

NRG ENERGY, INC.  
Form 8-K  
August 04, 2009

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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of Earliest Event Reported):

July 29, 2009

NRG Energy, Inc.

(Exact name of registrant as specified in its charter)

Delaware

001-15891

41-1724239

(State or other jurisdiction  
of incorporation)

(Commission  
File Number)

(I.R.S. Employer  
Identification No.)

211 Carnegie Center, Princeton, New Jersey

08540

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code:

609-524-4500

Not Applicable

Former name or former address, if changed since last report

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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**Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.**

On July 29, 2009, IVS Associates, Inc., the independent inspector of elections for NRG Energy, Inc's 2009 Annual Meeting of Stockholders held on July 21, 2009, certified that the stockholders of NRG approved an amendment to Article Six of the Amended and Restated Certificate of Incorporation. The amendment revises the voting standard in the case of any uncontested director election from a plurality vote standard to a majority vote standard. A copy of the Amended and Restated Certificate of Incorporation is filed herewith as Exhibit 3.1 and is incorporated by reference herein.

**Item 9.01 Financial Statements and Exhibits.**

Exhibit 3.1 - Amended and Restated Certificate of Incorporation

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**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

NRG Energy, Inc.

*August 4, 2009*

*By: /s/ Michael R. Bramnick*

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*Name: Michael R. Bramnick*

*Title: SVP and General Counsel*

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Exhibit Index

| <b><u>Exhibit No.</u></b> | <b><u>Description</u></b>                         |
|---------------------------|---|
| 3.1                       | Amended and Restated Certificate of Incorporation |