance with the Delaware General Corporation Law, which is referred to as the DGCL, upon completion of the merger, Merger Sub will merge with and into Mirant, with Mirant continuing as the surviving entity and a direct wholly owned subsidiary of RRI.

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Consideration to be Received in the Merger by Mirant Stockholders

In the merger, each share of Mirant common stock that is either (i) issued and outstanding immediately prior to the effective time of the merger (other than any shares of Mirant common stock owned directly or indirectly by RRI, Mirant, Merger Sub or any of their respective subsidiaries that will be cancelled upon completion of the Merger), or (ii) to be issued pursuant to the reserve created under Mirant's plan of reorganization under Chapter 11 of the U.S. Bankruptcy Code, which is referred to as the Plan, will be converted into the right to receive 2.835 shares of RRI common stock, which is referred to as the exchange ratio. The exchange ratio will be adjusted appropriately to fully reflect the effect of any reclassification, stock split, reverse stock split (including the proposed RRI reverse stock split) or combination, exchange or readjustment of shares, or any stock dividend or distribution with respect to the shares of either RRI common stock or Mirant common stock with a record date prior to completion of the merger. No fractional shares of RRI common stock will be issued in connection with the merger, and holders will be entitled to receive cash in lieu thereof. RRI stockholders will continue to own their existing shares, which will not be affected by the merger.

Treatment of Stock Options and Other Stock-based Awards; Mirant Warrants

RRI

RRI stock options will vest in full upon completion of the merger and remain outstanding subject to the same terms and conditions as otherwise applied prior to the merger. RRI restricted stock units will vest upon completion of the merger. RRI stock-settled restricted stock units will settle in stock and RRI cash-settled restricted stock units will settle in cash upon completion of the merger.

For further discussion of the treatment of RRI options and other stock-based awards held by directors and executive officers of RRI, see *The Merger* *Interests of Directors and Executive Officers in the Merger* *Interests of Directors and Executive Officers of RRI in the Merger* beginning on page 56.

Mirant

Upon completion of the merger, all outstanding Mirant stock options will vest, be converted into options covering RRI common stock (with the number of shares subject to such options and the per share exercise price appropriately adjusted based on the exchange ratio) and remain outstanding, subject to the same terms and conditions as otherwise applied prior to the merger. Other Mirant stock-based awards will vest in full upon completion of the merger, be converted into RRI common stock based on the exchange ratio (with cash paid in lieu of fractional shares) and, in the case of restricted stock units, be settled in accordance with their terms.

For a more complete discussion of the treatment of Mirant options and other stock-based awards, see *The Merger Agreement* *Treatment of Mirant Stock Options and Other Equity Based Awards* on page 62. For further discussion of the treatment of Mirant options and other stock-based awards held by directors and executive officers of Mirant, see *The Merger* *Interests of Directors and Executive Officers in the Merger* *Interests of Directors and Executive Officers of Mirant in the Merger* beginning on page 52.

In the merger, all outstanding Mirant warrants will be converted into warrants of the combined company entitling the holders thereof to receive upon exercise the number of shares of common stock of the combined company that would have been issued or paid to such holders in the merger if such holders had exercised the Mirant warrants immediately prior to completion of the merger. Accordingly, following completion of the merger, each outstanding and unexercised warrant will entitle a holder to purchase 2.835 shares of common stock of the combined company, subject

to adjustment if the proposed RRI reverse stock split is effected prior to the issuance of shares of RRI common stock in connection with the merger. The per warrant strike price will not be adjusted.

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Directors and Executive Officers Following the Merger; Headquarters; Amendments to the Combined Company's Bylaws

Board of Directors. Upon completion of the merger, the board of directors of the combined company will initially consist of ten directors, including (i) Mark M. Jacobs, a director and the current president and chief executive officer of RRI, (ii) Edward R. Muller, the current chairman, president and chief executive officer of Mirant, (iii) the four current non-employee directors of RRI (E. William Barnett, Steven L. Miller, Evan J. Silverstein and Laree E. Perez) and (iv) the four Mirant designees, Terry G. Dallas, Thomas H. Johnson, Robert C. Murray and William L. Thacker, each a current non-employee director of Mirant. In addition, upon completion of the merger, each of the audit, compensation, nominating and governance, and risk and finance oversight committees of the board of directors of the combined company will consist of four directors, two of whom will be designated by the RRI directors and two of whom will be designated by the Mirant directors. The chairman of the audit committee will be Mr. Murray, the chairman of the compensation committee will be Mr. Thacker, the chairman of the nominating and governance committee will be Mr. Miller and the chairman of the risk and finance oversight committee will be Mr. Silverstein.

Executive Officers. Upon completion of the merger, the corporate leadership team of the combined company will consist of Mr. Muller as chairman and chief executive officer; Mr. Jacobs as president and chief operating officer; J. William Holden III as executive vice president and chief financial officer; Michael L. Jines as executive vice president, general counsel and chief compliance officer; Robert Gaudette as senior vice president and chief commercial officer; David S. Freysinger as senior vice president, plant operations; and Anne M. Cleary as senior vice president, asset management.

Headquarters. Following completion of the merger, the combined company's corporate headquarters will be located in Houston, Texas. The combined company's trading operations (and associated risk management function) will be located in Atlanta, Georgia.

For a more complete discussion of the directors and executive officers and headquarters of the combined company, see *The Merger Board of Directors and Executive Officers of the Combined Company After Completion of the Merger; Headquarters; Amendments to the Combined Company's Bylaws* on page 52.

Amendment to the Combined Company's Bylaws. In connection with the merger, RRI's bylaws, which will be the bylaws of the combined company, will be amended and restated as of completion of the merger in the form attached as Annex E to this joint proxy statement/prospectus to amend Article IV, Section 2 thereof to provide that, for three years following completion of the merger, the removal of either (i) the chief executive officer or (ii) the president and chief operating officer will require the affirmative vote of at least two-thirds of the independent members of the board of directors of the combined company then in office. This amendment will provide time for the designated leadership team to achieve the integration and ensure the stability of the combined company's senior management, while retaining flexibility for the board of directors of the combined company to change the leadership team if it determines to do so.

Recommendations of the RRI Board of Directors

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

For a more complete description of RRI's reasons for the merger and the recommendations of the RRI board of directors, see *The Merger Rationale for the Merger* and *The Merger RRI Board of Directors Recommendation and It*

Reasons for the Merger beginning on pages 30 and 31, respectively.

Recommendation of the Mirant Board of Directors

After careful consideration, the Mirant board of directors recommends that holders of Mirant common stock vote **FOR** the Merger proposal and the Mirant Adjournment proposal.

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For a more complete description of Mirant's reasons for the merger and the recommendation of the Mirant board of directors, see "The Merger Rationale for the Merger" and "The Merger Mirant Board of Directors Recommendation and Its Reasons for the Merger" beginning on pages 30 and 34, respectively.

Opinions of Financial Advisors

RRI Financial Advisors

In connection with the merger, the RRI board of directors received separate opinions from Goldman, Sachs & Co., which is referred to as Goldman Sachs, and Morgan Stanley & Co. Incorporated, which is referred to as Morgan Stanley. On April 10, 2010 each of Goldman Sachs and Morgan Stanley delivered to the RRI board of directors its oral opinion, which opinion was confirmed by delivery of a written opinion, dated April 11, 2010 for Goldman Sachs and April 10, 2010 for Morgan Stanley, to the effect that, as of that date and based upon and subject to the factors and assumptions set forth therein, the exchange ratio pursuant to the merger agreement was fair from a financial point of view to RRI.

The full text of the written opinions of Goldman Sachs and Morgan Stanley, which set forth the assumptions made, procedures followed, matters considered and limitations on the review undertaken in connection with the opinions, are attached as Annex B and Annex C, respectively, and are incorporated into this joint proxy statement/prospectus by reference. Each opinion was directed to, and provided for the information and assistance of, the RRI board of directors in connection with its consideration of the merger. The Goldman Sachs opinion and the Morgan Stanley opinion are not recommendations as to how any holder of RRI common stock should vote with respect to the Share Issuance proposal or any other matter. Pursuant to an engagement letter between RRI and Goldman Sachs, RRI has agreed to pay Goldman Sachs a transaction fee of \$10.5 million, a principal portion of which is payable upon completion of the merger, and an incentive fee of \$4 million, which is payable at RRI's sole discretion. Payment of the \$10.5 million transaction fee includes satisfaction of any applicable payment under a prior structuring agent engagement letter between RRI and Goldman Sachs. Additionally, pursuant to an engagement letter between RRI and Morgan Stanley, RRI has agreed to pay Morgan Stanley a transaction fee of \$8 million, a principal portion of which is payable upon completion of the merger, and an incentive fee of \$5 million, which is payable at RRI's sole discretion.

For a more complete description of Goldman Sachs' and Morgan Stanley's opinions, see "The Merger Opinions of RRI's Financial Advisors" beginning on page 36. See also Annex B and Annex C to this joint proxy statement/prospectus.

Mirant Financial Advisor

At a meeting of the Mirant board of directors held on April 10, 2010, J.P. Morgan Securities Inc., which is referred to as J.P. Morgan, delivered its opinion to the Mirant board of directors as to the fairness, from a financial point of view and as of such date, of the exchange ratio to holders of Mirant common stock. The full text of the written opinion of J.P. Morgan, dated April 10, 2010, which sets forth, among other things, the assumptions made, procedures followed, matters considered and qualifications and limitations on the opinion and the review undertaken in connection with rendering its opinion, is included as Annex D to this joint proxy statement/prospectus. **J.P. Morgan's written opinion was provided to the Mirant board of directors (solely in its capacity as such) in connection with its evaluation of the merger and addressed only the fairness, from a financial point of view, of the exchange ratio and no other matters. The opinion does not constitute a recommendation to any stockholder as to how any stockholder should vote with respect to the proposed merger or any other matter.** J.P. Morgan has acted as financial advisor to Mirant with respect to the proposed merger and will receive a fee of approximately \$30 million for its services contingent upon completion of the merger. For a more complete description of J.P. Morgan's opinion, see "The Merger

Opinion of Mirant's Financial Advisor beginning on page 45. See also Annex D to this joint proxy statement/prospectus.

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Interests of Directors and Executive Officers in the Merger

You should be aware that some of the directors and officers of RRI and Mirant have interests in the merger that are different from, or are in addition to, the interests of stockholders generally. These interests relate to the treatment of equity-based compensation awards held by directors and executive officers of Mirant and RRI in the merger; the potential payment to RRI officers of cash awards under RRI's annual incentive compensation plan; the appointment of Edward R. Muller, currently Mirant's chairman, president and chief executive officer, as chairman and chief executive officer of the combined company; the appointment of Mark M. Jacobs, currently RRI's chief executive officer and a member of the RRI board of directors, as president and chief operating officer of the combined company; the election of Mr. Muller and four existing non-employee directors of Mirant (Messrs. Dallas, Johnson, Murray and Thacker) as directors of the combined company following the merger; the continuation of Mr. Jacobs and four existing non-employee RRI directors (Messrs. Barnett, Miller and Silverstein and Ms. Perez) as directors of the combined company following the merger; change-in-control severance arrangements covering certain executive officers of Mirant and RRI; and the indemnification of Mirant's directors and officers by RRI.

For a further discussion of the interests of Mirant and RRI directors and executive officers in the merger, see "The Merger - Interests of Directors and Executive Officers in the Merger" beginning on page 52.

Material U.S. Federal Income Tax Consequences of the Merger

It is a condition to the obligation of Mirant to complete the merger that Mirant receive a written opinion from Wachtell Lipton, counsel to Mirant, dated as of the closing date, to the effect that for U.S. federal income tax purposes the merger will qualify as a reorganization within the meaning of Section 368(a) of the Code. It is a condition to the obligation of RRI to effect the merger that RRI receive a written opinion from Skadden, counsel to RRI, dated as of the closing date, to the effect that for U.S. federal income tax purposes the merger will qualify as a reorganization within the meaning of Section 368(a) of the Code. In addition, in connection with the filing of the Registration Statement of which this document is a part, each of Wachtell Lipton and Skadden has delivered an opinion to Mirant and RRI, respectively, to the same effect as the opinions described above and to the effect that holders of Mirant common stock whose shares of Mirant common stock are exchanged in the merger for shares of RRI common stock will not recognize gain or loss, except to the extent of cash, if any, received in lieu of a fractional share of RRI common stock.

The discussion of material U.S. federal income tax consequences of the merger contained in this joint proxy statement/prospectus is intended to provide only a general summary and is not a complete analysis or description of all potential U.S. federal income tax consequences of the merger. The discussion does not address tax consequences that may vary with, or are contingent on, individual circumstances. In addition, it does not address the effects of any foreign, state or local tax laws.

Mirant stockholders are strongly urged to consult with their tax advisors regarding the tax consequences of the merger to them, including the effects of U.S. federal, state, local, foreign and other tax laws.

For a more complete description of the material U.S. federal income tax consequences of the merger, see "Material U.S. Federal Income Tax Consequences" beginning on page 64.

Accounting Treatment of the Merger

The merger will be accounted for as an acquisition of RRI by Mirant under the acquisition method of accounting according to U.S. generally accepted accounting principles, which are referred to as GAAP.

No Appraisal Rights

Under Section 262 of the DGCL, the holders of RRI common stock and the holders of Mirant common stock do not have appraisal rights in connection with the merger. Furthermore, under Section 262 of the DGCL, RRI stockholders are not entitled to appraisal rights with respect to the proposed reverse stock split.

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Regulatory Matters

To complete the merger, Mirant and RRI must make filings with and obtain authorizations, approvals or consents from federal and state public utility, antitrust and other regulatory authorities. For a more complete discussion of regulatory matters relating to the merger, see *The Merger Regulatory Approvals Required for the Merger* on page 61.

Litigation Related to the Merger

In April 2010, RRI, Mirant and the Mirant board of directors were named defendants in four purported class action lawsuits filed in the Superior Court of Fulton County, Georgia, brought on behalf of proposed classes consisting of holders of Mirant common stock, excluding the defendants and their affiliates: *Rosenbloom v. Cason, et al.*, No. 2010CV184223, filed April 13, 2010; *The Vladimir Gusinsky Living Trust v. Muller, et al.*, No. 2010CV184331, filed April 15, 2010; *Ng v. Muller, et al.*, No. 2010CV184449, filed April 16, 2010; and *Bayne v. Muller, et al.*, No. 2010CV184648, filed April 21, 2010. Merger Sub was also named a defendant in three of the lawsuits. The complaints allege, among other things, that the individual defendants breached their fiduciary duties by failing to maximize the value to be received by Mirant's public stockholders, and that the other defendants aided and abetted the individual defendants' breaches of fiduciary duties. In three of the actions, amended complaints have been filed adding allegations that defendants breached their fiduciary duties by failing to disclose certain information in the preliminary joint proxy statement/prospectus of RRI and Mirant, which is a part of the Registration Statement of RRI that was filed with the SEC on May 28, 2010, and amended on July 6, 2010, August 12, 2010 and September 8, 2010. The complaints seek, among other things, (a) to enjoin defendants from consummating the merger; (b) rescission of the merger, if completed; and/or (c) granting the class members any profits or benefits allegedly improperly received by defendants in connection with the merger. Motions to dismiss the complaints for failure to state a claim have been filed on behalf of all of the defendants.

On August 17, 2010, the Court entered an order, consented to by all parties, consolidating the four cases under the caption *In re Mirant Corporation Shareholder Litigation*, No 2010CV184223, directing that the amended complaint in *Rosenbloom v. Cason, et al.*, No. 2010CV1c824223, serve as the operative complaint, and appointing co-lead counsel. On August 26, 2010, the parties entered into a memorandum of understanding under the terms of which the parties will negotiate in good faith to enter into a stipulation of settlement based on additional disclosures, to be presented to the Court for approval following consummation of the merger.

Conditions to Completion of the Merger

The parties expect to complete the merger after all of the conditions to the merger in the merger agreement are satisfied or waived, including after RRI and Mirant receive stockholder approvals at their respective special meetings, receive all required regulatory approvals and receive acceptable debt financing in an amount sufficient to fund the refinancing transactions contemplated by the merger agreement. The parties currently expect to complete the merger before the end of 2010. However, it is possible that factors outside of each company's control could require them to complete the merger at a later time or not to complete it at all.

The obligations of RRI and Mirant to complete the merger are each subject to the satisfaction (or waiver by all parties) of the following conditions:

approval by RRI stockholders of the Share Issuance proposal;

approval by Mirant stockholders of the Merger proposal;

absence of any injunction prohibiting the consummation of the merger;

termination or expiration of any waiting period (and any extension thereof) applicable to the merger under the Hart-Scott-Rodino Antitrust Improvements Act of 1976, as amended, which is referred to as the HSR Act;

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receipt of all required regulatory approvals from the Federal Energy Regulatory Commission, which is referred to as FERC, and the New York Public Service Commission, which is referred to as the NYPS (or, with regard to the NYPS, a determination that such approval is not required), and filing of notice with the California Public Utility Commission, which is referred to as the CPUC;

authorization of the listing of the shares of RRI common stock to be issued in the merger on the NYSE, subject to official notice of issuance;

effectiveness of the Form S-4 registration statement of which this joint proxy statement/prospectus is a part and the absence of a stop order or proceedings threatened or initiated by the SEC for that purpose;

receipt by RRI and Mirant of acceptable debt financing in an amount sufficient to fund the refinancing transactions contemplated by the merger agreement (see *The Merger Refinancing* beginning on page 61 and *The Merger Agreement Financing* on page 78);

accuracy of the other party's representations and warranties in the merger agreement;

the prior performance by the other party, in all material respects, of its obligations under the merger agreement;

receipt of a certificate executed by the chief executive officer or another senior officer of the other party as to the satisfaction of the conditions described in the preceding two bullets; and

receipt of a legal opinion from its counsel to the effect that the merger will qualify as a reorganization within the meaning of Section 368(a) of the Code.

The conditions set forth in the merger agreement may be waived by RRI or Mirant, subject to the agreement of the other party in certain circumstances. For a more complete discussion of the conditions to the merger, see *The Merger Agreement Conditions to Completion of the Merger* beginning on page 69.

Refinancing

The merger is conditioned on the combined company obtaining debt financing in amounts and on terms that satisfy conditions set forth in the merger agreement. RRI and Mirant anticipate that such financing will take the form of a combination of a new revolving credit facility to replace their current credit facilities, \$1.4 billion of new senior notes and a \$500 million new term loan (which amount may be reduced if RRI obtains certain consents from the holders of RRI's 6.75% senior secured notes and/or certain bonds issued by the Pennsylvania Economic Development Financing Authority and guaranteed by RRI and certain of its subsidiaries on a senior secured basis, which are referred to as the PEDFA bonds). RRI and Mirant intend to use the proceeds of such financing in part to refinance approximately \$1.2 billion of indebtedness of Mirant and \$650 million of indebtedness of RRI. RRI and Mirant have obtained commitments from several financial institutions to provide a \$750 million to \$1.0 billion five-year revolving credit facility, subject to certain customary conditions. The same financial institutions, or affiliates thereof, have agreed to use commercially reasonable efforts to arrange a syndication of a \$500 million term loan. In addition, certain of the participating financial institutions, or affiliates thereof, are anticipated to act as initial purchasers, underwriters or placement agents in connection with the proposed offering of new senior unsecured notes. For further information regarding the contemplated financing, see *The Merger Refinancing* beginning on page 61 and *The Merger Agreement Financing* on page 78.

Timing of the Merger

The merger is expected to be completed before the end of 2010, subject to the receipt of necessary regulatory approvals and the satisfaction or waiver of other closing conditions.

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No Solicitation of Other Offers

In the merger agreement, each of RRI and Mirant has agreed that it will not directly or indirectly:

solicit, initiate, seek or knowingly encourage or facilitate any proposal that constitutes or would reasonably be expected to lead to an alternative proposal (as described in the section entitled "The Merger Agreement - No Solicitations" beginning on page 74);

furnish any non-public information, or afford access to properties, books and records in connection with or in response to an alternative proposal;

engage or participate in any discussions or negotiations with any person regarding an alternative proposal;

approve, endorse or recommend an alternative proposal; or

enter into any letter of intent, memorandum of understanding, merger agreement, acquisition agreement or any other agreement providing for an alternative proposal.

