

NRG ENERGY, INC.
Form 425
January 07, 2009

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

January 6, 2009

Date of Report (Date of earliest event reported)

| Commission | | IRS Employer |
|-------------------|--|-------------------------|
| File | Exact Name of Registrant as Specified in Its Charter; State of Incorporation; | Identification |
| Number | Address of Principal Executive Offices; and Telephone Number | Number |
| 1-16169 | EXELON CORPORATION | 23-2990190 |
| | (a Pennsylvania corporation) | |
| | 10 South Dearborn Street | |
| | P.O. Box 805379 | |

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Chicago, Illinois 60680-5379

(312) 394-7398

333-85496 EXELON GENERATION COMPANY, LLC

23-3064219

(a Pennsylvania limited liability company)

300 Exelon Way

Kennett Square, Pennsylvania 19348-2473

(610) 765-5959

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 (*see* General Instruction A.2. below):

- 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))

Item 8.01 Other Events.

On January 7, 2009, Exelon Corporation (Exelon) announced that it has extended the expiration date of its previously announced exchange offer for all of the outstanding shares of common stock, par value \$0.01 per share (the NRG common stock), of NRG Energy, Inc., a Delaware corporation (NRG), upon the terms and subject to the conditions set forth in the Prospectus/Offer to Exchange dated November 12, 2008, as amended, and in the related Letter of Transmittal. The exchange offer, which was scheduled to expire at 5:00 p.m., New York City time, on January 6, 2009, has been extended until 5:00 p.m., New York City time, on February 25, 2009, unless further extended.

Attached hereto as Exhibit 99.1 is a copy of the press release issued by Exelon on January 7, 2009 announcing the extension of the exchange offer for all outstanding shares of NRG common stock.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

99.1 Press release announcing the extension of the exchange offer for all outstanding shares of NRG common stock, dated January 7, 2009.

* * * * *

This combined Form 8-K is being furnished separately by Exelon and Exelon Generation Company, LLC (the Registrants). Information contained herein relating to any individual Registrant has been furnished by such Registrant on its own behalf. No Registrant makes any representation as to information relating to any other Registrant.

SIGNATURES

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

**EXELON CORPORATION
EXELON GENERATION COMPANY, LLC**

Date: January 7, 2009

By: /s/ Matthew F. Hilzinger
Matthew F. Hilzinger
Senior Vice President and Chief Financial Officer
Exelon Corporation

EXHIBIT INDEX

| Exhibit No. | Description |
|--------------------|---|
| 99.1 | Press release announcing the extension of the exchange offer for all outstanding shares of NRG common stock, dated January 7, 2009. |