

NRG ENERGY, INC.
Form SC 13D/A
August 16, 2006

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

SCHEDULE 13D

Under the Securities Exchange Act of 1934
(Amendment No. 2)*

NRG Energy, Inc.

(Name of Issuer)

Common Stock, par value \$0.01 per share

(Title of Class of Securities)

629377508

(CUSIP Number)

**Blackstone TG Capital Partners IV L.P., Blackstone Capital Partners IV-A L.P., Blackstone Participation Partnership IV L.P.,
Blackstone Family Investment Partnership IV-A L.P., Blackstone TG Capital Partners IV-B L.P., Blackstone Management Associates
IV L.L.C., Peter G. Peterson and Stephen A. Schwarzman**

**c/o The Blackstone Group
345 Park Avenue, New York, New York 10154
(212) 583-5000**

(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)

August 15, 2006

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(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box.

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See §240.13d-7 for other parties to whom copies are to be sent.

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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CUSIP No. 629377508

1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)
Blackstone TG Capital Partners IV L.P.
 2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)	<input type="radio"/>
(b)	<input checked="" type="radio"/>
 3. SEC Use Only
 4. Source of Funds (See Instructions)
OO (see Item 3)
 5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)
 6. Citizenship or Place of Organization
Delaware
- | | |
|-----|--------------------------------------|
| 7. | Sole Voting Power
3,309,583* |
| 8. | Shared Voting Power
0 |
| 9. | Sole Dispositive Power
3,309,583* |
| 10. | Shared Dispositive Power
0 |
- Number of Shares Beneficially Owned by Each Reporting Person With
11. Aggregate Amount Beneficially Owned by Each Reporting Person
3,309,583*
 12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)
 13. Percent of Class Represented by Amount in Row (11)
2.4%**
 14. Type of Reporting Person (See Instructions)
PN

* See Item 5 below.

** The calculation of the foregoing percentage is based on 137,015,810 shares of Issuer Common Stock outstanding as of August 2, 2006, as reported in the Issuer's Prospectus Supplement filed on August 11, 2006.

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1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)
Blackstone Capital Partners IV-A L.P.
2. Check the Appropriate Box if a Member of a Group (See Instructions)
(a) O
(b) X
3. SEC Use Only
4. Source of Funds (See Instructions)
OO (see Item 3)
5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) O
6. Citizenship or Place of Organization
Delaware
- | | | |
|---|-----|-----------------------------------|
| Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With | 7. | Sole Voting Power
57,685* |
| | 8. | Shared Voting Power
0 |
| | 9. | Sole Dispositive Power
57,685* |
| | 10. | Shared Dispositive Power
0 |
11. Aggregate Amount Beneficially Owned by Each Reporting Person
57,685*
12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) O
13. Percent of Class Represented by Amount in Row (11)
0.0%**
14. Type of Reporting Person (See Instructions)
PN

* See Item 5 below.

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1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)
Blackstone Participation Partnership IV L.P.
 2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)	<input type="radio"/>
(b)	<input checked="" type="radio"/>
 3. SEC Use Only
 4. Source of Funds (See Instructions)
OO (see Item 3)
 5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)
 6. Citizenship or Place of Organization
Delaware
- | | |
|-----|----------------------------------|
| 7. | Sole Voting Power
7,626* |
| 8. | Shared Voting Power
0 |
| 9. | Sole Dispositive Power
7,626* |
| 10. | Shared Dispositive Power
0 |
11. Aggregate Amount Beneficially Owned by Each Reporting Person
7,626*
 12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)
 13. Percent of Class Represented by Amount in Row (11)
0.0%**
 14. Type of Reporting Person (See Instructions)
PN

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

* See Item 5 below.

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CUSIP No. 629377508

1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)
Blackstone Family Investment Partnership IV-A L.P.
 2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)	<input type="radio"/>
(b)	<input checked="" type="radio"/>
 3. SEC Use Only
 4. Source of Funds (See Instructions)
OO (see Item 3)
 5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)
 6. Citizenship or Place of Organization
Delaware
- | | |
|-----|------------------------------------|
| 7. | Sole Voting Power
208,160* |
| 8. | Shared Voting Power
0 |
| 9. | Sole Dispositive Power
208,160* |
| 10. | Shared Dispositive Power
0 |
11. Aggregate Amount Beneficially Owned by Each Reporting Person
208,160*
 12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)
 13. Percent of Class Represented by Amount in Row (11)
0.2%**
 14. Type of Reporting Person (See Instructions)
PN

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

* See Item 5 below.