The merger agreement does not, however, prohibit either party from considering an acquisition proposal from a third party if certain specified conditions are met. For a discussion of the prohibition on solicitation of acquisition proposals from third parties, see "The Merger Agreement - No Solicitations" beginning on page 74.

Termination of the Merger Agreement

Generally, the merger agreement may be terminated and the merger may be abandoned at any time prior to completion of the merger, except as specified below, including after the required RRI stockholder approval or Mirant stockholder approval is obtained:

by mutual written consent of RRI and Mirant; or

by either party, if:

the merger has not been completed on or prior to December 31, 2010; provided that each party has the right to extend such termination date to up March 31, 2011 if the only unsatisfied conditions to completion of the merger are those regarding the receipt of required regulatory approvals;

an injunction has been entered permanently restraining, enjoining or otherwise prohibiting completion of the merger and such injunction becomes final and non-appealable, so long as the party seeking to terminate the merger agreement for this reason has used its reasonable best efforts to remove or prevent such injunction;

the requisite approval by the stockholders of RRI or Mirant has not been obtained at the respective stockholders' meeting (or at any adjournment or postponement thereof);

the other party has breached any representation, covenant or other agreement in the merger agreement, in a way that the related condition to closing would not be satisfied, and this breach is either incurable or not cured within 30 days;

the other party's board of directors changes its recommendation that its stockholders vote for, in the case of RRI, the Share Issuance proposal or, in the case of Mirant, the Merger proposal; or

prior to obtaining approval by its stockholders, the party terminates the merger agreement in order to enter into a definitive agreement with respect to a superior offer and concurrently pays a termination fee to the other party.

The merger agreement provides that, upon a termination of the merger agreement under specified circumstances, RRI or Mirant, as the case may be, may be required to pay a termination fee of approximately \$37 million or \$58 million, depending on the nature of the termination. See *The Merger Agreement - Termination of the Merger Agreement* on page 80 and *The Merger Agreement - Effect of Termination; Termination Fees* beginning on page 80.

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Matters to be Considered at the Special Meetings

RRI

At the RRI special meeting, RRI stockholders will be asked to consider and vote upon:

the Share Issuance proposal;

the Reverse Stock Split proposal;

the Name Change proposal;

the 2010 Incentive Plan proposal; and

any 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.

The affirmative vote of a majority of the shares of RRI common stock represented (in person or by proxy) and entitled to vote is required to approve the Share Issuance proposal and the 2010 Incentive Plan proposal, provided that the total votes cast on such proposal (including abstentions) represent a majority of the shares of RRI common stock outstanding as of the RRI record date.

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

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

The RRI board of directors recommends that RRI stockholders vote **FOR** all of the proposals set forth above, as more fully described under *RRI Special Meeting* beginning on page 84.

Mirant

At the Mirant special meeting, Mirant stockholders will be asked to consider and vote upon:

the Merger proposal; and

any Mirant Adjournment proposal.

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

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

The Mirant board of directors recommends that Mirant stockholders vote **FOR** all of the proposals set forth above, as more fully described under **Mirant Special Meeting** beginning on page 101.

Voting by RRI and Mirant Directors and Executive Officers

As of the RRI record date, directors and executive officers of RRI and their affiliates owned and were entitled to vote 1,229,817 shares of RRI common stock, or representing less than 1% of the total voting power of the shares of RRI common stock outstanding on that date. As of the Mirant record date, directors and executive officers of Mirant and their affiliates owned and were entitled to vote 91,156 shares of Mirant common stock, representing less than 1% of the shares of Mirant common stock outstanding on that date.

Table of Contents**SELECTED HISTORICAL FINANCIAL DATA OF RRI**

The selected historical consolidated financial data of RRI for each of the years ended December 31, 2009, 2008 and 2007 and as of December 31, 2009 and 2008 have been derived from RRI's audited consolidated financial statements and related notes thereto contained in RRI's Annual Report on Form 10-K for the year ended December 31, 2009, which is incorporated by reference into this joint proxy statement/prospectus. The financial data as of June 30, 2010 and for the six months ended June 30, 2010 and 2009 are derived from RRI's unaudited interim consolidated financial statements and related notes thereto contained in RRI's Quarterly Report on Form 10-Q for the six months ended June 30, 2010, which is incorporated by reference into this joint proxy statement/prospectus. The selected historical consolidated financial data for the years ended December 31, 2006 and 2005 and as of December 31, 2007, 2006 and 2005 have been derived from RRI's audited consolidated financial statements for such years, which have not been incorporated by reference into this joint proxy statement/prospectus. The information set forth below is only a summary and is not necessarily indicative of the results of future operations of RRI or the combined company, and you should read the following information together with (i) RRI's audited consolidated financial statements, the related notes thereto and Management's Discussion and Analysis of Financial Condition and Results of Operations contained in RRI's Annual Report on Form 10-K for the year ended December 31, 2009, which is incorporated by reference herein and (ii) RRI's unaudited interim consolidated financial statements, the related notes thereto and Management's Discussion and Analysis of Financial Condition and Results of Operations contained in RRI's Quarterly Report on Form 10-Q for the six months ended June 30, 2010, which is incorporated by reference herein. For more information, see "Where You Can Find More Information" beginning on page 159.

	Years Ended December 31,					Six Months Ended June 30,	
	2009	2008	2007	2006	2005	2010	2009
	(1)(2)(3)	(1)(2)(3)	(1)(2)(3)	(1)(2)(3)	(1)(2)(3)	(1)(3)	(1)(2)
	(4)(17)	(5)(6)(17)	(7)(8)(17)	(9)(10)(17)	(11)(17)	(4)(17)	(3)(17)
	(in millions)						

**Statements
of
Operations
Data:**

Revenues	\$ 1,825	\$ 3,394	\$ 3,203	\$ 3,040	\$ 3,068	\$ 1,005	\$ 856
Operating income (loss)	(413)	201	(10)	(207)	(591)	(322)	(235)
Loss from continuing operations	(479)	(110)	(202)	(374)	(579)	(453)	(209)
Cumulative effect of accounting changes, net of tax				1	1		
Net income (loss)	403	(740)	365	(328)	(331)	(449)	652

	Years Ended December 31,					Six Months Ended June 30,	
	2008	2007	2006	2005		2009	
	(1)(2)(3)	(1)(2)(7)(8)	(1)(2)(9)(10)	(1)(2)(11)	2010	(1)(2)	
	(1)(2)	(5)(6)(7)	(1)(2)(7)(8)	(1)(2)(11)	(1)	(1)(2)	
Diluted Loss per Share:							
Loss from continuing operations	\$ (1.36)	\$ (0.59)	\$ (1.22)	\$ (1.91)	\$ (1.28)	\$ (0.60)	

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	Years Ended December 31,					Six Months Ended June 30,	
	2009 (1)(2) (12)(13)	2008 (1)(2)(5) (6)(12)(13)	2007 (1)(2)(7)(8) (10)(12)(13)	2006 (1)(2)(9) (11)(12)(13) (in millions)	2005 (1)(2) (12)(13)	2010 (1)(13)	2009 (1)(2)(13)
Statements of Cash Flow Data:							
Cash flows provided by (used in) operating activities	\$ 193	\$ 183	\$ 762	\$ 1,276	\$ (917)	\$ 53	\$ 412
Cash flows provided by (used in) investing activities	154	216	(179)	1,057	306	(39)	235
Cash flows provided by (used in) financing activities	(509)	(45)	(292)	(1,957)	594	(398)	(268)

	December 31,					June 30,	
	2009 (1)(2)(14)	2008 (1)(2)	2007 (1)(2)	2006 (1)(2)	2005 (1)(2)(15)	2010(1)	
(in millions)							
Balance Sheet Data:							
Total assets	\$ 7,461	\$ 10,722	\$ 11,373	\$ 11,827	\$ 13,569	\$ 6,516	
Current portion of long-term debt and short-term borrowings(16)	405	13	52	355	339		
Long-term debt(16)	1,950	2,610	2,642	2,917	4,056	1,950	
Stockholders equity	4,238	3,778	4,477	3,950	3,864	3,802	

- (1) RRI sold or transferred the following operations, which have been classified as discontinued operations: Desert Basin, European energy, Orion Power's hydropower facilities, Liberty, Ceredo, Orion Power's New York facilities and its retail energy business. RRI sold the following operations, which are included in continuing operations: REMA hydropower facilities in April 2005, landfill-gas fueled power facilities in July 2005, its El

Dorado investment in July 2005 and its Bighorn facilities in October 2008.

- (2) RRI deconsolidated Channelview in August 2007 and sold its assets in July 2008. Channelview emerged from bankruptcy in October 2009 and RRI reconsolidated the entities at that time.
- (3) During 2009, 2008, 2007, 2006 and 2005, RRI had net gains on sales of assets and emission and exchange allowances of \$22 million, \$93 million, \$26 million, \$159 million and \$168 million, respectively. During the six months ended June 30, 2010 and 2009, RRI had net gains on sales of assets and emission and exchange allowances of \$1 million and \$20 million, respectively.
- (4) During 2009, RRI recorded non-cash long-lived assets impairments of \$211 million related to its New Castle and Indian River facilities. During the six months ended June 30, 2010, RRI recorded non-cash long-lived assets impairments of \$248 million related to its Elrama and Niles facilities.
- (5) During 2008, RRI recorded a non-cash goodwill impairment charge of \$305 million related to its historical wholesale energy segment.
- (6) During 2008, RRI recorded \$37 million in expenses and paid \$34 million for Western states litigation and similar settlements relating to natural gas cases.
- (7) During 2007, RRI recorded and paid a \$22 million charge related to resolution of a 2004 indictment for alleged violations of the Commodity Exchange Act, wire fraud and conspiracy charges.
- (8) During 2007, RRI recorded \$73 million in debt extinguishments expenses and expensed \$41 million of deferred financing costs related to accelerated amortization for refinancings and extinguishments.
- (9) During 2006, RRI recorded \$37 million in debt conversion expense.
- (10) During 2006, RRI recorded a \$35 million charge (paid in 2007) related to a settlement of certain class action natural gas cases relating to the Western states energy crisis.
- (11) During 2005, RRI recorded charges of \$359 million relating to various settlements associated with the Western states energy crisis, which were paid during 2006.

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- (12) During 2009, 2008, 2007, 2006 and 2005, RRI had net cash proceeds from sales of assets of \$36 million, \$527 million, \$82 million, \$1 million and \$149 million, respectively.
- (13) During 2009, 2008, 2007, 2006 and 2005, RRI had net proceeds from sales of (purchases of) emission and exchange allowances of \$(3) million, \$(19) million, \$(85) million, \$183 million and \$89 million, respectively. During the six months ended June 30, 2010 and 2009, RRI had net proceeds from sales of (purchases of) emission and exchange allowances of \$0 and \$14 million, respectively.
- (14) For discussion of RRI's contingencies, see note 15 to RRI's consolidated financial statements contained in RRI's annual report on Form 10-K for the year ended December 31, 2009, which is incorporated herein by reference.
- (15) The balance sheet data for total assets as of December 31, 2005 has not been reclassified for the adoption of accounting guidance relating to the offsetting of amounts for contracts with a single counterparty as it was impracticable to reasonably retrieve and reconstruct the historical information as a result of migration of data driven by a system conversion.
- (16) Amounts exclude debt related to discontinued operations for December 31, 2008, 2007, 2006 and 2005.
- (17) During 2009, 2008, 2007, 2006 and 2005, RRI had unrealized gains (losses) on energy derivatives of \$22 million, \$(9) million, \$7 million, \$56 million and \$(123) million, respectively. During the six months ended June 30, 2010 and 2009, RRI had unrealized gains (losses) on energy derivatives of \$61 million and \$(37) million, respectively.

Table of Contents**SELECTED HISTORICAL FINANCIAL DATA OF MIRANT**

Mirant is providing the following selected historical financial information to assist you in your analysis of the financial aspects of the merger. The information is only a summary and should be read in conjunction with Mirant's historical consolidated financial statements and related notes contained in Mirant's annual and quarterly reports, which have been incorporated by reference into this joint proxy statement/prospectus, as well as other information that has been filed with the SEC by Mirant. See "Where You Can Find More Information" beginning on page 159 for information on where you can obtain copies of this information. The historical results included below and elsewhere in this joint proxy statement/prospectus are not indicative of the future performance of Mirant or the combined company.

	2009	Years Ended December 31,				Six Months Ended	
		2008	2007	2006	2005	June 30,	2009
		(in millions except per share data)					
Statements of Operations Data:							
Operating revenues	\$ 2,309	\$ 3,188	\$ 2,019	\$ 3,087	\$ 2,620	\$ 1,124	\$ 1,374
Income (loss) from continuing operations	494	1,215	433	1,752	(1,385)	144	543
Income from discontinued operations		50	1,562	112	93		
Cumulative effect of changes in accounting principles					(15)		
Net income (loss)	494	1,265	1,995	1,864	(1,307)	144	543
Basic EPS per common share from continuing operations	\$ 3.41	\$ 6.53	\$ 1.72	\$ 6.15	N/A	\$ 0.99	\$ 3.74
Diluted EPS per common share from continuing operations	\$ 3.41	\$ 6.11	\$ 1.56	\$ 5.90	N/A	\$ 0.99	\$ 3.74
Cash dividend per common share from continuing operations	\$	\$	\$	\$	N/A	\$	\$

Mirant has not paid or declared any cash dividends on its common stock in the last three years and it does not anticipate paying any quarterly cash dividends in the foreseeable future.

Mirant's Statements of Operations Data for each year reflect the volatility caused by unrealized gains and losses related to derivative financial instruments used to hedge economically electricity and fuel. Changes in the fair value and settlements of derivative financial instruments used to hedge economically electricity are reflected in operating revenue and changes in the fair value and settlements of derivative financial instruments used to hedge economically fuel are reflected in cost of fuel, electricity and other products in the consolidated statements of operations. Changes in the fair value and settlements of derivative financial instruments for proprietary trading and fuel oil management activities are recorded on a net basis as operating revenue in the consolidated statements of operations. For additional information, see Note 2 to the consolidated financial statements contained in Mirant's Annual Report on Form 10-K for the year ended December 31, 2009 and Note B to the unaudited condensed consolidated financial statements

contained in Mirant's Quarterly Report on Form 10-Q for the six months ended June 30, 2010, which are incorporated by reference in this joint proxy statement/prospectus.

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	Years Ended December 31,					Six Months Ended June 30,	
	2009	2008	2007	2006	2005	2010	2009
	(in millions)						
Unrealized gains (losses) included in operating revenues	\$ (2)	\$ 840	\$ (564)	\$ 757	\$ (92)	\$ 132	\$ 211
Unrealized losses (gains) included in cost of fuel, electricity and other products	(49)	54	(28)	102	(76)	120	(29)
Total	\$ 47	\$ 786	\$ (536)	\$ 655	\$ (16)	\$ 12	\$ 240

For the year ended December 31, 2009, income from continuing operations reflects impairment losses of \$221 million related to Mirant's Potomac River generating facility and intangible assets related to its Potrero and Contra Costa generating facilities. For the year ended December 31, 2007, income from continuing operations reflects an impairment loss of \$175 million related to Mirant's Lovett generating facility. See Note 3 to the consolidated financial statements contained in Mirant's Annual Report on Form 10-K for the year ended December 31, 2009, which is incorporated by reference in this joint proxy statement/prospectus, for further information on these impairments. For the year ended December 31, 2006, income from continuing operations reflects an impairment loss of \$120 million related to suspended construction at Mirant's Bowline generating facility.

For the year ended December 31, 2007, income from continuing operations also reflects a \$379 million gain related to Mirant's settlement of litigation with Potomac Electric Power Company (Pepco), as discussed further in Note 15 to the consolidated financial statements contained in Mirant's Annual Report on Form 10-K for the year ended December 31, 2009, which is incorporated by reference in this joint proxy statement/prospectus. For the year ended December 31, 2006, Mirant's income for continuing operations reflects a \$244 million gain from a New York property tax settlement.

For the year ended December 31, 2007, Mirant's Statement of Operations Data reflects gains on sales of discontinued operations as discussed in Note 8 to the consolidated financial statements contained in Mirant's Annual Report on Form 10-K for the year ended December 31, 2009, which is incorporated by reference in this joint proxy statement/prospectus. EPS information for the year ended December 31, 2005 has not been presented because the information is not relevant in any material respect for users of Mirant's financial statements. For additional information, see Note 10 to the consolidated financial statements contained in Mirant's Annual Report on Form 10-K for the year ended December 31, 2009, which is incorporated by reference in this joint proxy statement/prospectus.

For the year ended December 31, 2005, Mirant's Statement of Operations Data reflects the effects of accounting for the Plan. During Mirant's bankruptcy proceedings, its consolidated financial statements were prepared in accordance with the accounting guidance for financial reporting by entities in reorganization under the bankruptcy code.

The consolidated Balance Sheet Data for years 2006 and 2005 segregates pre-petition liabilities subject to compromise from those liabilities that were not subject to compromise.

2009	2008	December 31,		2005	June 30, 2010
		2007	2006		
(in millions)					

Balance Sheet Data:

Total assets	\$ 9,528	\$ 10,688	\$ 10,538	\$ 12,845	\$ 14,364	\$ 9,846
Current portion of long-term debt	75	46	142	142	3	563
Long-term debt, net of current portion	2,556	2,630	2,953	3,133	2,579	1,999
Liabilities subject to compromise				18	18	
Stockholders' equity	4,315	3,762	5,310	4,443	3,856	4,472
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At June 30, 2010, Mirant reclassified the principal balance of the Mirant Americas Generation senior notes due in May 2011 from long-term debt to current portion of long-term debt.

On January 1, 2010, Mirant adopted revised accounting guidance related to accounting for variable interest entities. As a result, MC Asset Recovery, LLC was deconsolidated from Mirant's financial results. The total assets at December 31, 2009 in the table above have been adjusted from amounts previously presented to reflect a \$39 million reduction as a result of the deconsolidation of MC Asset Recovery, LLC. The adoption of this accounting guidance did not affect any of the other periods presented. For additional information, see Note A to the unaudited condensed consolidated financial statements contained in Mirant's Quarterly Report on Form 10-Q for the six months ended June 30, 2010, which is incorporated by reference in this joint proxy statement/prospectus.

In 2005, Mirant recorded the effects of the Plan. As a result, liabilities subject to compromise at December 31, 2005 and 2006 reflect only the liabilities of Mirant's New York entities that remained in bankruptcy at that time. Total assets for all periods reflect Mirant's election in 2008 to discontinue the net presentation of assets subject to master netting agreements upon adoption of the accounting guidance for offsetting amounts related to certain contracts.

Table of Contents**SUMMARY UNAUDITED PRO FORMA CONDENSED COMBINED
CONSOLIDATED FINANCIAL DATA**

The merger will be accounted for as a reverse acquisition of RRI by Mirant under the acquisition method of accounting of GAAP. See The Merger Accounting Treatment. The unaudited pro forma condensed combined financial statements contained in this joint proxy statement/prospectus were prepared using the acquisition method of accounting. The following selected unaudited pro forma condensed combined consolidated statements of operations data of Mirant for the six months ended June 30, 2010 and year ended December 31, 2009 has been prepared to give effect to the merger as if the merger had been completed on January 1, 2009. The unaudited pro forma condensed combined consolidated balance sheet data at June 30, 2010 of Mirant has been prepared to give effect to the merger as if the merger was completed on June 30, 2010.

The following selected unaudited pro forma condensed combined consolidated financial information is not necessarily indicative of the results that might have occurred had the merger taken place on January 1, 2009 for consolidated statements of operations purposes, and on June 30, 2010 for consolidated balance sheet purposes, and is not intended to be a projection of future results. Future results may vary significantly from the results reflected because of various factors, including those discussed in the section entitled Risk Factors beginning on page 20. The following selected unaudited pro forma condensed combined consolidated financial information should be read in conjunction with the section entitled Unaudited Pro Forma Condensed Combined Consolidated Financial Statements and related notes included in this joint proxy statement/prospectus beginning on page 106.