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1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)
Blackstone TG Capital Partners IV-B L.P.
 2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)	<input type="radio"/>
(b)	<input checked="" type="radio"/>
 3. SEC Use Only
 4. Source of Funds (See Instructions)
OO (see Item 3)
 5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)
 6. Citizenship or Place of Organization
Delaware
- | | |
|-----|------------------------------------|
| 7. | Sole Voting Power
629,827* |
| 8. | Shared Voting Power
0 |
| 9. | Sole Dispositive Power
629,827* |
| 10. | Shared Dispositive Power
0 |
11. Aggregate Amount Beneficially Owned by Each Reporting Person
629,827*
 12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)
 13. Percent of Class Represented by Amount in Row (11)
0.5%**
 14. Type of Reporting Person (See Instructions)
PN

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

* See Item 5 below.

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1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)
Blackstone Management Associates IV L.L.C.
 2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)	<input type="radio"/>
(b)	<input checked="" type="radio"/>
 3. SEC Use Only
 4. Source of Funds (See Instructions)
OO (see Item 3)
 5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)
 6. Citizenship or Place of Organization
Delaware
- | | |
|-----|--------------------------------------|
| 7. | Sole Voting Power
4,212,881* |
| 8. | Shared Voting Power
0 |
| 9. | Sole Dispositive Power
4,212,881* |
| 10. | Shared Dispositive Power
0 |
11. Aggregate Amount Beneficially Owned by Each Reporting Person
4,212,881*
 12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)
 13. Percent of Class Represented by Amount in Row (11)
3.1%**
 14. Type of Reporting Person (See Instructions)
OO

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

* See Item 5 below.

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1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)
Peter G. Peterson
 2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)	<input type="radio"/>
(b)	<input checked="" type="radio"/>
 3. SEC Use Only
 4. Source of Funds (See Instructions)
OO (see Item 3)
 5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)
 6. Citizenship or Place of Organization
U.S.A.
- | | |
|-----|--------------------------------------|
| 7. | Sole Voting Power
4,212,881* |
| 8. | Shared Voting Power
0 |
| 9. | Sole Dispositive Power
4,212,881* |
| 10. | Shared Dispositive Power
0 |
11. Aggregate Amount Beneficially Owned by Each Reporting Person
4,212,881*
 12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)
 13. Percent of Class Represented by Amount in Row (11)
3.1%**
 14. Type of Reporting Person (See Instructions)
IN

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

* See Item 5 below.

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CUSIP No. 629377508

1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)
Stephen A. Schwarzman
 2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)	<input type="radio"/>
(b)	<input checked="" type="radio"/>
 3. SEC Use Only
 4. Source of Funds (See Instructions)
OO (see Item 3)
 5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)
 6. Citizenship or Place of Organization
U.S.A.
- | | |
|-----|--------------------------------------|
| 7. | Sole Voting Power
4,212,881* |
| 8. | Shared Voting Power
0 |
| 9. | Sole Dispositive Power
4,212,881* |
| 10. | Shared Dispositive Power
0 |
11. Aggregate Amount Beneficially Owned by Each Reporting Person
4,212,881*
 12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)
 13. Percent of Class Represented by Amount in Row (11)
3.1%**
 14. Type of Reporting Person (See Instructions)
IN

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

* See Item 5 below.

** The calculation of the foregoing percentage is based on 137,015,810 shares of Issuer Common Stock outstanding as of August 2, 2006, as reported in the Issuer's Prospectus Supplement filed on August 11, 2006.

This Amendment No. 2 supplements and amends Items 4 and 5 of the statement on Schedule 13D filed on February 10, 2006 by Blackstone TG Capital Partners IV L.P. (BCP IV), Blackstone TG Capital Partners IV-B L.P. (BCP IV-B), Blackstone Capital Partners IV-A L.P. (BCP IV-A), Blackstone Family Investment Partnership IV-A L.P. (BFIP), Blackstone Participation Partnership IV L.P. (BPP), Blackstone Management Associates IV L.L.C. (BMA), Peter G. Peterson and Stephen A. Schwarzman (the foregoing, collectively, the Reporting Persons), as amended by Amendment No. 1 thereto filed on August 11, 2006 (as so amended, the Schedule 13D), relating to the common stock, \$0.01 par value per share (Issuer Common Stock), of NRG Energy, Inc., a Delaware corporation (the Issuer). Each Item below amends and supplements the information disclosed under the corresponding Item of the Schedule 13D. Unless otherwise indicated herein, capitalized terms used but not defined in this Amendment No. 2 shall have the same meanings herein as are ascribed to such terms in the Schedule 13D.