	Six Months Ended June 30, 2010	Year Ended December 31, 2009
	(in millions except per share data)	
Operating revenues	\$ 2,117	\$ 4,111
Loss from continuing operations	(233)	(42)
Basic and diluted EPS	(0.30)	(0.05)
	June 30, 2010	
	(in millions)	
Cash and cash equivalents	\$ 2,489	
Total Assets	14,490	
Current portion of long-term debt	542	
Long-term debt, net of current portion	4,026	
Total stockholders' equity	6,422	

Table of Contents**COMPARATIVE PER SHARE DATA**

The following table shows per share data regarding income (loss) from continuing operations, book value per share and cash dividends for (a) RRI and Mirant on a historical basis, (b) RRI on a pro forma combined basis and (c) Mirant on a pro forma equivalent basis. The pro forma income (loss) from continuing operations information was computed as if the merger had been completed on January 1, 2009. The pro forma book value per share information was computed as if the merger had been completed on June 30, 2010.

The following comparative per share data is derived from the historical consolidated financial statements of each of RRI and Mirant. The information below should be read in conjunction with Unaudited Pro Forma Condensed Combined Consolidated Financial Statements beginning on page 106.

	RRI Energy Pro Forma Combined		Mirant Pro Forma Equivalent(1)	
	Historical		Historical	
As of and for the Year Ended December 31, 2009				
Income (loss) from continuing operations per common share-basic and diluted	\$ (1.36)	\$ (0.05)	\$ 3.41	\$ (0.14)
Book value per share(2)	12.01	N/A(3)	29.77	N/A(3)
Cash dividends				
As of and for the Six Months Ended June 30, 2010				
Income (loss) from continuing operations per common share-basic and diluted	\$ (1.28)	\$ (0.30)	\$ 0.99	\$ (0.85)
Book value per share(2)	10.76	8.30	30.73	23.54
Cash dividends				

- (1) The pro forma equivalent per share amounts were calculated by multiplying the pro forma combined per share amounts by the exchange ratio of 2.835 shares of RRI common stock per share of Mirant common stock.
- (2) Historical book value per share is computed by dividing total stockholders' equity by the number of shares of RRI Energy or Mirant common stock outstanding, as applicable. Pro forma combined book value per share is computed by dividing pro forma total stockholders' equity by the pro forma number of shares of the combined company common stock that would have been outstanding as of June 30, 2010.
- (3) Unaudited pro forma condensed combined consolidated balance sheet is not required for December 31, 2009.

Table of Contents**MARKET PRICES AND DIVIDENDS AND OTHER DISTRIBUTIONS****Stock Prices**

The table below sets forth, for the calendar quarters indicated, the high and low sales prices per share of RRI common stock and Mirant common stock, both of which trade on the NYSE under the symbols RRI and MIR, respectively.

	RRI Common Stock		Mirant Common Stock	
	High	Low	High	Low
2008				
First Quarter	\$ 26.74	\$ 18.06	\$ 39.53	\$ 33.75
Second Quarter	\$ 28.06	\$ 20.47	\$ 42.21	\$ 36.08
Third Quarter	\$ 24.15	\$ 4.94	\$ 39.20	\$ 17.32
Fourth Quarter	\$ 7.60	\$ 2.77	\$ 20.28	\$ 11.99
2009				
First Quarter	\$ 7.38	\$ 2.03	\$ 20.20	\$ 9.11
Second Quarter	\$ 6.23	\$ 3.03	\$ 17.43	\$ 11.01
Third Quarter	\$ 7.64	\$ 4.44	\$ 19.12	\$ 14.11
Fourth Quarter	\$ 7.21	\$ 4.76	\$ 16.76	\$ 13.65
2010				
First Quarter	\$ 6.21	\$ 3.57	\$ 17.02	\$ 10.84
Second Quarter	\$ 4.91	\$ 3.50	\$ 13.83	\$ 10.16
Third Quarter (through September 10, 2010)	\$ 4.30	\$ 3.35	\$ 11.97	\$ 9.36

On April 9, 2010, the last trading day before the public announcement of the signing of the merger agreement, the closing sale price per share of RRI common stock was \$3.95 and the closing sale price per share of Mirant common stock was \$10.73, in each case on the NYSE. On September 10, 2010, the latest practicable date before the date of this joint proxy statement/prospectus, the closing sale price per share of RRI common stock was \$3.75 and the closing sale price per share of Mirant common stock was \$10.49, in each case on the NYSE. The table below sets forth the equivalent market value per share of Mirant common stock on April 9, 2010 and September 10, 2010, as determined by multiplying the closing prices of shares of RRI common stock on those dates by the exchange ratio of 2.835. Although the exchange ratio is fixed (subject to adjustment for the proposed RRI reverse stock split), the market prices of RRI common stock and Mirant common stock will fluctuate before the special meetings and before the merger is completed. The market value of the merger consideration ultimately received by Mirant stockholders will depend on the closing price of RRI common stock on the day such stockholders receive their shares of RRI common stock.

	RRI Common Stock	Mirant Common Stock	Equivalent Per Share of Mirant Common Stock
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April 9, 2010	\$ 3.95	\$ 10.73	\$ 11.20
September 10, 2010	\$ 3.75	\$ 10.49	\$ 10.63

Dividends and Other Distributions

RRI has never paid or declared any dividends on its common stock. RRI's ability to pay dividends is restricted by provisions in its June 2007 Senior Secured revolver and letter of credit facility, as well as similar provisions in its 6.75% senior secured notes due 2014 and its guarantees of the PEDFA bonds. Mirant has not paid or declared any dividends on its common stock in the last three years and does not anticipate paying any cash dividends prior to completion of the merger. The board of directors of the combined company will determine its new dividend policy.

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CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING STATEMENTS

This document contains certain forward-looking information about RRI, Mirant and the combined company that is intended to be covered by the safe harbor for forward-looking statements provided by the Private Securities Litigation Reform Act of 1995. These statements may be made directly in this joint proxy statement/prospectus or may be incorporated by reference to other documents and may include statements for the period after completion of the merger. These forward-looking statements relate to outlooks or expectations for earnings, revenues, expenses, asset quality or other future financial or business performance, strategies or expectations, or the effect of legal, regulatory or supervisory matters on business, results of operations or financial condition, and include, among others:

statements relating to the benefits of the merger, including anticipated synergies and cost savings estimated to result from the merger;

statements relating to future business prospects, revenue, income, liquidity and financial condition; and

statements preceded by, followed by or that include the words estimate, plan, project, forecast, intend, anticipate, believe, think, view, seek, target or similar expressions.

Forward-looking statements reflect managements judgment based on currently available information and involve a number of factors, risks and uncertainties that could cause actual results to differ. With respect to these forward-looking statements, each of RRI management and Mirant management has made assumptions regarding, among other things, future demand and market prices for electricity, capacity, fuel and emission allowances, operating, general and administrative costs, financial and economic market conditions and legislative, regulatory and/or market developments. The future and assumptions about the future cannot be ensured. Actual results may differ materially from those in the forward-looking statements. Some factors, risks and uncertainties that could cause actual results to differ include:

the ability to obtain governmental approvals of the merger, or acceptable debt financing, on the proposed terms and time schedule;

the risk that the businesses will not be integrated successfully;

expected cost savings from the merger may not be fully realized within the expected time frames or at all;

revenues following the merger may be lower than expected;

changes in political or other factors such as monetary policy, legal and regulatory changes or other external factors over which the companies have no control;

changes in general economic and market conditions, including demand and market prices for electricity, capacity, fuel and emission allowances; and

those set forth in or incorporated by reference into this joint proxy statement/prospectus in the section entitled Risk Factors beginning on page 20.

You are cautioned not to place undue reliance on any forward-looking statements, which speak only as of the date of this joint proxy statement/prospectus, or in the case of a document incorporated by reference, as of the date of that

document. Except as required by law, neither RRI nor Mirant undertakes any obligation to publicly update or release any revisions to these forward-looking statements to reflect any events or circumstances after the date that they were made or to reflect the occurrence of unanticipated events.

Additional factors, risks and uncertainties that could cause actual results to differ materially from those expressed in the forward-looking statements are discussed in reports filed with the SEC by RRI and Mirant. See [Where You Can Find More Information](#) beginning on page 159 for a list of the documents incorporated by reference.

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RISK FACTORS

*In addition to the other information included or incorporated by reference in this joint proxy statement/prospectus, including the matters addressed in **Cautionary Statement Regarding Forward-Looking Statements** on page 19, you should carefully consider the following risks before deciding how to vote.*

Because the exchange ratio is fixed and the market price of shares of RRI common stock will fluctuate, Mirant stockholders cannot be sure of the value of the merger consideration they will receive.

Upon completion of the merger, each outstanding share of Mirant common stock will be converted into the right to receive 2.835 shares of RRI common stock, subject to adjustment if the proposed RRI reverse stock split is effected prior to the issuance of shares of RRI common stock in connection with the merger. The number of shares of RRI common stock to be issued pursuant to the merger agreement for each share of Mirant common stock is fixed and will not change to reflect changes in the market price of RRI or Mirant common stock. The market price of RRI common stock at the time of completion of the merger may vary significantly from the market prices of RRI common stock on the date the merger agreement was executed, the date of this joint proxy statement/prospectus and the date of the respective special stockholder meetings. Accordingly, at the time of the Mirant special stockholder meeting, you will not know or be able to calculate the market value of the merger consideration you will receive upon completion of the merger.

In addition, the merger might not be completed until a significant period of time has passed after the respective special stockholder meetings. Because the exchange ratio will not be adjusted to reflect any changes in the market value of RRI common stock or Mirant common stock, the market value of the RRI common stock issued in connection with the merger and the Mirant common stock surrendered in connection with the merger may be higher or lower than the values of those shares on earlier dates. Stock price changes may result from, among other things, changes in the business, operations or prospects of RRI or Mirant prior to or following the merger, litigation or regulatory considerations, general business, market, industry or economic conditions and other factors both within and beyond the control of RRI and Mirant. Neither RRI nor Mirant is permitted to terminate the merger agreement solely because of changes in the market price of either company's common stock.

Current RRI and Mirant stockholders will have a reduced ownership and voting interest after the merger.

RRI will issue or reserve for issuance approximately 528 million shares of RRI common stock (subject to adjustment if the proposed RRI reverse stock split is effected prior to the issuance of shares of RRI common stock in connection with the merger) to Mirant stockholders in the merger (including shares of RRI common stock to be issued in connection with outstanding Mirant equity awards). As a result of these issuances, current RRI and Mirant stockholders are expected to hold approximately 46% and 54%, respectively, of the combined company's outstanding common stock immediately following completion of the merger.

RRI and Mirant stockholders currently have the right to vote for their respective directors and on other matters affecting the applicable company. When the merger occurs, each Mirant stockholder that receives shares of RRI common stock will become a stockholder of RRI (proposed to be renamed GenOn Energy) with a percentage ownership of the combined company that will be smaller than the stockholder's percentage ownership of Mirant. Correspondingly, each RRI stockholder will remain a stockholder of RRI (proposed to be renamed GenOn Energy) with a percentage ownership of the combined company that will be smaller than the stockholder's percentage of RRI prior to the merger. As a result of these reduced ownership percentages, RRI stockholders will have less voting power in the combined company than they now have with respect to RRI, and former Mirant stockholders will have less

voting power in the combined company than they now have with respect to Mirant.

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The merger agreement contains provisions that limit each of RRI's and Mirant's ability to pursue alternatives to the merger, which could discourage a potential acquirer of either Mirant or RRI from making an alternative transaction proposal and, in certain circumstances, could require RRI or Mirant to pay to the other a significant termination fee.

Under the merger agreement, RRI and Mirant are restricted, subject to limited exceptions, from entering into alternative transactions in lieu of the merger. In general, unless and until the merger agreement is terminated, both RRI and Mirant are restricted from, among other things, soliciting, initiating, seeking, knowingly encouraging or facilitating a competing acquisition proposal from any person. Each of the RRI board of directors and the Mirant board of directors is limited in its ability to change its recommendation with respect to the merger-related proposals. RRI or Mirant may terminate the merger agreement and enter into an agreement with respect to a superior proposal only if specified conditions have been satisfied, including compliance with the non-solicitation provisions of the merger agreement. These provisions could discourage a third party that may have an interest in acquiring all or a significant part of RRI or Mirant from considering or proposing such an acquisition, even if such third party were prepared to pay consideration with a higher per share cash or market value than the consideration proposed to be received or realized in the merger, or might result in a potential acquirer proposing to pay a lower price than it would otherwise have proposed to pay because of the added expense of the termination fee that may become payable. As a result of these restrictions, neither RRI nor Mirant may be able to enter into an agreement with respect to a more favorable alternative transaction without incurring potentially significant liability to the other. Under the merger agreement, RRI or Mirant may be required to pay to the other a termination fee of approximately \$37 million or \$58 million, depending on the nature of the termination. See *The Merger Agreement – No Solicitations* beginning on page 74.

RRI and Mirant will be subject to various uncertainties and contractual restrictions while the merger is pending that could adversely affect their financial results.

Uncertainty about the effect of the merger on employees, suppliers and customers may have an adverse effect on RRI and/or Mirant. These uncertainties may impair RRI's and/or Mirant's ability to attract, retain and motivate key personnel until the merger is completed and for a period of time thereafter, and could cause customers, suppliers and others who deal with RRI or Mirant to seek to change existing business relationships with RRI or Mirant. Employee retention and recruitment may be particularly challenging prior to completion of the merger, as employees and prospective employees may experience uncertainty about their future roles with the combined company.

The pursuit of the merger and the preparation for the integration may place a significant burden on management and internal resources. Any significant diversion of management attention away from ongoing business and any difficulties encountered in the transition and integration process could affect RRI's and/or Mirant's financial results.

In addition, the merger agreement restricts each of RRI and Mirant, without the other's consent, from making certain acquisitions and dispositions and taking other specified actions while the merger is pending. These restrictions may prevent RRI and/or Mirant from pursuing attractive business opportunities and making other changes to their respective businesses prior to completion of the merger or termination of the merger agreement. See *The Merger Agreement – Conduct of Business Prior to Closing* beginning on page 72.

If completed, the merger may not achieve its intended results, and RRI and Mirant may be unable to successfully integrate their operations.

RRI and Mirant entered into the merger agreement with the expectation that the merger will result in various benefits, including, among other things, cost savings and operating efficiencies. Achieving the anticipated benefits of the merger is subject to a number of uncertainties, including whether the businesses of RRI and Mirant can be integrated

in an efficient and effective manner.

It is possible that the integration process could take longer than anticipated and could result in the loss of valuable employees, the disruption of each company's ongoing businesses, processes and systems or

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inconsistencies in standards, controls, procedures, practices, policies and compensation arrangements, any of which could adversely affect the combined company's ability to achieve the anticipated benefits of the merger. The combined company's results of operations could also be adversely affected by any issues attributable to either company's operations that arise or are based on events or actions that occur prior to the closing of the merger. The companies may have difficulty addressing possible differences in corporate cultures and management philosophies. The integration process is subject to a number of uncertainties, and no assurance can be given that the anticipated benefits will be realized or, if realized, the timing of their realization. Failure to achieve these anticipated benefits could result in increased costs or decreases in the amount of expected revenues and could adversely affect the combined company's future business, financial condition, operating results and prospects.

Pending litigation against RRI and Mirant could result in an injunction preventing completion of the merger, the payment of damages in the event the merger is completed and/or may adversely affect the combined company's business, financial condition or results of operations following the merger.

In connection with the merger, purported stockholders of Mirant have filed putative stockholder class action lawsuits against Mirant and its directors, RRI and Merger Sub. Among other remedies, the plaintiffs seek to enjoin the merger. If a final settlement is not reached, these lawsuits could prevent or delay completion of the merger and result in substantial costs to RRI and Mirant, including any costs associated with the indemnification of directors. The defense or settlement of any lawsuit or claim that remains unresolved at the time the merger is completed may adversely affect the combined company's business, financial condition or results of operations. See [Litigation Relating to the Merger](#) on page 63.

RRI and Mirant may be unable to obtain in the anticipated timeframe, or at all, acceptable debt financing in an amount sufficient to fund the refinancing transactions contemplated by the merger agreement or the regulatory approvals required to complete the merger or, in order to do so, RRI and Mirant may be required to comply with material restrictions or conditions that may negatively affect the combined company after the merger is completed or cause them to abandon the merger. Failure to complete the merger could negatively affect the future business and financial results of RRI and Mirant.

Completion of the merger is contingent upon, among other things, receipt of acceptable debt financing in an amount sufficient to fund the refinancing transactions contemplated by the merger agreement, the expiration or termination of the applicable HSR Act waiting period, required regulatory approvals from FERC and the NYPSC (or, with regard to the NYPSC, a determination that such approval is not required) and the filing of applicable notices with the CPUC. RRI and Mirant can provide no assurance that acceptable debt financing or all required regulatory authorizations, approvals or consents will be obtained or that the financing, authorizations, approvals or consents will not contain terms, conditions or restrictions that would be detrimental to the combined company after completion of the merger. Obtaining the financing is dependent on numerous factors, including capital market conditions, credit availability from financial institutions and both companies' financial performance. See [The Merger Regulatory Approvals Required for the Merger](#) on page 61 and [The Merger Refinancing](#) beginning on page 61.

The special meetings of RRI and Mirant stockholders at which the merger-related proposals will be considered may take place before all of the required regulatory approvals have been obtained and before all conditions to such approvals, if any, are known. In this event, if the merger-related proposals are approved, RRI and Mirant may subsequently agree to conditions without further seeking stockholder approval, even if such conditions could have an adverse effect on RRI, Mirant or the combined company.

Satisfying the conditions to, and completion of, the merger may take longer than, and could cost more than, RRI and Mirant expect. Any delay in completing or any additional conditions imposed in order to complete the merger may materially adversely affect the synergies and other benefits that RRI and Mirant expect to achieve from the merger and

the integration of their respective businesses.

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Neither RRI nor Mirant can make any assurances that it will be able to satisfy all the conditions to the merger or succeed in any litigation brought in connection with the merger. If the merger is not completed, the financial results of RRI and/or Mirant may be adversely affected and RRI and/or Mirant will be subject to several risks, including but not limited to:

payment to the other of a termination fee of approximately \$37 million or \$58 million, as specified in the merger agreement, depending on the nature of the termination;

payment of costs relating to the merger, whether or not the merger is completed; and

being subject to litigation related to any failure to complete the merger. See Litigation Relating to the Merger on page 63.

The combined company anticipates recording a non-cash gain at the completion of the merger because the estimated fair value of the acquired assets and liabilities exceeds the purchase price. The acquired assets may become impaired in the future and adversely affect the combined company's operating results.

Under the merger agreement, upon completion of the merger, Mirant will become a wholly owned subsidiary of RRI. However, under GAAP, Mirant will be treated as the acquirer for accounting purposes and the merger will be accounted for under the acquisition method of accounting as a purchase by Mirant of RRI. Accordingly, the total implied purchase price deemed paid by Mirant in the merger will be allocated to RRI's tangible assets and liabilities and identifiable intangible assets based on their estimated fair values as of the date of completion of the merger. The combined company anticipates recording a non-cash gain to the extent the estimated fair value of the acquired assets and liabilities exceeds the purchase price. As a result of future changes in the assumptions used to estimate the fair value of the acquired tangible and intangible assets, these assets may become impaired and the combined company may be required to incur material charges relating to such impairment, which could have a material effect on the combined company's operating results.

The pro forma financial statements included in this joint proxy statement/prospectus are presented for illustrative purposes only and may not be an indication of the combined company's financial condition or results of operations following the merger.

The pro forma financial statements contained in this joint proxy statement/prospectus are presented for illustrative purposes only, are based on various adjustments, assumptions and preliminary estimates and may not be an indication of the combined company's financial condition or results of operations following the merger for several reasons. See

Unaudited Pro Forma Condensed Combined Consolidated Financial Statements beginning on page 106. The actual financial condition and results of operations of the combined company following the merger may not be consistent with, or evident from, these pro forma financial statements. In addition, the assumptions used in preparing the pro forma financial information may not prove to be accurate, and other factors may affect the combined company's financial condition or results of operations following the merger. Any potential decline in the combined company's financial condition or results of operations may cause significant variations in the stock price of the combined company.

RRI and Mirant will incur substantial transaction fees and costs in connection with the merger.

RRI and Mirant expect to incur non-recurring expenses totaling approximately \$200 million, which include \$75 million of transaction costs and \$125 million of restructuring or exit costs that may be incurred to achieve the desired cost savings from the merger. In addition to the \$200 million of expenses, we expect debt issuance costs of \$73 million to be incurred and capitalized in connection with the issuance of new debt by the combined companies.

Additional unanticipated costs may be incurred in the course of the integration of the businesses of RRI and Mirant. The companies cannot be certain that the elimination of duplicative costs or the realization of other efficiencies related to the integration of the two businesses will offset the transaction and integration costs in the near term, or at all.

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Certain directors and executive officers of RRI and Mirant have interests in the merger that are different from, or in addition to, those of other RRI and Mirant stockholders, which could have influenced their decisions to support or approve the merger.

In considering whether to approve the proposals at the special meetings, RRI and Mirant stockholders should recognize that certain directors and executive officers of RRI and Mirant have interests in the merger that differ from, or that are in addition to, their interests as stockholders of RRI and Mirant. These interests include, among others, ownership interests in the combined company, continued service as a director or an executive officer of the combined company, and the accelerated vesting of certain equity awards and/or certain severance benefits in connection with the merger. These interests, among others, may influence the directors and executive officers of RRI to support or approve the Share Issuance proposal and/or the directors and executive officers of Mirant to support or approve the Merger proposal. See *The Merger* *Interests of Directors and Executive Officers in the Merger* beginning on page 52.

The combined company's hedging activities may not be fully protected from fluctuations in commodity prices and cannot eliminate the risks associated with these activities.

Currently, a smaller amount of RRI's fuel purchases and electricity sales are hedged and for a shorter time frame, as compared with those of Mirant. Mirant currently engages in activities to hedge its economic risks related to electricity sales, fuel purchases and emissions allowances. RRI and Mirant expect that the combined company will use appropriate hedging strategies to manage this risk, including opportunistically hedging over multiple year periods to reduce the variability in realized gross margin from its expected generation. The combined company cannot provide assurance that these activities will be successful in managing its price risks or that they will not result in net losses as a result of future volatility in electricity, fuel and emissions markets. Actual power prices and fuel costs may differ from the combined company's expectations.

Furthermore, the hedging procedures that the combined company will have in place may not always be followed or may not always work as planned. If any of the combined company's employees were able to engage in unauthorized hedging and related activities, it could result in significant penalties and financial losses. As a result of these and other factors, we cannot predict the outcome that risk management decisions may have on the business, operating results or financial position of the combined company.

The addition of Mirant's proprietary trading activities may increase the volatility of the quarterly and annual financial results of the combined company as compared to RRI as a standalone company.

Currently, RRI does not engage in proprietary trading. Mirant, however, engages in proprietary trading activities, through which it attempts to achieve incremental returns by transacting where it has specific market expertise. RRI and Mirant expect that the combined company will continue Mirant's proprietary trading activities. Therefore, the combined company will be subject to risks related to such activities, which are risks to which RRI is not currently exposed.

Derivatives from the combined company's hedging and proprietary trading activities will be recorded on the combined company's balance sheet at fair value in accordance with GAAP. Accordingly, none of the combined company's derivatives recorded at fair value will be designated as a hedge and changes in their fair values will be recognized in earnings as unrealized gains or losses. As a result, the combined company's financial results including gross margin, operating income and balance sheet ratios may, at times, be volatile and subject to fluctuations in value primarily because of changes in forward electricity and fuel prices.

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There are risks associated with the proposed RRI reverse stock split, including that the reverse stock split may not result in an increase in the per share price of RRI common stock.

If the proposed RRI reverse stock split is effected, RRI cannot predict whether the proposed RRI reverse stock split will increase the market price of RRI common stock. The history of similar stock split combinations for companies in like circumstances is varied. There is no assurance that:

the market price per share of RRI common stock after the proposed RRI reverse stock split will rise to a level that is more similar to that of other companies RRI views as its peer group or in proportion to the reduction in the number of shares of RRI common stock outstanding before the proposed RRI reverse stock split; or

the proposed RRI reverse stock split will result in a per share price that will increase RRI's ability to attract and retain employees.

The market price of RRI common stock will also be based on RRI's performance and other factors, some of which are unrelated to the number of shares of RRI common stock outstanding. The liquidity of RRI common stock could be adversely affected by the reduced number of shares that would be outstanding after the proposed RRI reverse stock split.

The merger is expected to result in an ownership change for Mirant and RRI under Section 382 of the Code, substantially limiting the use of the NOL carryforwards and other tax attributes of both Mirant and RRI to offset future taxable income of the combined company.

At December 31, 2009, Mirant had approximately \$2.7 billion of net operating loss, which is referred to as NOL, carryforwards for U.S. federal income tax purposes and approximately \$4.8 billion of NOL carryforwards for state income tax purposes. At December 31, 2009, RRI had approximately \$1.3 billion of NOL carryforwards for U.S. federal income tax purposes and approximately \$3.9 billion of state NOL carryforwards for state income tax purposes. The utilization of the combined company's NOL carryforwards depends on the timing and amount of taxable income earned in the future, which neither Mirant nor RRI is able to predict. Moreover, the merger is expected to result in an ownership change for both Mirant and RRI under Section 382 of the Code, substantially limiting the use of the NOL carryforwards of both Mirant and RRI to offset future taxable income of the combined company for both federal and state income tax purposes. These tax attributes are subject to expiration at various times in the future to the extent that they have not been applied to offset the taxable income of the combined company. These limitations may affect the combined company's effective tax rate in the future.

Risks relating to RRI and Mirant.

RRI and Mirant are, and will continue to be, subject to the risks described in the following periodic reports, each of which is incorporated by reference into this joint proxy statement/prospectus:

RRI's Annual Report on Form 10-K for the year ended December 31, 2009, which was filed by RRI on February 25, 2010 with the SEC;

RRI's Quarterly Reports on Form 10-Q for the quarterly periods ended March 31, 2010 and June 30, 2010, which were filed by RRI with the SEC on May 6, 2010 and July 30, 2010, respectively;

Mirant's Annual Report on Form 10-K for the year ended December 31, 2009, which was filed by Mirant on February 26, 2010 with the SEC; and

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Mirant's Quarterly Reports on Form 10-Q for the quarterly periods ended March 31, 2010 and June 30, 2010, which were filed by Mirant with the SEC on May 7, 2010 and August 6, 2010, respectively.

Please see "Where You Can Find More Information" beginning on page 159 for how you can obtain information incorporated by reference into this joint proxy statement/prospectus.

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THE MERGER

The following is a discussion of the merger and the material terms of the merger agreement between RRI and Mirant. You are urged to read carefully the merger agreement in its entirety, a copy of which is attached as Annex A to this joint proxy statement/prospectus and incorporated by reference herein.

Background of the Merger

The power generation industry is cyclical and capital intensive. Competitive power markets are relatively immature. In addition, the ownership of competitive generation assets is fragmented. RRI expects the industry to consolidate over time and thinks scale and diversity are important to long-term stockholder value creation. Part of RRI's strategy has been to create value from industry consolidation. To that end, from time to time, the senior management of RRI has engaged in discussions with other industry participants regarding consolidation in the sector. The RRI board of directors was regularly briefed on these discussions.

Similarly, Mirant has regularly reviewed and evaluated its business strategy and strategic alternatives with the goal of enhancing stockholder value. As a result of these reviews, the Mirant board of directors and its management have undertaken a variety of actions aimed at enhancing Mirant's performance and prospects and providing current value to stockholders. Much of this activity has been in response to two factors inherent in Mirant's business: (i) for most of the period between January 2006 (when Mirant emerged from bankruptcy) and 2008, the business had cash in excess of its needs, which the Mirant board of directors distributed to stockholders, and (ii) the geographic footprint of the business and fuel sources of its plants are less diversified than the Mirant board of directors thinks to be optimal. Accordingly, since Mirant emerged from bankruptcy four years ago, it has sought to address the two factors mentioned above by publicly proposing (but later withdrawing) a significant acquisition in 2006, publicly exploring strategic alternatives to enhance stockholder value, including a sale of the entire company, in 2007 (which ended without any financeable acquisition proposal being made), selling its Philippines and Caribbean businesses as well as six U.S. gas plants for aggregate net proceeds of approximately \$5 billion in 2007 and returning a total of over \$5.3 billion to Mirant stockholders by means of a self-tender offer, an accelerated share repurchase program and open market purchases (at various times in 2006, 2007 and 2008). In June 2008, Mirant was approached by a larger company about a potential business combination in which Mirant stockholders would receive a distribution of cash on hand at Mirant and shares of the acquiring company, which consideration, in the aggregate, represented a premium to the trading value of shares of Mirant common stock. Mirant and the strategic acquiror negotiated with respect to the financial and contractual terms of the combination but had not reached agreement when negotiations were terminated by the other party in August 2008. In connection with all these actions, Mirant retained J.P. Morgan as its financial advisor and Wachtell Lipton as its legal advisor.

On October 6, 2008, the RRI board of directors initiated a process to explore the full range of possible strategic alternatives to enhance stockholder value and formed a special committee consisting of Messrs. Steven L. Miller, Chairman of the RRI board of directors, and Evan J. Silverstein, Joel V. Staff and William L. Transier, each directors of RRI, to oversee the process and make associated recommendations to the full RRI board of directors. These alternatives included the sale of all or substantially all of RRI, the sale of some or all of RRI's retail electric business or the sale of some or all of RRI's wholesale generation business. The RRI board of directors engaged Goldman Sachs and Morgan Stanley to act as financial advisors in connection with the strategic review. RRI issued a press release announcing the commencement of the strategic review and the formation of the special committee.

From October 2008 to April 2009, Goldman Sachs and Morgan Stanley had contacts with 36 parties regarding their potential interest in engaging in a strategic business combination transaction involving all or a portion of RRI,

including Mirant. In the fall of 2008, Mirant's then chief financial officer contacted Goldman Sachs and indicated Mirant's possible interest in a transaction with RRI involving its generation business. In January 2009, Mr. Edward R. Muller, the chairman and chief executive officer of Mirant, contacted Mr. Mark M. Jacobs, RRI's chief executive officer and indicated that Mirant had an interest in exploring a combination involving RRI's wholesale business in the event that the RRI retail business was sold. There were no further conversations with Mirant or its representatives during this strategic review.

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In connection with its strategic review, in November and December 2008, RRI entered into confidentiality agreements with approximately ten parties, all of which conducted some level of due diligence on all or a part of RRI's business. Throughout November 2008, Goldman Sachs, Morgan Stanley and members of senior management from RRI made presentations to, and conducted preliminary discussions with, several of these parties. During late 2008 and early 2009, RRI's senior management and financial and legal advisors continued discussions with one such party regarding the potential sale of RRI's wholesale business.

In late 2008, RRI commenced negotiations regarding the sale of its Texas retail business to NRG Energy, Inc., or NRG. On February 28, 2009, RRI announced the execution of a definitive agreement providing for the sale of its Texas retail business to a subsidiary of NRG. No agreement was reached with any other party regarding a strategic business combination transaction. In May 2009, RRI closed the sale of its Texas retail business to NRG and announced that it had concluded its formal review of strategic alternatives.

From time to time, Mr. Jacobs has engaged in informal conversations with other CEOs in the merchant energy sector to build and foster long-term relationships and to discuss various industry issues, including, among other things, climate change, industry fundamentals and the commodities markets, as well as consolidation in the industry. During one such meeting on August 27, 2009, Messrs. Jacobs and Muller's conversation evolved into a discussion of exploring a possible combination of RRI and Mirant on an at-market merger of equals basis. During meetings on September 9 and 10, 2009, Mr. Jacobs briefed the RRI board of directors of this conversation.

On September 15, 2009, Mr. Jacobs informed Mr. Muller that the RRI board of directors was supportive of his continuing to discuss the potential for a combination of RRI and Mirant. On September 15, 2009, RRI and Mirant entered into a confidentiality agreement so that each party could confirm its strategic rationale for and identify potential benefits and issues related to a combination.

On September 18, 2009, Messrs. Jacobs and Muller, together with other members of their respective senior management teams, met to discuss a work plan to evaluate the potential benefits of a combination, including potential cost savings and financial impact, and to identify possible impediments to a transaction. Over the next month, management and outside advisors of each of RRI and Mirant exchanged materials and conducted reviews of the business, operations, assets and liabilities of the other company.

Between September 15, 2009 and October 19, 2009, Mirant's senior management informed and periodically updated the Mirant board of directors as to its discussions with RRI's senior executives and its due diligence review of RRI. Similarly, RRI's senior management team informed and periodically updated the RRI board of directors as to its discussions with Mirant's senior executives and its due diligence review of Mirant.

On October 19, 2009, the Mirant board of directors met with Mirant's senior management and outside legal and financial advisors to review the strategic rationale for a business combination with RRI and the status of the discussions with RRI and the results of due diligence performed to date.

At a meeting of the RRI board of directors on October 21, 2009, RRI management discussed with its board the strategic rationale for and potential benefits of a business combination transaction with Mirant, including the significant cost synergies, the increased scale and scope of the combined company, and the increased financial flexibility of the combined company. RRI management also outlined for the RRI board of directors the range of issues that would arise in negotiating a transaction, including structuring and governance issues and the methodology for determining an at-market exchange ratio. The RRI board of directors and management agreed that there would need to be balance in the resolution of these issues in order to reach an effective merger of equals transaction, and the RRI board of directors authorized management to continue discussions. See Rationale for the Merger beginning on page 30.

On October 22, 2009, Messrs. Jacobs and Muller met and discussed potential terms of a transaction, including leadership structure, board composition, headquarters location, and an approach to determine an at-market exchange ratio, which would be based on trading prices for a relatively short period of time prior to announcement of a transaction. On October 22, 2009, RRI engaged Goldman Sachs and Morgan Stanley to assist in evaluating the possible transaction.

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On October 28, 2009, Messrs. Jacobs and Muller discussed the progress that had been made in evaluating the potential benefits of a combination, including those outlined above, and agreed to continue to pursue a possible transaction. Messrs. Jacobs and Muller determined that the next step would be for the two of them to meet with Mr. Miller and Mr. A.D. Correll, the lead director of Mirant, to discuss governance matters.

In late October 2009, Mr. Muller was contacted by the chief executive officer of another company in the power generation industry, which is referred to as Party A, who indicated that Party A was interested in acquiring Mirant for a mix of cash and stock at a premium to Mirant's then current market price and, in response to Mr. Muller's request, provided a preliminary, non-binding indication of interest.

On November 4, 2009, the Mirant board of directors met for a regularly scheduled meeting, together with Mirant's senior management and outside advisors, and discussed the progress of the discussions with RRI, the due diligence process and projected financial information for RRI and the company which would result from a combination of Mirant and RRI. The Mirant board of directors were also apprised of the contact that had been made by Party A.

On November 18, 2009, the RRI board of directors received an update from Mr. Jacobs, other members of senior management and RRI's legal and financial advisors on the status of the discussions with Mirant. The RRI board of directors and senior management discussed various governance issues, including the location of the headquarters of the combined company, the need for a lead director, board composition, and CEO succession, as well as alternatives for determining an at-market exchange ratio.

On December 2, 2009, Messrs. Jacobs and Miller met with Messrs. Muller and Correll to discuss various issues regarding the proposed transaction, including the governance and executive leadership of the combined company and the location of the combined company's headquarters.

On December 8, 2009, Messrs. Jacobs and Muller met to further discuss various terms of the proposed transaction, including the location of the combined company's headquarters, the size and composition of the board of directors of the combined company, the composition of the senior management of the combined company and the methodology for determining an at-market exchange ratio. On December 11, 2009, Mr. Jacobs communicated to Mr. Muller RRI's position on the terms discussed at their previous meeting, including RRI's view that the headquarters of the combined company would be in Houston, Mr. Muller would be CEO of the combined company, the leadership team of the combined company would reflect a balance from each company, and that the exchange ratio would be based upon the average trading prices of the Mirant and RRI shares for ten days prior to announcement of a transaction. Mr. Muller indicated that the Mirant board of directors would consider RRI's position on each of the various terms.

Also in December 2009, following the entering into of a confidentiality agreement the previous month and preliminary mutual due diligence, Party A's chief executive officer informed Mr. Muller that, based on the limited due diligence performed to date, Party A was no longer interested in pursuing an acquisition of Mirant.

On January 4, 2010, Mr. Muller communicated to Mr. Jacobs a proposal regarding the issues that Mr. Jacobs had outlined in the December 11th conversation. The Mirant proposal contemplated that the exchange ratio would be set to achieve a specified percentage ownership of the combined company by each company's respective stockholders, that the combined company would be headquartered in Atlanta, that the combined company's board would consist of ten members, with five directors from each company, that board committee membership and committee leadership positions would be evenly split, that the lead director position would be filled by an RRI director, and that Mr. Muller would be chairman and chief executive officer, and Mr. Jacobs would be president and chief operating officer, of the combined company.

On January 19, 2010, Mr. Jacobs communicated to Mr. Muller a response to the Mirant January 4th proposal. The RRI response contemplated the board size and composition, committee membership and leadership positions and lead director position as proposed by Mirant. The RRI response contemplated that the exchange ratio would be based on the volume weighted average prices of the Mirant and RRI shares over a ten trading-day period ending two days prior to announcement of a transaction, with no premium being applied to such exchange ratio in favor of either Mirant or RRI stockholders, and that the combined company's headquarters would be in Houston.

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On January 26, 2010, Mr. Correll informed Mr. Miller that the reaction of the Mirant board of directors to the January 19th RRI proposal was generally favorable, including with respect to the location of the corporate headquarters and the methodology for determining the exchange ratio.

In late January 2010, Mr. Muller was contacted by and met with the chief executive officer of a smaller company in the power generation industry, which is referred to as Party B. At this meeting, Party B's chief executive officer informed Mr. Muller that Party B was interested in entering into a strategic business combination with Mirant. In late February 2010, following the entering into of a confidentiality agreement the previous month and preliminary mutual due diligence, Mirant's management determined that a strategic business combination with Party B did not present a sufficiently attractive strategic alternative and Mr. Muller advised Party B's chief executive officer that Mirant was not interested in pursuing a business combination with Party B.

On February 1, 2010, following meetings between the senior management teams to further explore potential benefits of the transaction, Messrs. Jacobs and Muller discussed the composition of a senior leadership team, organizational structure and the operating philosophy for the combined company.

On February 3, 2010, Mr. Jacobs and RRI's advisors updated the members of the RRI board of directors regarding the February 1 discussions between Messrs. Jacobs and Muller. The RRI board of directors decided to invite Messrs. Muller and Correll to meet with the RRI board of directors to discuss their operating philosophy and strategic vision for the combined company.

Between February 3, 2010 and March 13, 2010, Messrs. Jacobs and Muller continued to have periodic discussions regarding the composition of a senior leadership team, organizational structure and the operating philosophy for the combined company.

On March 13 and 14, 2010, Messrs. Muller and Correll met with the RRI board of directors. Mr. Muller outlined for the RRI board of directors Mirant's views of the operating philosophy and strategic vision of the combined company, as well as the challenges facing the industry, including the impact of proposed carbon legislation and environmental regulations, the strategic benefits of a combination and the business strategy of the combined company. Following that meeting, the RRI board of directors authorized Mr. Jacobs to pursue further discussions with a view to finalizing the terms of a transaction.

On March 19, 2010, Wachtell Lipton delivered an initial draft merger agreement to RRI's legal counsel, Skadden. Over the course of the following three weeks, Wachtell Lipton and Skadden, as well as representatives of RRI and Mirant, completed their due diligence and continued to negotiate the terms of the merger agreement including, among other things, the terms and scope of the parties' no shop restrictions, the circumstances under which the proposed merger could be terminated, the amount of the termination fee and the circumstances under which such fee would be payable by either party, the conditions to completion of the merger and the parties' respective covenants relating to the satisfaction of those conditions, and terms and scope of the representations and warranties and interim operating and other pre-closing covenants of the parties.

On April 1, 2010, the RRI board of directors, representatives of RRI management, Skadden, Goldman Sachs and Morgan Stanley met and reviewed the status of the discussions with Mirant and the results of its due diligence on Mirant to date and provided an updated analysis of the merits of a strategic combination of the two companies.

On April 10, 2010, the RRI board of directors met to consider the proposed strategic business combination of RRI and Mirant. Prior to the meeting, the RRI board of directors was provided with a substantially final draft of the merger agreement and other materials related to the proposed transaction. At the meeting, RRI's management updated the RRI board of directors on the terms of the proposed transaction and the results of its due diligence on Mirant, and reviewed

the strategic rationale and the anticipated benefits of the proposed transaction to the RRI stockholders; and representatives of Skadden reviewed with the RRI board of directors the terms of the proposed merger agreement and addressed various other issues and related matters. Representatives of Goldman Sachs and Morgan Stanley reviewed the financial terms of the transaction and presented certain financial analyses conducted with respect to the merger, and each of Goldman Sachs and

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Morgan Stanley rendered an oral opinion (as subsequently confirmed in writing in opinions dated April 10, 2010 and April 11, 2010, respectively), as described under **Opinion of RRI's Financial Advisors**, that as of that date and based on and subject to the assumptions made, procedures followed, matters considered and limitations of review set forth in their respective opinions, the proposed exchange ratio was fair, from a financial point of view, to RRI. RRI management, Goldman Sachs and Morgan Stanley also discussed with the board of directors the contemplated financing terms. Following discussions, and taking into consideration the factors described under **Rationale for the Merger** and **RRI Board of Directors Recommendation and Its Reasons for the Merger**, the RRI board of directors unanimously approved the merger agreement, the merger and the other transactions contemplated by the merger agreement, and resolved to recommend the approval by the RRI stockholders of the issuance of shares of RRI common stock in the merger.

On April 10, 2010, the Mirant board of directors also met to consider the proposed strategic business combination between RRI and Mirant. Wachtell Lipton reviewed with the Mirant board of directors its fiduciary duties and then described to the Mirant board of directors the principal terms of the proposed merger agreement and addressed compensation and benefit matters and general timing considerations. J.P. Morgan reviewed with the Mirant board of directors J.P. Morgan's financial analysis performed in connection with the proposed merger and delivered to the Mirant board of directors an oral opinion (confirmed by delivery of a written opinion dated April 10, 2010), to the effect that, as of that date and based upon and subject to the factors and assumptions set forth therein, the exchange ratio pursuant to the merger agreement was fair, from a financial point of view, to the holders of Mirant common stock. After considering the foregoing and the proposed terms of the merger agreement, and taking into consideration the factors described under **Rationale for the Merger** and **Mirant Board of Directors Recommendation and Its Reasons for the Merger**, the Mirant board of directors unanimously determined that the merger and the other transactions contemplated by the merger agreement were advisable and in the best interests of the Mirant stockholders, and adopted and approved the merger agreement, the merger and the other transactions contemplated by the merger agreement and recommended that the Mirant stockholders adopt the merger agreement.

Following the approvals of the RRI board of directors and the Mirant board of directors, RRI and Mirant executed the merger agreement. On April 11, 2010, RRI and Mirant issued a joint press release announcing execution of the merger agreement.

Rationale for the Merger

In the course of their discussions, both RRI and Mirant recognized that there were substantial potential strategic and financial benefits of the proposed merger of equals. This section summarizes the principal potential strategies and financial benefits that the parties expect to realize in the merger. For a discussion of various factors that could prevent or limit the parties from realizing some or all of these benefits, see **Risk Factors** beginning on page 20.

Each of Mirant and RRI thinks that the merger will enhance stockholder value through, among other things, enabling RRI and Mirant to capitalize on the following strategic advantages and opportunities:

Cost Synergies. RRI and Mirant think that the merger will create significant cost synergies for RRI and Mirant. Although no assurance can be given that any particular level of cost savings or other synergies will be achieved, RRI and Mirant anticipate that the combined company will achieve approximately \$150 million in annual cost savings through reductions in corporate overhead. RRI and Mirant expect to be able to capture these savings quickly, achieving the full approximately \$150 million by the start of 2012. RRI and Mirant expect overhead cost savings to result from consolidations in several areas, including headquarters, IT systems and corporate functions such as accounting, human resources and finance. Costs to achieve these savings are expected to be approximately \$125 million over 2010 and 2011.

Scale and Scope; Diversification. RRI and Mirant think that the merger will create a combined company with scale and scope in energy generation and delivery. The combined company will be one of the largest independent power producers in the United States, with over 24,700 megawatts of generating capacity. In addition, the generation fleet of the combined company will have increased

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diversity and will be strategically positioned with a significant presence across key regions, including the Mid-Atlantic, the Northeast, California, the Southeast and the Midwest.

Anticipated Financial Strength and Increased Flexibility. RRI and Mirant think that the increased scale and scope of the combined company will strengthen its balance sheet. In addition, the combined company is expected to have ample liquidity and increased financial flexibility. This will enhance financial stability and enable the combined company to better navigate through industry cycles and commodity price fluctuations.

Ability to Participate in Future Growth of the Combined Company. RRI and Mirant think that, because current RRI and Mirant stockholders are expected to hold approximately 46% and 54%, respectively, of the combined company's outstanding common stock upon completion of the merger, both RRI and Mirant stockholders will have the opportunity to participate in any future earnings or growth of the combined company and future appreciation in the value of the combined company's common stock as a result of economic, power demand and commodity price recovery.

The actual synergistic benefits from the merger and costs of integration could be different from the foregoing estimates and these differences could be material. Accordingly, there can be no assurance that any of the potential benefits described above or included in the factors considered by the RRI board of directors described under RRI Board of Directors Recommendation and Its Reasons for the Merger beginning on page 31 or by the Mirant board of directors described under Mirant Board of Directors Recommendation and Its Reasons for the Merger beginning on page 34 will be realized. See Risk Factors beginning on page 20 and Cautionary Statement Regarding Forward-Looking Statements on page 19.

RRI Board of Directors Recommendation and Its Reasons for the Merger

At a meeting on April 10, 2010, the RRI board of directors, by unanimous vote, (i) determined that the merger and entering into the merger agreement are advisable and in the best interests of RRI and its stockholders, (ii) approved the merger and the merger agreement and the transactions contemplated thereby, including the Share Issuance, and (iii) determined to recommend that the holders of RRI common stock vote **FOR** the Share Issuance proposal.

In evaluating the merger, the RRI board of directors consulted with RRI's management, as well as RRI's legal and financial advisors, and, in reaching its conclusion, considered the following factors in addition to the specific reasons described above under Rationale for the Merger :

Its knowledge of RRI's business, operations, financial condition, earnings and prospects and of Mirant's business, operations, financial condition, earnings and prospects, taking into account the results of RRI's due diligence review of Mirant.

The prevailing macroeconomic conditions, and the economic environment of the industries in which RRI and Mirant operate, which the RRI board of directors viewed as supporting the rationale for seeking a strategic transaction that should create a stronger, more diversified combined company that will be better positioned to benefit from a future recovery in the general U.S. economy and in power prices in particular.

The financial analyses and presentations of Goldman Sachs and Morgan Stanley, and their related written opinions, dated as of April 11, 2010 for Goldman Sachs and April 10, 2010 for Morgan Stanley, to the effect that, as of those dates and based upon and subject to the factors and assumptions set forth therein, the exchange ratio pursuant to the merger agreement was fair from a financial point of view to RRI. See Opinions of RRI's Financial Advisors beginning on page 36 and Annexes B and C to this joint proxy statement/prospectus, which contain the full texts of the Goldman Sachs and Morgan Stanley opinions and describe the assumptions made,

procedures followed, matters considered and limitations on the review undertaken in connection with the opinions. The opinions are incorporated by reference into this section of the joint proxy statement/prospectus.

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The strong commitment on the part of both parties to complete the merger pursuant to their respective obligations under the terms of the merger agreement, which was viewed as a factor in favor of the merger because the RRI board of directors thought this made it more likely, once announced, that the merger would be completed.

The review by the RRI board of directors, in consultation with RRI's legal and financial advisors, of the structure of the merger and the financial and other terms and conditions of the merger agreement, including the merger consideration, the expectation that the merger will qualify as a reorganization within the meaning of Section 368(a) of the Code and the likelihood of completing the merger on the anticipated schedule.

The terms of the merger agreement, including the termination fees potentially payable by RRI, which, in the view of the RRI board of directors, were factors in favor of the merger as such terms do not preclude a proposal for an alternative transaction involving RRI.

The fact that the merger agreement allows the RRI board of directors to change or withdraw its recommendation regarding the Share Issuance proposal if a superior transaction proposal is received from a third party or in response to certain material developments or changes in circumstances, if in either case the RRI board of directors determines that a failure to change its recommendation would be reasonably likely to be inconsistent with the exercise of its fiduciary duties under applicable law, subject to the payment of a specified termination fee upon termination under certain circumstances.

The fact that the same specified termination fee (as described in the preceding bullet) would be payable by Mirant upon termination of the merger agreement under similar circumstances was a factor in favor of entering into the merger agreement because RRI would be entitled to that termination fee in such circumstances. See The Merger Agreement Effect of Termination; Termination Fees beginning on page 80.

The governance arrangements contained in the merger agreement providing that, after completion of the merger, (i) the board of directors of the combined company will initially consist of ten directors, including (a) Mark M. Jacobs, a director and the current president and chief executive officer of RRI, (b) Edward R. Muller, the current chairman, president and chief executive officer of Mirant, (c) the four current non-employee directors of RRI (E. William Barnett, Steven L. Miller, Evan J. Silverstein and Laree E. Perez) and (d) the four Mirant designees, Terry G. Dallas, Thomas H. Johnson, Robert C. Murray and William L. Thacker, each a current non-employee director of Mirant, (ii) each of the committees of the board of directors of the combined company would consist of two directors designated by RRI and two directors designated by Mirant, (iii) Mr. Jacobs, the current president and chief executive officer of RRI and a member of the RRI board of directors, will serve as president and chief operating officer of the combined company and (iv) that other RRI officers will serve in senior executive positions at the combined company, as well as the expectation that Mr. Jacobs is to succeed Mr. Muller as chief executive officer of the combined company three years from the date of the completion of the merger.

The trends and competitive developments in the independent power generation industry and the range of strategic alternatives available to RRI, including continuing to operate as a stand alone entity.

RRI management's recommendation in favor of the merger.

The significant capital investment that Mirant has made in order to install certain pollution control equipment.

The fact that the combined headquarters will be based in Houston, Texas.

The RRI board of directors also considered potential risks and potentially negative factors concerning the merger in connection with its deliberations of the proposed transaction, including:

The possibility that the merger may not be completed, or that completion may be unduly delayed, for reasons beyond the control of RRI and/or Mirant.

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The potential for diversion of management and employee attention and for increased employee attrition during the period prior to completion of the merger, and the potential effect of the merger on RRI's business and relations with customers, suppliers and regulators.

The risk that governmental entities may impose conditions on RRI and/or Mirant in order to gain approval for the merger that may adversely affect the ability of the combined company to realize the synergies that are projected to occur in connection with the merger.

The substantial costs to be incurred in connection with the merger, including the costs of integrating the businesses of RRI and Mirant and the transaction expenses arising from the merger.

The risk of not capturing all of the anticipated operational synergies and cost savings between RRI and Mirant and the risk that other anticipated benefits might not be realized.

The possibility that RRI and Mirant (or, where applicable, their respective subsidiaries) might be unable to complete the refinancing transactions contemplated under the merger agreement on terms acceptable to the parties. See *The Merger Refinancing* beginning on page 61 and *The Merger Agreement Financing* on page 78.

The interests of RRI's executive officers and directors with respect to the merger apart from their interests as RRI stockholders, and the risk that these interests might influence their decision with respect to the merger. See *Interest of Directors and Executive Officers in the Merger Interests of Directors and Executive Officers of RRI in the Merger* beginning on page 56.

The risk that certain members of RRI's and Mirant's senior management might choose not to remain employed with the combined company.

The fact that the merger agreement includes customary restrictions on the ability of RRI to solicit offers for alternative proposals or to engage in discussions regarding such proposals, subject to exceptions, which could have the effect of discouraging such proposals from being made or pursued. The RRI board understood that these provisions may have the effect of discouraging alternative proposals and may make it less likely that the transactions related to such proposals would be negotiated or pursued, even if potentially more favorable to the RRI stockholders than the merger.

The potential that the termination payment provisions of the merger agreement could have the effect of discouraging an alternative proposal for RRI.

The restrictions on the conduct of RRI's business during the period between the signing of the merger agreement and completion of the merger.

That the merger is expected to result in an ownership change for both RRI and Mirant under Section 382 of the Code, substantially limiting the use of the NOL carryforwards and other tax attributes of both RRI and Mirant to offset future taxable income of the combined company.

The risks of the type and nature described under *Risk Factors*, beginning on page 20, and the matters described under *Cautionary Statement Regarding Forward-Looking Statements* on page 19.

In view of the wide variety of factors considered in connection with its evaluation of the merger and the complexity of these matters, the RRI board of directors did not find it useful to and did not attempt to quantify, rank or otherwise

assign relative weights to these factors.

In addition, the RRI board of directors did not undertake to make any specific determination as to whether any particular factor, or any aspect of any particular factor, was favorable or unfavorable to its ultimate determination, but rather the RRI board of directors conducted an overall analysis of the factors described above, including discussions with the senior management team and outside legal and financial advisors. In considering the factors described above, individual members of the RRI board of directors may have given different weight to different factors.

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Mirant Board of Directors Recommendation and Its Reasons for the Merger

On April 10, 2010, the Mirant board of directors, by a unanimous vote, determined that the merger, the merger agreement and the transactions contemplated by the merger agreement are advisable and in the best interests of Mirant and its stockholders, and approved the merger, the merger agreement and the other transactions contemplated by the merger agreement. The Mirant board of directors recommends that Mirant stockholders vote **FOR** the Merger proposal.

In evaluating the merger, the Mirant board of directors consulted with Mirant's management, as well as Mirant's legal and financial advisors and, in reaching its conclusion, considered the following factors in addition to the specific reasons described above under "Rationale for the Merger" beginning on page 30:

Its knowledge of Mirant's business, operations, financial condition, earnings and prospects and of RRI's business, operations, financial condition, earnings and prospects, taking into account the results of Mirant's due diligence review of RRI.

The prevailing macroeconomic conditions, and the economic environment of the industries in which Mirant and RRI operate, which the Mirant board of directors viewed as supporting the rationale for seeking a strategic transaction that should create a stronger, more diversified combined company that will be better positioned to benefit from a future recovery in the general U.S. economy and in power prices in particular.

The financial presentation and opinion of J.P. Morgan, dated April 10, 2010, to the Mirant board of directors as to the fairness, from a financial point of view and based upon and subject to the various considerations set forth in its opinion (attached to this joint proxy statement/prospectus as Annex D), to holders of Mirant common stock of the exchange ratio provided for in the merger. See "Opinion of Mirant's Financial Advisor" beginning on page 45.

The strong commitment on the part of both parties to complete the merger pursuant to their respective obligations under the terms of the merger agreement, which was viewed as a factor in favor of the merger because the Mirant board of directors thought this made it more likely, once announced, that the merger would be completed.

The review by the Mirant board of directors, in consultation with Mirant's legal and financial advisors, of the structure of the merger and the financial and other terms and conditions of the merger agreement, including the merger consideration, the expectation that the merger will qualify as a reorganization within the meaning of Section 368(a) of the Code and the likelihood of completing the merger on the anticipated schedule.

The terms of the merger agreement, including the termination fees potentially payable by Mirant, which, in the view of the Mirant board of directors, were factors in favor of the merger as such terms do not preclude a proposal for an alternative transaction involving Mirant.

The fact that the merger agreement allows the Mirant board of directors to change or withdraw its recommendation regarding the Merger proposal if a superior transaction proposal is received from a third party or in response to certain material developments or changes in circumstances, if in either case the Mirant board of directors determines that a failure to change its recommendation would reasonably be likely to be inconsistent with its fiduciary duties under applicable law, subject to the payment of a specified termination fee upon termination under certain circumstances.

The fact that the same specified termination fee (as described in the preceding bullet) would be payable by RRI upon termination of the merger agreement under similar circumstances, which was a factor in favor of the entering into the merger agreement because Mirant would be owed that termination fee in such circumstances. See The Merger Agreement Effect of Termination; Termination Fees beginning on page 80.

The governance arrangements contained in the merger agreement providing that, after completion of the merger, (i) the board of directors of the combined company will initially consist of ten directors,

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including (a) Mark M. Jacobs, a director and the current president and chief executive officer of RRI, (b) Edward R. Muller, the current chairman, president and chief executive officer of Mirant, (c) the four current non-employee directors of RRI (E. William Barnett, Steven L. Miller, Evan J. Silverstein and Laree E. Perez) and (d) the four Mirant designees, Terry G. Dallas, Thomas H. Johnson, Robert C. Murray and William L. Thacker, each a current non-employee director of Mirant, (ii) each of the committees of the board of directors of the combined company will consist of two directors designated by Mirant and two directors designated by RRI, (iii) Mr. Muller, the current chairman, president and chief executive officer of Mirant, will serve as chairman and chief executive officer of the combined company, and that other Mirant officers will serve in senior executive positions at the combined company.

The fact that the combined company's trading operations (and associated risk management function) will be based in Atlanta, Georgia.

The Mirant board of directors also considered potential risks and potentially negative factors concerning the merger in connection with its deliberations of the proposed transaction, including:

The possibility that the merger may not be completed, or that completion may be unduly delayed, for reasons beyond the control of Mirant and/or RRI.

The potential for diversion of management and employee attention and for increased employee attrition during the substantial period prior to completion of the merger, and the potential effect of the merger on Mirant's business and relations with customers, suppliers and regulators.

The substantial costs to be incurred in connection with the merger, including the costs of integrating the businesses of Mirant and RRI and the transaction expenses arising from the merger.

That the fixed exchange ratio, by its nature, will not adjust upward to compensate for declines, or downward to compensate for increases, in RRI's stock price prior to completion of the merger, and that the terms of the merger agreement did not include collar provisions or stock price-based termination rights that would be triggered by a decrease in the value of the merger consideration implied by the RRI stock price.

The risk of not capturing all the anticipated operational synergies and cost savings between RRI and Mirant and the risk that other anticipated benefits might not be realized.

The possibility that RRI and Mirant (or, where applicable, their respective subsidiaries) might be unable to complete the refinancing transactions contemplated under the merger agreement on terms acceptable to the parties. See [The Merger Refinancing](#) beginning on page 61 and [The Merger Agreement Financing](#) on page 78.

The interests of Mirant executive officers and directors with respect to the merger apart from their interests as Mirant stockholders, and the risk that these interests might influence their decision with respect to the merger. See [Interests of Directors and Executive Officers in the Merger](#) [Interests of Directors and Executive Officers of Mirant in the Merger](#) beginning on page 52.

The potential that the termination payment provisions of the merger agreement could have the effect of discouraging an alternative proposal for Mirant.

The restrictions on the conduct of Mirant's business during the period between the signing of the merger agreement and completion of the merger.

That the merger is expected to result in an ownership change for both Mirant and RRI under Section 382 of the Code, substantially limiting the use of the NOL carryforwards and other tax attributes of both Mirant and RRI to offset future taxable income of the combined company.

The risks of the type and nature described under Risk Factors, beginning on page 20, and the matters described under Cautionary Statement Regarding Forward-Looking Statements on page 19.

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In view of the wide variety of factors considered in connection with its evaluation of the merger and the complexity of these matters, the Mirant board of directors did not find it useful and did not attempt to quantify or assign any relative or specific weights to the various factors that it considered in reaching its determination to approve the merger and the merger agreement and to recommend that Mirant stockholders vote **FOR** the Merger proposal. In addition, individual members of the Mirant board of directors may have given differing weights to different factors. The Mirant board of directors conducted an overall review of the factors described above and consulted with Mirant's management and Mirant's outside legal and financial advisors regarding certain of the matters described above.

Opinions of RRI's Financial Advisors

RRI has retained Goldman Sachs and Morgan Stanley as its financial advisors to advise the RRI board of directors in connection with the merger. Goldman Sachs and Morgan Stanley are collectively referred to herein as RRI's Financial Advisors. In connection with this engagement, RRI requested that RRI's Financial Advisors evaluate the fairness from a financial point of view to RRI of the exchange ratio of 2.835 shares of RRI common stock per share of Mirant common stock, as provided for in the merger agreement.

On April 10, 2010, at a meeting of the RRI board of directors held to evaluate the merger, each of RRI's Financial Advisors delivered to the RRI board of directors its oral opinion, which opinion was confirmed by delivery of a written opinion, dated April 11, 2010 for Goldman Sachs and April 10, 2010 for Morgan Stanley, to the effect that, as of that date and based upon and subject to the factors and assumptions set forth therein, the exchange ratio pursuant to the merger agreement was fair, from a financial point of view, to RRI.

The Goldman Sachs opinion and the Morgan Stanley opinion, the full texts of which describe the assumptions made, procedures followed, matters considered and limitations on the review undertaken in connection with the opinions, are attached as Annex B and Annex C, respectively, and are incorporated into this joint proxy statement/prospectus by reference. The summaries of the Goldman Sachs opinion and the Morgan Stanley opinion described below are qualified in their entirety by reference to the full texts of the opinions.

Opinion of Goldman Sachs

Goldman Sachs rendered its opinion to the RRI board of directors that, as of April 11, 2010 and based upon and subject to the factors and assumptions set forth therein, the exchange ratio pursuant to the merger agreement was fair from a financial point of view to RRI.

The full text of the written opinion of Goldman Sachs, dated April 11, 2010, which sets forth the assumptions made, procedures followed, matters considered and limitations on the review undertaken in connection with the Goldman Sachs opinion, is attached as Annex B. Goldman Sachs provided its opinion for the information and assistance of the RRI board of directors in connection with its consideration of the merger. The Goldman Sachs opinion is not a recommendation as to how any holder of RRI common stock should vote with respect to the merger, or any other matter.

In connection with rendering its opinion described above and performing its related financial analyses, Goldman Sachs reviewed, among other things:

the merger agreement;

annual reports to stockholders and Annual Reports on Form 10-K of RRI and Mirant for the three years ended December 31, 2009;

certain interim reports to stockholders and Quarterly Reports on Form 10-Q of RRI and Mirant;

certain publicly available research analyst reports for RRI and Mirant;

certain other communications from RRI and Mirant to their respective stockholders;

certain internal financial analyses and forecasts for Mirant prepared by its management; and

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certain internal financial analyses and forecasts for RRI and certain financial analyses and forecasts for Mirant, in each case, as prepared by the management of RRI and approved for Goldman Sachs use by RRI (the Forecasts), including certain cost savings projected by the managements of RRI and Mirant to result from the merger, as approved for Goldman Sachs use by RRI (the Synergies).

Goldman Sachs also held discussions with members of the senior managements of RRI and Mirant regarding their assessment of the past and current business operations, financial condition and future prospects of Mirant and with the members of senior management of RRI regarding their assessment of the past and current business operations, financial condition and future prospects of RRI and the strategic rationale for, and the potential benefits of, the merger; reviewed the reported price and trading activity for the shares of RRI common stock and the shares of Mirant common stock; compared certain financial and stock market information for RRI and Mirant with similar information for certain other companies the securities of which are publicly traded; reviewed the financial terms of certain recent business combinations in the energy industry specifically and in other industries generally; and performed such other studies and analyses, and considered such other factors, as it deemed appropriate.

For purposes of rendering its opinion described above, Goldman Sachs relied upon and assumed, without assuming any responsibility for independent verification, the accuracy and completeness of all of the financial, legal, tax, accounting and other information provided to, discussed with or reviewed by it, and Goldman Sachs does not assume any responsibility for any such information. In that regard, Goldman Sachs assumed with RRI's consent that the Forecasts, including the Synergies, had been reasonably prepared on a basis reflecting the best available estimates and judgments of the management of RRI. Goldman Sachs did not make an independent evaluation or appraisal of the assets and liabilities (including any contingent, derivative or other off-balance-sheet assets and liabilities) of RRI or Mirant or any of their respective subsidiaries, nor was any evaluation or appraisal of the assets or liabilities of RRI or Mirant or any of their respective subsidiaries furnished to Goldman Sachs. Goldman Sachs assumed that all governmental, regulatory or other consents and approvals necessary for completion of the merger would be obtained without any adverse effect on RRI or Mirant or on the expected benefits of the merger in any way meaningful to its analysis. Goldman Sachs has also assumed that the merger would be completed on the terms set forth in the merger agreement, without the waiver or modification of any term or condition the effect of which would be in any way meaningful to its analysis.

Goldman Sachs' opinion does not address the underlying business decision of RRI to engage in the merger or the relative merits of the merger as compared to any strategic alternatives that may be available to RRI; nor does it address any legal, regulatory, tax or accounting matters. Goldman Sachs was not requested to solicit, and did not solicit, interest from other parties with respect to an acquisition of, or other business combination with, RRI, or any other alternative transaction. Goldman Sachs' opinion addresses only the fairness from a financial point of view, as of the date of the opinion, of the exchange ratio pursuant to the merger agreement. Goldman Sachs' opinion does not express any view on, and does not address, any other term or aspect of the merger agreement or the merger or any term or aspect of any other agreement or instrument contemplated by the merger agreement or entered into or amended in connection with the merger, including, without limitation, the fairness of the merger to, or any consideration received in connection therewith by, the holders of any class of securities, creditors or other constituencies of RRI, nor as to the fairness of the amount or nature of any compensation to be paid or payable to any of the officers, directors or employees of RRI or Mirant, or any class of such persons in connection with the merger, whether relative to the exchange ratio pursuant to the merger agreement or otherwise. Goldman Sachs' opinion was necessarily based on economic, monetary, market and other conditions, as in effect on, and the information made available to it as of, the date of the opinion and Goldman Sachs assumed no responsibility for updating, revising or reaffirming its opinion based on circumstances, developments or events occurring after the date of its opinion. In addition, Goldman Sachs does not express any opinion as to the prices at which shares of RRI's common stock will trade at any time or as to the impact of the merger on the solvency or viability of either RRI or Mirant or the ability of

RRI or Mirant to pay its obligations when they come due. Goldman Sachs opinion was approved by a fairness committee of Goldman Sachs.

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Goldman Sachs and its affiliates are engaged in investment banking and financial advisory services, commercial banking, securities trading, investment management, principal investment, financial planning, benefits counseling, risk management, hedging, financing, brokerage activities and other financial and non-financial activities and services for various persons and entities. In the ordinary course of these activities and services, Goldman Sachs and its affiliates may at any time make or hold long or short positions and investments, as well as actively trade or effect transactions, in the equity, debt and other securities (or related derivative securities) and financial instruments (including bank loans and other obligations) of third parties, RRI, Mirant and any of their respective affiliates or any currency or commodity that may be involved in the merger contemplated by the merger agreement for their own account and for the accounts of their customers. Goldman Sachs acted as financial advisor to RRI in connection with, and participated in certain of the negotiations leading to, the merger. In addition, Goldman Sachs has provided certain investment banking and other financial services to RRI and its affiliates from time to time for which the investment banking division of Goldman Sachs has received, and may receive, compensation, including, but not limited to, having acted as a lender under RRI's revolving credit facility (which had an initial aggregate principal amount of \$500 million in May 2007), as an arranger of a \$1 billion financing for RRI in September 2008, and as financial advisor to RRI in the sale of its Texas retail business in May 2009. Goldman Sachs also has provided certain investment banking and other financial services to Mirant and its affiliates from time to time for which the investment banking division of Goldman Sachs has received, and may receive, compensation. Goldman Sachs also may provide investment banking and other financial services to RRI, Mirant and their respective affiliates in the future for which the investment banking division of Goldman Sachs may receive compensation.

The RRI board of directors selected Goldman Sachs as its financial advisor because it is an internationally recognized investment banking firm that has substantial experience in transactions similar to the merger. Pursuant to a letter agreement dated March 19, 2010, RRI engaged Goldman Sachs to act as its financial advisor in connection with the merger. Pursuant to the terms of this engagement letter, RRI has agreed to pay Goldman Sachs a transaction fee of \$10.5 million, a principal portion of which is payable upon completion of the merger, and an incentive fee of \$4 million, which is payable at RRI's sole discretion. Payment of the \$10.5 million transaction fee includes satisfaction of any applicable payment under a prior structuring agent engagement letter between RRI and Goldman Sachs. In addition, RRI has agreed to reimburse Goldman Sachs for its expenses, including the reasonable fees and disbursements of Goldman Sachs' attorneys, and to indemnify Goldman Sachs and certain related persons against various liabilities, including certain liabilities under the federal securities laws, arising out of the engagement.

Opinion of Morgan Stanley

RRI retained Morgan Stanley to provide financial advisory services and a financial opinion to the RRI board of directors in connection with RRI's review of strategic alternatives and any resulting transactions. The RRI board of directors selected Morgan Stanley to act as its financial advisor based on Morgan Stanley's qualifications, experience and expertise. Morgan Stanley rendered its opinion to the RRI board of directors that, as of April 10, 2010 and based upon and subject to the factors and assumptions set forth therein, the exchange ratio pursuant to the merger agreement was fair from a financial point of view to RRI.

The full text of Morgan Stanley's written opinion, dated April 10, 2010, is attached as Annex C. That opinion sets forth, among other things, the assumptions made, procedures followed, matters considered and qualifications and limitations on the scope of review undertaken by Morgan Stanley in rendering its opinion. We encourage you to read the entire opinion carefully. Morgan Stanley's opinion is directed to the RRI board of directors and addresses only the fairness from a financial point of view to RRI of the exchange ratio pursuant to the merger agreement as of the date of the opinion. Morgan Stanley's opinion does not address any other aspect of the merger and does not express an opinion or a recommendation to any stockholder of RRI or Mirant as to how such stockholder should vote or act on any matter with respect to the merger. In addition, the opinion does not in any manner address the prices at which RRI common stock or Mirant common stock will

trade at any time. The summary of Morgan Stanley's opinion set forth herein is qualified in its entirety by reference to the full text of the written opinion of Morgan Stanley attached as Annex C.

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In connection with rendering its opinion, Morgan Stanley, among other things:

reviewed certain publicly available financial statements and other business and financial information of RRI and Mirant, respectively;

reviewed certain internal financial statements and other financial and operating data concerning RRI and Mirant, respectively;

reviewed certain financial projections prepared by the managements of RRI and Mirant, respectively;

reviewed information relating to certain strategic, financial and operational benefits anticipated from the merger, prepared by the managements of RRI and Mirant, respectively;

discussed the past and current operations and financial condition and the prospects of RRI, including information relating to certain strategic, financial and operational benefits anticipated from the merger, with senior executives of RRI;

discussed the past and current operations and financial condition and the prospects of Mirant with senior executives of Mirant;

reviewed the pro forma impact of the merger on RRI's earnings per share, cash flow, consolidated capitalization and financial ratios;

reviewed the reported prices and trading activity for RRI common stock and Mirant common stock;

compared the financial performance of RRI and Mirant and the prices and trading activity of RRI common stock and Mirant common stock with that of certain other publicly-traded companies comparable with RRI and Mirant, respectively, and their securities;

reviewed the financial terms, to the extent publicly available, of certain comparable acquisition transactions;

reviewed the merger agreement and certain related documents; and

performed such other analyses and reviewed such other information and considered such other factors as Morgan Stanley deemed appropriate.

In arriving at its opinion, Morgan Stanley assumed and relied upon, without independent verification, the accuracy and completeness of the information that was publicly available or supplied or otherwise made available to Morgan Stanley by RRI and Mirant and formed a substantial basis for its opinion. With respect to the financial projections, including information relating to certain strategic, financial and operational benefits anticipated from the merger, Morgan Stanley assumed that such projections had been reasonably prepared on bases reflecting the best currently available estimates and judgments of the respective managements of RRI and Mirant of the future financial performance of RRI and Mirant. In addition, Morgan Stanley assumed that the merger will be completed in accordance with the terms set forth in the merger agreement without any waiver, amendment or delay of any terms or conditions, including, among other things, that the merger will be treated as a tax-free reorganization and/or exchange, each pursuant to the Code. Morgan Stanley relied upon, without independent verification, the assessment by the managements of each of RRI and Mirant of: (i) the strategic, financial and other benefits expected to result from the merger; (ii) the timing and risks associated with the integration of RRI and Mirant; (iii) the ability of each of RRI and Mirant to retain key employees and (iv) the validity of, and risks associated with, RRI's and Mirant's existing and

future technologies, intellectual property, products, services and business models. Morgan Stanley assumed that in connection with the receipt of all of the necessary governmental, regulatory or other approvals and consents required for the merger, no delays, limitations, conditions or restrictions will be imposed that would have a material adverse effect on the contemplated benefits expected to be derived in the merger. Morgan Stanley is not a legal, tax or regulatory advisor. Morgan Stanley is a financial advisor only and relied upon, without independent verification, the assessments of RRI and Mirant and their legal, tax or regulatory advisors with respect to legal, tax or regulatory matters. Morgan Stanley expressed no opinion with respect to the fairness of the amount or nature of the compensation to any of RRI's officers, directors or employees, or any class of such persons,

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relative to the consideration to be paid to the holders of shares of Mirant common stock in the merger. Morgan Stanley has not made any independent valuation or appraisal of the assets or liabilities of RRI, nor has Morgan Stanley been furnished with any such appraisals. Morgan Stanley's opinion is necessarily based on financial, economic, market and other conditions as in effect on, and the information made available to Morgan Stanley as of, April 10, 2010. Events occurring after April 10, 2010 may affect Morgan Stanley's opinion and the assumptions used in preparing it, and Morgan Stanley did not assume any obligation to update, revise or reaffirm its opinion. In arriving at its opinion, Morgan Stanley was not authorized to solicit, and did not solicit, interest from any party with respect to an acquisition, a business combination or any other extraordinary transaction, involving RRI.

The RRI board of directors retained Morgan Stanley based upon Morgan Stanley's qualifications, experience and expertise. Morgan Stanley is an internationally recognized investment banking and advisory firm. Morgan Stanley, as part of its investment banking business, is continuously engaged in the valuation of businesses and their securities in connection with mergers and acquisitions, negotiated underwritings, competitive biddings, secondary distributions of listed and unlisted securities, private placements and valuations for corporate, estate and other purposes. Morgan Stanley's opinion was approved by a committee of Morgan Stanley investment banking and other professionals in accordance with Morgan Stanley's customary practice.

Morgan Stanley is a global financial services firm engaged in the securities, investment management and individual wealth management businesses. Its securities business is engaged in securities underwriting, trading and brokerage activities, foreign exchange, commodities and derivatives trading, prime brokerage, as well as providing investment banking, financing and financial advisory services. Morgan Stanley, its affiliates, directors and officers may at any time invest on a principal basis or manage funds that invest, hold long or short positions, finance positions, and may trade or otherwise structure and effect transactions, for their own account or the accounts of its customers, in debt or equity securities or loans of RRI, Mirant, or any other company, or any currency or commodity, that may be involved in the merger, or any related derivative instrument. In the two years prior to the date of its opinion, Morgan Stanley provided financial advisory and financing services for RRI and received fees in connection with such services. Morgan Stanley may also seek to provide such services to RRI and Mirant in the future and expects to receive fees for the rendering of these services.

Under the terms of its engagement letter, Morgan Stanley provided RRI financial advisory services and a financial opinion in connection with the merger, and RRI has agreed to pay Morgan Stanley a transaction fee of \$8 million, a principal portion of which is payable upon completion of the merger, and an incentive fee of \$5 million, which is payable at RRI's sole discretion. RRI has also agreed to reimburse Morgan Stanley for its expenses, including attorney's fees, incurred in connection with its services. In addition, RRI has agreed to indemnify Morgan Stanley and its affiliates, their respective directors, officers, agents and employees and each other person, if any, controlling Morgan Stanley and any of its affiliates from and against certain liabilities and expenses, including certain liabilities under the federal securities laws, related to, arising out of or in connection with Morgan Stanley's engagement.

Summary of Material Financial Analyses

The following is a summary of the material financial analyses contained in the joint presentation that was made by RRI's Financial Advisors to the RRI board of directors on April 10, 2010 and that were used by RRI's Financial Advisors in connection with rendering their respective opinions described above. The following summary, however, does not purport to be a complete description of the financial analyses performed by RRI's Financial Advisors, nor does the order of analyses described represent relative importance or weight given to those analyses by RRI's Financial Advisors. Some of the summaries of the financial analyses include information presented in tabular format. The tables must be read together with the full text of each summary and are alone not a complete description of RRI's Financial Advisors' financial analyses. Except as otherwise noted, the following quantitative information, to the extent that it is based on market data, is based on market data as it existed on or before April 7, 2010 and is not necessarily indicative

of current or future market conditions. In connection with the RRI Financial Advisors' financial analyses described below, the RRI Financial Advisors were provided with financial forecasts relating to RRI and Mirant prepared by the

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managements of RRI and Mirant (and, in the case of Mirant, as adjusted by RRI's management) based on March 16, 2010 forward curves.

Selected Companies Analysis. RRI's Financial Advisors reviewed and compared certain financial information for RRI and Mirant to corresponding financial information, ratios and public market multiples for the following publicly traded corporations (collectively, the "Selected Companies") in the energy industry:

Calpine Corporation;

Dynegy Inc.; and

NRG Energy, Inc.

Although none of the Selected Companies is directly comparable to RRI or Mirant, the companies included were chosen because they are publicly traded companies with operations that, for purposes of analysis, may be considered similar to certain operations of RRI and Mirant.

RRI's Financial Advisors also derived and compared various financial multiples based on financial data as of April 7, 2010. The multiples of each of the Selected Companies were based on the most recent publicly available information obtained from SEC filings and IBES estimates. The multiples of each of RRI and Mirant were calculated using the closing price of each such party on April 7, 2010 and were based on information provided by their respective managements and on IBES estimates. With respect to each of the Selected Companies, RRI and Mirant, RRI's Financial Advisors calculated:

aggregate value, which is equal to the sum of the company's equity market capitalization and net debt (equal to total debt including capitalized leases less cash and cash equivalents), as a multiple of the estimated earnings before interest, taxes, depreciation and amortization (EBITDA), adjusted for lease payments, for each of the years 2010, 2011 and 2012;

net debt as a multiple of the estimated EBITDA, adjusted for lease payments and principal balances, for each of the years 2010, 2011 and 2012; and

aggregate value as a multiple of the total installed capacity measured in kilowatts.

The results of these analyses are summarized as follows:

	Range for Selected Companies	RRI	Mirant
Aggregate Value as a multiple of:			
2010E EBITDA	5.4x-12.5x	7.7x	4.6x
2011E EBITDA	6.4x-11.5x	7.7x	6.8x
2012E EBITDA	5.9x-11.0x	6.7x	7.8x
Net Debt as a multiple of:			
2010E EBITDA	2.9x-11.0x	4.5x	2.4x
2011E EBITDA	3.4x-10.2x	4.4x	3.6x
2012E EBITDA	3.1x- 9.7x	3.9x	4.1x
Aggregate Value as a multiple of:			

Total Installed Capacity (\$/kW)	\$/kW 503-596	\$/kW 218	\$/kW 317
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Illustrative EBITDA Multiple Analysis. RRI's Financial Advisors performed an EBITDA multiple analysis on RRI common stock and Mirant common stock, using historical information, projections provided by the management of RRI and Mirant and IBES estimates, which IBES estimates were adjusted to exclude certain lease expenses. RRI's Financial Advisors calculated for RRI and Mirant the implied prices per share for each company's common stock based on an EBITDA multiple valuation under each of the following scenarios: (i) RRI's and Mirant's managements projections of estimated EBITDA for the year 2011 and (ii) IBES' projections of RRI's and Mirant's estimated EBITDA for the year 2011. In each case, the implied

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prices per share of RRI and Mirant common stock were based on a range of EBITDA multiples of 7.0x-9.0x. The following table presents the results of RRI's Financial Advisors' analysis:

Company	Management's Estimates	
	EBITDA Multiple Range	Range of Implied Prices per Share
RRI	7.0x-9.0x	\$ 0.57-\$ 2.07
Mirant	7.0x-9.0x	\$ 8.29-\$14.25

Company	IBES Estimates	
	EBITDA Multiple Range	Range of Implied Prices per Share
RRI	7.0x-9.0x	\$ 3.47-\$ 5.80
Mirant	7.0x-9.0x	\$ 9.90-\$16.33

Illustrative Discounted Cash Flow Analysis. RRI's Financial Advisors performed a discounted cash flow analysis using RRI's and Mirant's respective managements' projections. RRI's Financial Advisors calculated indications of net present value of free cash flows for RRI for the years 2011 through 2014 using discount rates ranging from 8.75% to 9.75%, reflecting estimates of RRI's weighted average cost of capital. RRI's Financial Advisors then calculated an implied terminal value for RRI by applying perpetual growth rates ranging from 2.5% to 3.5% to an illustrative terminal value based on an estimate of unlevered free cash flows. This illustrative terminal value was then discounted to calculate indications of present value using an illustrative discount rate of 9.25%. The range of perpetuity growth rates was estimated by RRI's Financial Advisors utilizing their professional judgment and experience, taking into account the forecasts and market expectations regarding long-term growth of gross domestic product and inflation.

In addition, RRI's Financial Advisors calculated indications of net present value of free cash flows for Mirant for the years 2011 through 2014 using discount rates ranging from 8.5% to 9.5%, reflecting estimates of Mirant's weighted average cost of capital. RRI's Financial Advisors then calculated an implied terminal value for Mirant by applying perpetual growth rates ranging from 2.5% to 3.5% to an illustrative terminal value based on an estimate of unlevered free cash flows. This illustrative terminal value was then discounted to calculate indications of present value using an illustrative terminal discount rate of 8.0%. The range of perpetuity growth rates was estimated by RRI's Financial Advisors utilizing their professional judgment and experience, taking into account the forecasts and market expectations regarding long-term growth of gross domestic product and inflation. These analyses resulted in the following ranges of implied present values per share of common stock:

Company	Illustrative per Share Value Indications	Implied Exchange Ratio
RRI	\$ 2.65-\$ 3.62	2.591-4.7396
Mirant	\$ 9.38-\$12.56	

Exchange Ratio Analysis. RRI's Financial Advisors reviewed the trading prices of RRI common stock and Mirant common stock for the period April 7, 2009 through April 7, 2010. For each trading day during that period, RRI's Financial Advisors derived (i) the implied historical exchange ratio by dividing the closing price per share of Mirant common stock by the closing price per share of RRI common stock and (ii) RRI's implied ownership in the combined company based on such implied exchange ratio. The following table sets forth the

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average implied historical exchange ratios and RRI's implied ownership in the combined company as of April 7, 2010 and for the specified periods ending April 7, 2010:

Period	Implied Historical Exchange Ratio	Implied RRI Percentage Ownership
April 7, 2010	2.757	46.7%
Prior 10-day period	2.868	45.8%
Prior 3-month period	2.847	47.5%
Prior 6-month period	2.757	51.5%
Prior 9-month period	2.807	43.6%
Prior 12-month period	2.845	43.9%

Contribution Analysis. RRI's Financial Advisors reviewed certain estimated future operating and financial information for RRI and Mirant for fiscal years 2011, 2012, 2013 and 2014 based on each of RRI's and Mirant's management's estimates, with respect to two scenarios: (i) forecasts before taking into account any of the possible benefits that may be realized following the merger and (ii) forecasts assuming RRI contributes 45.8% of the cost savings and operating synergies of the combined company, based on estimates of RRI's and Mirant's managements. Such estimated future operating and financial information included for RRI (a) estimated EBITDA adjusted to exclude certain hedging and lease expenses (Open EBITDA) and (b) Open EBITDA adjusted to include the financial impact of certain hedges (Adjusted EBITDA). RRI's Financial Advisors analyzed the relative potential financial contributions of RRI and Mirant to the combined company post-merger and RRI's implied equity ownership of the combined company determined by valuing RRI's contribution to the combined company based on an appropriate weighted average enterprise valuation multiple. The weighted average enterprise valuation multiple is calculated by taking the sum of the enterprise value of RRI and the enterprise value of Mirant and then dividing the result by the sum of RRI's and Mirant's Open EBITDA or Adjusted EBITDA, as appropriate.

RRI's Financial Advisors then adjusted the two companies' gross contributions to take account of differences in the respective capital structures, including cash and total debt outstanding, for RRI and Mirant, to calculate an adjusted contribution to the combined company based on an appropriate weighted average enterprise valuation multiple, which is referred to as the implied equity contribution. The following table presents the results of this analysis:

Year	RRI Implied Equity Contribution			
	Open EBITDA		Adjusted EBITDA	
	No Synergies	Synergies	No Synergies	Synergies
2011E	46.8%	46.6%	26.2%	29.9%
2012E	59.3%	54.0%	37.1%	40.3%
2013E	46.2%	46.0%	30.5%	35.3%
2014E	65.8%	60.4%	56.0%	53.3%

Illustrative Pro Forma EBITDA Multiple Analysis. RRI's Financial Advisors performed an EBITDA multiple analysis on RRI common stock in the combined company post-merger, using projections provided by the management of RRI and Mirant and IBES estimates, each of which included adjustments for the cost savings and operating synergies of the combined company and adjustments to exclude certain lease expenses. RRI's Financial Advisors calculated the

implied prices per share of RRI common stock based on an EBITDA multiple valuation under both of the following scenarios: (i) RRI's management's projection of estimated EBITDA for the combined company for the year 2011 and (ii) IBES' projection of RRI's and Mirant's estimated EBITDA for the year 2011. In each case, the implied prices per share of RRI common stock were based on a range of EBITDA multiples from 7.0x-9.0x and a pro forma share count of 775 million shares. RRI's Financial Advisors then compared these implied prices per share to the midpoint of the range of implied

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prices per share of RRI common stock, calculated as described above under Illustrative EBITDA Multiple Analysis. The following table presents the results of RRI's Financial Advisors' analysis:

Analysis	RRI's Management's Estimates Implied Prices per Share
Illustrative Pro Forma EBITDA Multiple Analysis	\$ 2.34-\$4.34
Midpoint of Illustrative EBITDA Multiple Analysis	\$ 1.32

Analysis	IBES Estimates Implied Prices per Share
Illustrative Pro Forma EBITDA Multiple Analysis	\$ 3.97-\$6.45
Midpoint of Illustrative EBITDA Multiple Analysis	\$ 4.64

Illustrative Pro Forma Discounted Cash Flow Analysis. RRI's Financial Advisors performed a discounted cash flow analysis on RRI common stock in the combined company post-merger using each of RRI's and Mirant's management's projections, which included adjustments for the cost savings and operating synergies of the combined company and the utilization of certain tax assets. RRI's Financial Advisors calculated indications of net present value of free cash flows for the combined company for the years 2011 through 2014 using discount rates ranging from 8.625% to 9.625%, reflecting estimates of the combined company's weighted average cost of capital. RRI's Financial Advisors then calculated an implied terminal value for the combined company by applying perpetual growth rates ranging from 2.5% to 3.5% to an illustrative terminal value based on an estimate of unlevered free cash flows. This illustrative terminal value was then discounted to calculate indications of present value using an illustrative discount rate of 8.75%. The range of perpetuity growth rates was estimated by RRI's Financial Advisors utilizing their professional judgment and experience, taking into account the forecasts and market expectations regarding long-term growth of gross domestic product and inflation. These analyses resulted in a range of implied present values of \$4.59 to \$5.89 per share of RRI common stock. RRI's Financial Advisors then compared these implied prices per share to the midpoint of the range of implied present values per share of RRI common stock of \$3.10, calculated as described above under Illustrative Discounted Cash Flow Analysis.

General. The preparation of a fairness opinion is a complex process and is not necessarily susceptible to partial analysis or summary description. Selecting portions of the analyses or of the summary set forth above, without considering the analyses as a whole, could create an incomplete view of the processes underlying each of RRI's Financial Advisors' respective opinions. In arriving at their respective fairness determinations, RRI's Financial Advisors considered the results of all of their analyses and did not attribute any particular weight to any factor or analysis considered by them. Rather, RRI's Financial Advisors made their respective determinations as to fairness on the basis of their respective experience and professional judgment after considering the results of all of their respective analyses. No company or transaction used in the above analyses as a comparison is directly comparable to RRI or Mirant or the merger.

RRI's Financial Advisors prepared these analyses for purposes of RRI's Financial Advisors' providing their respective opinions to the RRI board of directors as to the fairness from a financial point of view of the exchange ratio pursuant to the merger agreement. These analyses do not purport to be appraisals nor do they necessarily reflect the prices at

which businesses or securities actually may be sold. Analyses based upon forecasts of future results are not necessarily indicative of actual future results, which may be significantly more or less favorable than suggested by these analyses. Because these analyses are inherently subject to uncertainty, being based upon numerous factors or events beyond the control of the parties or their respective advisors, none of RRI, Mirant, RRI's Financial Advisors or any other person assumes responsibility if future results are materially different from those forecast.

The exchange ratio was determined through arm's-length negotiations between RRI and Mirant and was approved by the RRI board of directors. RRI's Financial Advisors provided advice to RRI during these

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negotiations. RRI's Financial Advisors did not, however, recommend any specific exchange ratio to RRI or the RRI board of directors or that any specific exchange ratio constituted the only appropriate exchange ratio for the merger.

As described above, each of RRI's Financial Advisors' respective opinions to the RRI board of directors was one of many factors taken into consideration by the RRI board of directors in making its determination to approve the merger agreement. The foregoing summary does not purport to be a complete description of the analyses performed by RRI's Financial Advisors in connection with their respective fairness opinions and is qualified in its entirety by reference to the written opinions of RRI's Financial Advisors attached as Annex B and Annex C.

Opinion of Mirant's Financial Advisor

In connection with the merger, Mirant retained J.P. Morgan to act as Mirant's financial advisor. At a meeting of the Mirant board of directors held on April 10, 2010, J.P. Morgan rendered to the Mirant board of directors an oral opinion, confirmed by delivery of a written opinion, dated April 10, 2010, to the effect that, as of such date and based upon and subject to the factors, procedures, assumptions, qualifications and limitations set forth in its opinion, the exchange ratio provided in the merger was fair, from a financial point of view, to holders of Mirant common stock. The issuance of J.P. Morgan's opinion was approved by a fairness committee of J.P. Morgan. The full text of the written opinion of J.P. Morgan, dated April 10, 2010, which sets forth the assumptions made, procedures followed, matters considered, and qualifications and limitations on the opinion and the review undertaken in connection with rendering its opinion, is attached as Annex D to this joint proxy statement/prospectus and is incorporated herein by reference. **J.P. Morgan's written opinion was provided to the Mirant board of directors (solely in its capacity as such) in connection with its evaluation of the merger and addressed only the fairness, from a financial point of view, of the exchange ratio and no other matters. The opinion does not constitute a recommendation to any stockholder as to how any stockholder should vote with respect to the proposed merger or any other matter. The summary of the opinion of J.P. Morgan set forth in this joint proxy statement/prospectus is qualified in its entirety by reference to the full text of such opinion.**

In arriving at its opinion, J.P. Morgan, among other things:

reviewed an execution copy of the merger agreement provided to J.P. Morgan on April 10, 2010;

reviewed certain publicly available business and financial information concerning Mirant and RRI and the industries in which they operate;

compared the proposed financial terms of the merger with the publicly available financial terms of certain transactions involving companies that J.P. Morgan deemed relevant and the consideration paid for such companies;

compared the financial and operating performance of Mirant and RRI with publicly available information concerning certain other companies that J.P. Morgan deemed relevant and reviewed the current and historical market prices of Mirant common stock and RRI common stock and certain publicly traded securities of such other companies;

reviewed certain internal financial analyses and forecasts relating to Mirant's business prepared by or at the direction of Mirant's management and certain internal financial analyses and forecasts relating to RRI's business prepared by or at the direction of RRI's management as adjusted by Mirant's management, as well as financial analyses and forecasts provided by Mirant's management regarding the estimated amount and timing of the cost savings and related expenses and synergies expected to result from the proposed merger, collectively referred to as synergies; and

performed such other financial studies and analyses and considered such other information as J.P. Morgan deemed appropriate for the purposes of its opinion.

J.P. Morgan also held discussions with certain members of the managements of Mirant and RRI with respect to certain aspects of the proposed merger, and the past and current business operations of Mirant and

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RRI, the financial condition and future prospects and operations of Mirant and RRI, the effects of the merger on the financial condition and future prospects of Mirant and RRI and certain other matters that J.P. Morgan believed necessary or appropriate to its inquiry.

In giving its opinion, J.P. Morgan relied upon and assumed the accuracy and completeness of all information that was publicly available or was furnished to or discussed with J.P. Morgan by Mirant or RRI or otherwise reviewed by or for J.P. Morgan, and J.P. Morgan did not independently verify, nor has J.P. Morgan assumed responsibility or liability for independently verifying, any such information or its accuracy or completeness. J.P. Morgan did not conduct and was not provided with any valuation or appraisal of any assets or liabilities, contingent or otherwise, nor did J.P. Morgan evaluate the solvency of Mirant or RRI under any state or federal laws relating to bankruptcy, insolvency or similar matters. In relying on financial analyses and forecasts provided to J.P. Morgan or derived therefrom, including the synergies, J.P. Morgan assumed that they were reasonably prepared based on assumptions that reflected the best currently available estimates and judgments by management as to the expected future results of operations and financial conditions of Mirant and RRI to which such analyses or forecasts relate and other matters covered thereby. Specifically, J.P. Morgan relied, without independent verification, upon the assessments of Mirant's management as to market trends and prospects and regulatory matters relating to the energy-related industries and the potential impact of such trends, prospects and matters on Mirant and RRI, including the assumptions of such management as to future commodity fuel prices reflected in the financial forecasts and other information and data relating to Mirant and RRI utilized in J.P. Morgan's analyses, which are subject to significant volatility and which, if different than as assumed by Mirant's management, could have a material impact on such analyses. J.P. Morgan expressed no view as to the management-provided analyses or forecasts, including the synergies, or the assumptions, including such market trends and prospects and regulatory matters, on which they were based. J.P. Morgan also assumed that the merger would qualify as a tax-free reorganization for U.S. federal income tax purposes, and would be completed as described in the merger agreement, and that the definitive merger agreement would not differ in any material respects from the execution copy furnished to J.P. Morgan on April 10, 2010. J.P. Morgan further assumed that the representations and warranties made by Mirant, RRI and Merger Sub in the merger agreement and any related agreements are and will be true and correct in all material respects as of the dates made or deemed made. J.P. Morgan is not a legal, regulatory or tax expert and relied on the assessments made by advisors to Mirant with respect to such issues. J.P. Morgan further assumed that all material governmental, regulatory or other consents and approvals necessary for completion of the merger would be obtained without any material adverse effect on Mirant, RRI or the contemplated benefits of the proposed merger.

J.P. Morgan's opinion was necessarily based on economic, market and other conditions as in effect on, and the information made available to J.P. Morgan as of, the date of its opinion. J.P. Morgan's opinion notes that subsequent developments may affect J.P. Morgan's opinion, and J.P. Morgan does not have any obligation to update, revise or reaffirm its opinion. J.P. Morgan's opinion is limited to the fairness, from a financial point of view, to holders of Mirant common stock of the exchange ratio in the proposed merger and J.P. Morgan expressed no opinion as to the fairness of the proposed merger to, or any consideration to be received by, the holders of any other class of securities, creditors or other constituencies of Mirant or as to the underlying decision by Mirant to engage in the proposed merger. Furthermore, J.P. Morgan expressed no opinion with respect to the amount or nature of any compensation to any officers, directors or employees of any party to the merger, or any class of such persons, relative to the exchange ratio in the merger or with respect to the fairness of any such compensation. J.P. Morgan expressed no opinion as to the prices at which Mirant common stock or RRI common stock will trade at any future time. In connection with J.P. Morgan's engagement with respect to the merger, J.P. Morgan was not authorized to and did not solicit any expressions of interest from any other third parties with respect to the sale of all or any part of Mirant or any alternative transaction. Except as described above, Mirant imposed no other instructions or limitations on J.P. Morgan with respect to the investigations made or the procedures followed by it in rendering its opinion.

The terms of the merger agreement, including the consideration to be received by holders of Mirant common stock in the merger, were determined through negotiation between Mirant and RRI, and the decision to enter into the merger agreement was solely that of the Mirant board of directors and the RRI board of

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directors. J.P. Morgan's opinion and financial analyses were only one of the many factors considered by the Mirant board of directors in its evaluation of the proposed merger and should not be viewed as determinative of the views of the Mirant board of directors or management with respect to the proposed merger or the merger consideration, the value of Mirant or RRI or whether the Mirant board of directors would have been willing to agree to different or other forms of consideration.

In accordance with customary investment banking practice, J.P. Morgan employed generally accepted valuation methodologies in connection with its opinion. The following is a summary of the material financial analyses used by J.P. Morgan in connection with providing its opinion and does not purport to be a complete description of the analyses or data presented by J.P. Morgan. **Some of the summaries of the financial analyses include information presented in tabular format. To fully understand the financial analyses, the tables should be read together with the text of each summary. Considering the data set forth in the tables without considering the narrative description of the financial analyses, including the methodologies and assumptions underlying the analyses, could create a misleading or incomplete view of the financial analyses. In connection with J.P. Morgan's financial analyses described below, J.P. Morgan was provided with financial forecasts relating to Mirant and RRI prepared by the managements of Mirant and RRI (and, in the case of RRI, as adjusted by Mirant's management) based on March 16, 2010 forward curves.**

Mirant Standalone Financial Analyses

Selected Companies Analysis. J.P. Morgan compared the financial and operating performance of Mirant with that of RRI and the following three publicly-traded companies, referred to as the selected companies, which companies were selected generally because, as is the case with Mirant and RRI, they are U.S.-based merchant generation companies:

Dynegy Inc.

Calpine Corporation

NRG Energy, Inc.

J.P. Morgan reviewed, among other information, each company's firm value as a multiple of calendar years 2010 and 2011 estimated earnings before interest taxes, depreciation and amortization, referred to as EBITDA, excluding the value of hedge positions and one-time occurrences (*e.g.*, asset sales), referred to as Open EBITDA. For purposes of this analysis, firm value was calculated as market value, based on closing stock prices on April 9, 2010, plus total debt, non-controlling interest and capitalized leases, less the net present value of hedge positions, cash and cash equivalents, based on data as of December 31, 2009. Estimated financial data of RRI and the selected companies were based on publicly available Wall Street research analysts' estimates. J.P. Morgan applied selected ranges of firm value to calendar years 2010 and 2011 Open EBITDA multiples implied by RRI and the selected companies of 7.5x to 8.5x to corresponding data of Mirant based both on internal estimates of Mirant's management and publicly available Wall Street research analysts' estimates with respect to Mirant, which are referred to as Mirant street estimates. This analysis implied the following approximate per share equity value reference ranges for Mirant, as compared to Mirant's closing stock price of \$10.73 per share on April 9, 2010:

Implied per Share Equity Value Reference Ranges for Mirant Based on: Mirant Management Estimates	Mirant Closing Stock Price on April 9, 2010
Mirant Street Estimates	

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Calendar Year 2010 Open EBITDA	\$11.05 - \$12.60	\$14.65 - \$16.95	\$10.73
Calendar Year 2011 Open EBITDA	\$6.90 - \$7.90	\$11.50 - \$13.45	

Selected Transactions Analysis. Using publicly available information, J.P. Morgan reviewed financial data relating to the following six selected publicly announced transactions, whether or not consummated, which are referred to as the selected transactions. The following transactions were selected generally because, as is the case with the merger, they involve U.S.-based independent power producer companies and utilities

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engaged in both regulated utility operations and unregulated wholesale power generation, have multi-billion dollar transaction values and relate to corporate-level business combinations:

Acquirer	Target
Exelon Corporation	NRG Energy, Inc.
MidAmerican Energy Holdings Company	Constellation Energy Group, Inc.
Kohlberg Kravis Roberts & Co. L.P. and Texas Pacific Group	TXU Corp.
Mirant	NRG Energy, Inc.
FPL Group, Inc.	Constellation Energy Group, Inc.
Exelon Corporation	Public Service Enterprise Group Incorporated

J.P. Morgan reviewed, among other information, transaction values in the selected transactions, calculated as the firm value implied for the target company based on the consideration payable in the selected transaction, as a multiple of the target company's latest 12 months EBITDA prior to announcement of such transaction. Financial data for the selected transactions were based on information publicly available at the time of such announcement. J.P. Morgan applied a selected range of the latest 12 months EBITDA multiples implied by the selected transactions of 7.5x to 8.5x to Mirant's latest 12 months EBITDA as of March 31, 2010, based both on internal estimates of Mirant's management and Mirant street estimates. This analysis implied the following per share equity value reference ranges for Mirant, as compared to Mirant's closing stock price of \$10.73 per share on April 9, 2010:

Implied per Share Equity Value Reference Ranges for Mirant Based on:		Mirant Closing Stock Price on April 9, 2010
Mirant Management Estimates	Mirant Street Estimates	
\$11.25 - \$12.80	\$10.35 - \$12.15	\$10.73

Discounted Cash Flow Analysis. J.P. Morgan performed a discounted cash flow analysis to estimate the present value of the unlevered free cash flows that Mirant is projected to generate for fiscal years 2010 through 2014 based both on internal estimates of Mirant's management and Mirant street estimates. J.P. Morgan also calculated a range of terminal values for Mirant by applying to Mirant's fiscal year 2014 estimated Open EBITDA, adjusted for non-recurring items, a selected range of terminal value multiples of 7.5x to 8.5x, which range was selected taking into consideration, among other things, Open EBITDA multiples derived for Mirant, RRI and the selected companies referred to above under the caption "Mirant Standalone Financial Analyses - Selected Companies Analysis." The unlevered free cash flows and range of terminal values were then discounted to present value as of March 31, 2010 using a selected range of discount rates of 8.5% to 9.5%, which range was selected taking into consideration, among other things, a weighted average cost of capital calculation. This analysis implied the following approximate per share equity value reference ranges for Mirant, as compared to Mirant's closing stock price of \$10.73 per share on April 9, 2010:

Implied per Share Equity Value Reference Ranges for Mirant Based on:		Mirant Closing Stock Price on April 9, 2010
Mirant Management Estimates	Mirant Street Estimates	

\$5.15 - \$5.95

\$10.50 - \$12.95

\$10.73

RRI Standalone Financial Analyses

Selected Companies Analysis. J.P. Morgan compared the financial and operating performance of RRI with that of Mirant and the selected companies described above under the heading *Mirant Standalone Financial Analyses - Selected Companies Analysis.* J.P. Morgan reviewed, among other information, each company's firm value as a multiple of calendar years 2010 and 2011 estimated Open EBITDA. Estimated financial data of Mirant and the selected companies were based on publicly available research analysts' estimates. J.P. Morgan applied selected ranges of 2010 and 2011 Open EBITDA multiples implied by Mirant and the selected companies of 7.5x to 8.5x to corresponding data of RRI based both on internal estimates of

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RRI's management as adjusted by Mirant's management, which are referred to as the RRI base case, and publicly available research analysts' estimates relating to RRI, which are referred to as RRI street estimates. This analysis implied the following approximate per share equity value reference ranges for RRI, as compared to RRI's closing stock price of \$3.95 per share on April 9, 2010 (reference ranges that resulted in negative per share values were considered not meaningful and are designated below as "NM"):

	Implied per Share Equity Value		RRI Closing Stock Price on April 9, 2010
	Reference Ranges for RRI Based on:		
	RRI Base Case	RRI Street Estimates	
Calendar Year 2010 Open EBITDA	NM	\$ 2.30 - \$3.35	\$ 3.95
Calendar Year 2011 Open EBITDA	NM	\$ 2.30 - \$3.30	

Selected Transactions Analysis. Using publicly available information, J.P. Morgan reviewed financial data relating to the selected transactions described above under the heading "Mirant Standalone Financial Analyses - Selected Transactions Analysis." J.P. Morgan reviewed, among other information, transaction values in the selected transactions, calculated as the firm value implied for the target company based on the consideration payable in the selected transaction, as a multiple of the target company's latest 12 months EBITDA prior to announcement of such transaction. Financial data for the selected transactions were based on information publicly available at the time of such announcement. J.P. Morgan applied a selected range of latest 12 months EBITDA multiples implied by the selected transactions of 7.5x to 8.5x to RRI's latest 12 months EBITDA as of March 31, 2010 based both on the RRI base case and RRI street estimates. This analysis implied the following per share equity value reference ranges for RRI, as compared to RRI's closing stock price of \$3.95 per share on April 9, 2010 (reference ranges that resulted in negative per share values were considered not meaningful and are designated below as "NM"):

	Implied per Share Equity Value		RRI Closing Stock Price on April 9, 2010
	Reference Ranges for RRI Based on:		
	RRI Base Case	RRI Street Estimates	
	NM	\$0.45 - \$1.25	\$3.95

Discounted Cash Flow Analysis. J.P. Morgan performed a discounted cash flow analysis to estimate the present value of the unlevered free cash flows that RRI is projected to generate for fiscal years 2010 through 2014 based both on the RRI base case and RRI street estimates. J.P. Morgan also calculated a range of terminal values for RRI by applying to RRI's fiscal year 2014 estimated Open EBITDA, adjusted for non-recurring items, a selected range of terminal value multiples of 7.5x to 8.5x, which range was selected taking into consideration, among other things, Open EBITDA multiples derived for RRI, Mirant and the selected companies referred to above under the caption "Mirant Standalone Financial Analyses - Selected Companies Analysis." The unlevered free cash flows and range of terminal values were then discounted to present value as of March 31, 2010 using a selected range of discount rates of 8.5% to 9.5%, which range was selected taking into consideration, among other things, a weighted average cost of capital calculation. This analysis implied the following approximate per share equity value reference ranges for RRI, as compared to RRI's closing stock price of \$3.95 per share on April 9, 2010:

Implied per Share Equity Value	RRI Closing Stock
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Reference Ranges for RRI Based on:		Price on April 9, 2010
RRI Base Case	RRI Street Estimates	
\$1.55 - \$2.50	\$3.45 - \$4.25	\$3.95

Relative Valuation Considerations

Mirant/RRI Discounted Cash Flow Analyses. J.P. Morgan compared the relative implied per share equity value reference ranges for Mirant and RRI derived from the discounted cash flow analyses described above based on internal estimates of Mirant's management and the RRI base case. J.P. Morgan then calculated an implied exchange ratio reference range by dividing the low to high ends of the implied per share equity value reference range for Mirant by the high to low ends of the implied per share equity value reference range for

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RRI derived from such analyses. This analysis resulted in the following implied exchange ratio reference range, as compared to the exchange ratio provided for in the merger agreement.

Implied Exchange Ratio Reference Range	Merger Exchange Ratio
2.0519x - 3.7666x	2.8350x

J.P. Morgan also calculated the implied relative equity ownership percentage of the Mirant stockholders in the combined company immediately upon completion of the merger based on the implied exchange ratio reference range described above. This calculation indicated an implied pro forma equity ownership percentage for the Mirant stockholders of approximately 46.0% to 61.0%, as compared to the pro forma equity ownership percentage of Mirant stockholders in the combined company based on the exchange ratio provided for in the merger of 54.0%.

Pro Forma Financial Analysis

Potential Pro Forma Value Creation. J.P. Morgan reviewed the implied equity values of Mirant and RRI on a standalone basis derived from their respective closing stock prices on April 9, 2010 and the midpoint of the per share equity value reference ranges derived for Mirant and RRI from the discounted cash flow analyses described above. J.P. Morgan added to such implied equity values the net present value (as of March 31, 2010) of potential synergies estimated by Mirant's management to result from the merger to calculate the potential pro forma equity value of the combined company. J.P. Morgan then calculated the value attributable to the proportionate interest of the Mirant stockholders in such implied equity values assuming the pro forma equity ownership percentage of the Mirant stockholders in the combined company based on the exchange ratio provided for in the merger agreement. This analysis indicated a potential pro forma value creation for the Mirant stockholders of approximately 37.6% (relative to the implied equity value of Mirant derived from its closing stock price on April 9, 2010) and approximately 71.4% (relative to the midpoint of the per share equity value reference range derived from Mirant's discounted cash flow analysis described above).

Additional Analysis

Accretion/Dilution. J.P. Morgan reviewed the potential pro forma financial effects of the merger, taking into account potential synergies estimated by Mirant's management to result from the merger, on Mirant's and RRI's estimated free cash flows on a standalone basis during calendar years 2011 through 2014 relative to the combined company's estimated free cash flows during those calendar years. Estimated free cash flows were calculated as Open EBITDA less interest expense, capital expenditures and changes in working capital plus cash realized from hedges based on internal estimates of Mirant's management and the RRI base case. Based on the exchange ratio provided for in the merger agreement, this analysis indicated that, on a pro forma basis, the merger could be:

accretive relative to Mirant's estimated free cash flows on a standalone basis during calendar years 2011 through 2014; and

dilutive relative to RRI's estimated free cash flows for calendar year 2011 and accretive relative to RRI's estimated free cash flows during calendar years 2012 through 2014.

Other Factors. J.P. Morgan also reviewed for informational purposes certain other factors, including the following:

historical trading prices during the three-month period ended April 9, 2010 of Mirant common stock and RRI common stock of \$10.33 to \$16.16 per share and \$3.59 to \$5.92 per share, respectively, the implied exchange ratio reference range derived from the low to low ends and high to high ends of such historical trading prices of 2.7297x to 2.8774x and the implied equity ownership percentage range of Mirant's stockholders in the combined company based on such implied exchange ratio reference range of 53.1% to 54.4%; and

Wall Street analysts' price targets, based on equity research reports published after announcement of calendar year 2009 fourth quarter results, for Mirant common stock and RRI common stock of \$6.00 to \$14.00 per share and \$3.00 to \$6.00 per share, respectively.

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Miscellaneous

The summary above of certain material financial analyses does not purport to be a complete description of the analyses or data presented by J.P. Morgan. The preparation of a fairness opinion is a complex process and is not necessarily susceptible to partial analysis or summary description. J.P. Morgan believes that the foregoing summary and its analyses must be considered as a whole and that selecting portions thereof, or focusing on information in tabular format, without considering all of its analyses and the narrative description of the analyses, could create an incomplete view of the processes underlying its analyses and opinion. In arriving at its opinion, J.P. Morgan did not attribute any particular weight to any analyses or factors considered by it and did not form an opinion as to whether any individual analysis or factor (positive or negative), considered in isolation, supported or failed to support its opinion. Rather, J.P. Morgan considered the results of all of its analyses as a whole and made its determination as to fairness on the basis of its experience and professional judgment after considering the results of all of its analyses.

Analyses based on forecasts of future results are inherently uncertain, as they are subject to numerous factors or events beyond the control of the parties. Accordingly, forecasts and analyses used or made by J.P. Morgan are not necessarily indicative of actual future results, which may be significantly more or less favorable than suggested by those analyses. Moreover, J.P. Morgan's analyses are not and do not purport to be appraisals or otherwise reflective of the prices at which businesses actually could be bought or sold. None of the selected companies reviewed as described in the above summary is identical to Mirant or RRI, and none of the selected transactions reviewed as described in the above summary was identical to the merger. However, the companies selected were chosen because they are publicly traded companies with operations and businesses that, for purposes of J.P. Morgan's analysis, may be considered similar to those of Mirant and RRI. The transactions selected were similarly chosen for their participants, size and other factors that, for purposes of J.P. Morgan's analysis, may be considered similar to those of the merger. The analyses necessarily involve complex considerations and judgments concerning differences in financial and operational characteristics of the companies involved and other factors that could affect the companies compared to Mirant and RRI and the transactions compared to the merger and, accordingly, such analyses may not necessarily utilize all companies or transactions that could be deemed comparable to Mirant, RRI or the merger.

As part of its investment banking and financial advisory business, J.P. Morgan and its affiliates are continually engaged in the valuation of businesses and their securities in connection with mergers and acquisitions, investments for passive and control purposes, negotiated underwritings, competitive biddings, secondary distributions of listed and unlisted securities, private placements and valuations for estate, corporate and other purposes. J.P. Morgan was selected by Mirant as its financial advisor with respect to the merger on the basis of such experience and its qualifications, reputation and experience in the valuation of businesses and securities in connection with mergers and acquisitions.

J.P. Morgan has acted as financial advisor to Mirant with respect to the merger and will receive a fee of approximately \$30 million for its services contingent upon completion of the merger. In addition, Mirant has agreed to reimburse J.P. Morgan for its expenses incurred in connection with its services, including the fees and disbursements of counsel, and to indemnify J.P. Morgan and its affiliates for certain liabilities arising out of its engagement. J.P. Morgan may provide lending and/or investment banking services to the combined company in the future, including in connection with the refinancing transactions contemplated by the merger agreement. During the two years preceding the date of J.P. Morgan's opinion, J.P. Morgan and its affiliates have had commercial or investment banking relationships with Mirant and RRI, in connection with which J.P. Morgan and its affiliates have received customary compensation. Such services during such period have included acting as (i) sole counterparty in connection with Mirant's accelerated share repurchase program in May 2008 and (ii) financial advisor to RRI on the sale of its Nevada-based Bighorn power generation station in October 2008. In addition, J.P. Morgan's commercial banking affiliate is an agent bank and/or a lender under certain outstanding credit facilities of Mirant and RRI (which credit facilities will be refinanced in

connection with the merger), for which it receives customary compensation or other financial benefits. In the ordinary course of business, J.P. Morgan and its affiliates may actively trade the debt and equity securities of Mirant or RRI for their own account or for the accounts of customers and, accordingly, may at any time hold long or short positions in such securities.

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Board of Directors and Executive Officers of the Combined Company After Completion of the Merger; Headquarters; Amendments to the Combined Company's Bylaws

Board of Directors. Upon completion of the merger, the board of directors of the combined company will initially consist of ten directors, including (i) Mark M. Jacobs, the current president and chief executive officer of RRI, (ii) Edward R. Muller, the current chairman, president and chief executive officer of Mirant, (iii) the four current non-employee directors of RRI (E. William Barnett, Steven L. Miller, Evan J. Silverstein and Laree E. Perez) and (iv) the four Mirant designees, Terry G. Dallas, Thomas H. Johnson, Robert C. Murray and William L. Thacker, each a current non-employee director of Mirant. In addition, upon completion of the merger, each of the Audit, Compensation, Nominating and Governance, and Risk and Finance Oversight committees of the board of directors of the combined company will consist of four directors, two of whom will be designated by the RRI directors and two of whom will be designated by the Mirant directors. The chairman of the audit committee will be Mr. Murray, the chairman of the compensation committee will be Mr. Thacker, the chairman of the nominating and governance committee will be Mr. Miller and the chairman of the risk and finance oversight committee will be Mr. Silverstein. For discussion of the material interests of directors of RRI and Mirant in the merger that may be in addition to, or different from, their interests as stockholders, see *Interests of Directors and Executive Officers in the Merger* beginning on page 52.

Executive Officers. Upon completion of the merger, the corporate leadership team of the combined company will consist of Mr. Muller as chairman and chief executive officer; Mr. Jacobs as president and chief operating officer; J. William Holden III as executive vice president, chief financial officer; Michael L. Jines as executive vice president, general counsel and chief compliance officer; Robert Gaudette as senior vice president, chief commercial officer; David S. Freysinger as senior vice president, plant operations; and Anne M. Cleary as senior vice president, asset management. For further discussion of the material interests of executive officers of RRI and Mirant in the merger that may be in addition to, or different from, their interests as stockholders, see *Interests of Directors and Executive Officers in the Merger* beginning on page 52.

Headquarters. Following completion of the merger, the combined company's corporate headquarters will be located in Houston, Texas. The combined company's trading operations (and associated risk management function) will be located in Atlanta, Georgia.

Bylaws. In connection with the merger, RRI's bylaws, which will be the bylaws of the combined company, will be amended and restated as of completion of the merger in the form attached as Annex E to this joint proxy statement/prospectus to amend Article IV, Section 2 thereof to provide that, for three years following completion of the merger, the removal of either (i) the chief executive officer or (ii) the president and chief operating officer will require the affirmative vote of at least two-thirds of the independent members of the board of directors of the combined company then in office. This amendment will provide time for the designated leadership team to achieve the integration and ensure the stability of the combined company's senior management, while retaining flexibility for the board of directors of the combined company to change the leadership team if it determines to do so.

Interests of Directors and Executive Officers in the Merger

Interests of Directors and Executive Officers of Mirant in the Merger

In considering the recommendation of the Mirant board of directors that Mirant stockholders vote **FOR** the Merger proposal, Mirant stockholders should be aware that some of Mirant's executive officers and directors have financial interests in the merger that may be different from, or in addition to, those of Mirant stockholders generally. The

Mirant board of directors was aware of these interests and considered them, among other matters, in approving the merger agreement and making its recommendations that the Mirant stockholders approve the merger agreement. For purposes of all of the Mirant agreements and plans described below, completion of the merger will constitute a change in control.

Table of Contents*Equity Compensation Awards*

Upon completion of the merger, (i) each outstanding Mirant stock option will vest and be converted into an option to purchase RRI common stock (with the number of shares and per share exercise price appropriately adjusted based on the exchange ratio) in the merger on the same terms and conditions applicable to the corresponding Mirant stock option and (ii) each outstanding Mirant restricted stock unit will vest and be converted into the right to receive a number of shares of RRI common stock based on the exchange ratio in the merger (except to the extent that a holder of a Mirant restricted stock unit has made a valid deferral election with respect to such Mirant restricted stock unit, in which case the settlement of such Mirant restricted stock unit will be at the time specified in such deferral election).

The table below sets forth the number of stock options and restricted stock units that will vest upon completion of the merger for Messrs. Muller, Holden, O Neal, Garlick and Gaudette, Msses. Houston and Cleary and the Mirant non-employee directors, as a group, based on Mirant equity compensation awards outstanding as of June 30, 2010.

	Outstanding Stock Options That Would Vest (#)	Outstanding Restricted Stock Units That Would Vest (#)
Named Executive Officers		
Edward R. Muller	392,945	338,061
J. William Holden III	60,256	51,928
Julia A. Houston	46,265	40,511
John L. O Neal	58,294	50,286
James P. Garlick	48,494	41,986
Anne M. Cleary	42,162	37,071
Other Officer		
Robert Gaudette	15,113	13,054
Non-Employee Directors, as a group		47,299

Mirant Corporation Change in Control Severance Plan

Messrs. Muller, Holden, O Neal and Garlick and Msses. Houston and Cleary each participate in the Mirant Corporation Change in Control Severance Plan, which is referred to as the Change in Control Severance Plan. Mr. Muller receives the greater of the benefits under the Change in Control Severance Plan and his employment agreement and Mr. Holden and Ms. Cleary will have, upon completion of the merger, waived certain of their rights under the Change in Control Severance Plan in exchange for certain rights under new offer letters. Each of Mr. Muller's employment agreement and Mr. Holden and Ms. Cleary's new offer letters are described in more detail below.

The Change in Control Severance Plan provides that, if, during the two year period following a change in control, the executive's employment is terminated for any reason other than by reason of disability or for cause or if the executive terminates his or her employment for good reason, the executive would receive the following:

payment equal to the sum of (i) three times the executive's base salary and (ii) three times the target annual bonus for the year in which termination occurs; and

a lump sum amount equal to the cost of 36 months of additional benefit coverage under the medical, dental and vision plans in which the executive participates on the date of termination; and

a pro rata bonus based on the higher of the executive's target bonus immediately prior to the change in control or immediately after the change in control.

In the event that any payments or benefits made to the executive would be subjected to the excise tax imposed by Section 4999 of the Code, the executive would receive an additional payment such that the executive would be placed in the same after-tax position as if no excise tax had been imposed; however, in no event may the gross up payment exceed \$2 million for each executive.

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Based on compensation and benefit levels in effect on June 30, 2010 and assuming that each executive officer experiences a qualifying termination of employment after completion of the merger, each of Messrs. O Neal and Garlick and Ms. Houston would be entitled to receive approximately \$1,978,000, \$1,980,000 and \$2,014,000, respectively, in severance payments under the Change in Control Severance Plan. The actual amounts payable will vary depending on, among other things, the timing of the completion of merger and any qualifying termination, the amount of salary and bonuses being earned by the executives at that time and various assumptions about the golden parachute excise tax imposed in respect of Section 4999 of the Code.

Employment Agreements

Original Employment Agreement with Edward R. Muller. Mr. Muller is party to an employment agreement with Mirant, originally entered into on September 30, 2005 (as amended from time to time), which is referred to as the 2005 Employment Agreement. The 2005 Employment Agreement had a three-year term and has been automatically extended through September 30, 2010. Pursuant to the terms of the 2005 Employment Agreement, Mr. Muller is eligible for severance payments in the event his employment is terminated without cause, or as a result of death, disability or a change in control. If, for up to two years following a change in control, Mr. Muller is terminated for any reason, other than by reason of disability or for cause (as defined in his employment agreement), or if he terminates his employment for good reason (as defined below), then he would receive the following:

payment equal to the sum of (i) three times his base salary and (ii) the higher of (a) three times the last full-year's annual short-term incentive payment or (b) three times the target annual short-term incentive payment for the year in which termination occurs;

a multiple of three times the benefit related to life and long-term disability insurance and contributions under Mirant's Employee Savings Plan and Supplemental Benefit (Savings) Plan;

18 months of continued coverage for medical, dental and other group health benefits and plans in effect at the date of termination;