Item 4. Purpose of Transaction

Item 4 of the Schedule 13D is hereby amended and supplemented to incorporate by reference the amendments and supplements to Item 5 herein, and by adding immediately prior to the penultimate paragraph of Item 4 the following:

The sales of Issuer Common Stock pursuant to the Underwriting Agreement closed on August 15, 2006 as described below in Item 5.

Item 5. Interest in Securities of the Issuer

Items 5(a) and (b) of Schedule 13D are hereby amended and supplemented by deleting them in their entirety and replacing them with the following:

The information contained in the cover pages to Amendment No. 2 to the Schedule 13D is incorporated herein by reference.

On August 15, 2006, pursuant to the Underwriting Agreement, BCP IV, BCP IV-B, BCP IV-A, BFIP and BPP sold respectively 3,309,582, 629,828, 57,685, 208,160 and 7,625 shares of Issuer Common Stock (4,212,880 shares in total) to Morgan Stanley & Co. Incorporated (the Resale).

The Blackstone Funds, acting through their sole general partner BMA, have the sole power to vote or to direct the vote, and to dispose or to direct the disposition of, the Issuer Common Stock respectively owned by them. As a result, for purposes of section 13(d) of the Act, BMA may be deemed to beneficially own the shares of Issuer Common Stock directly owned by the respective Blackstone Funds of which it is the general partner. The Founding Members have power to vote or to direct the vote of, and to dispose or to direct the disposition of, the shares of Issuer Common Stock that may be deemed to be beneficially owned by BMA. As a result, each of the Founding Members may be deemed to beneficially own the shares of Issuer Common Stock that BMA may be deemed to beneficially own. Each of BMA and each Founding Member disclaims beneficial ownership of such shares.

Following the completion of the Resale, the Reporting Persons are not presently acting in a manner that could deem them to be a group with the other Funds (as defined in Amendment No. 1 to the Schedule 13D) within the meaning of Section 13(d) of the Securities Exchange Act with respect to the disposition of Issuer Common Stock. All or any portion of the Funds may or may not in the future determine to engage in actions that could deem them to have formed a group within the meaning of Section 13(d) of the Securities Exchange Act with respect to the disposition of Issuer Common Stock.

The Reporting Persons are not acting and do not presently intend to act in a manner that could deem them to be a group with the other Funds (as defined in Amendment No. 1 to the Schedule 13D) within the meaning of Section 13(d) of the Securities Exchange Act or to act in concert with respect to voting of their shares of Issuer Common Stock or with respect to seeking to influence the management or policies of the Issuer.

Neither the filing of this Schedule 13D nor any of its contents shall be deemed to constitute an admission that any Reporting Person or any other person described in Item 2 hereof is the beneficial owner of the Issuer

Common Stock referred to herein or is a member of any group for purposes of Section 13(d) of the Securities Exchange Act or for any other purpose, and such beneficial ownership and membership in any such group is expressly disclaimed.

Item 5(e) of the Schedule 13D is hereby amended and supplemented by deleting it in its entirety and replacing it with the following:

As a result of the Resale, each Reporting Person ceased to be the beneficial owner of more than 5% of the Issuer Common Stock on August 15, 2006.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this Statement is true, complete and correct.

Dated: August 16, 2006

BLACKSTONE TG CAPITAL PARTNERS IV L.P.

By: Blackstone Management Associates IV L.L.C., as General Partner

By: /s/ David Foley
Name: David Foley
Title: Member

BLACKSTONE TG CAPITAL PARTNERS IV-B L.P.

By: Blackstone Management Associates IV L.L.C., as General Partner

By: /s/ David Foley
Name: David Foley
Title: Member

BLACKSTONE CAPITAL PARTNERS IV-A L.P.

By: Blackstone Management Associates IV L.L.C., as General Partner

By: /s/ David Foley
Name: David Foley
Title: Member

BLACKSTONE PARTICIPATION PARTNERSHIP IV L.P.

By: Blackstone Management Associates IV L.L.C., as General Partner

By: /s/ David Foley
Name: David Foley
Title: Member

BLACKSTONE FAMILY INVESTMENT PARTNERSHIP IV-A L.P.

By: Blackstone Management Associates IV L.L.C., as General Partner

By: /s/ David Foley
Name: David Foley
Title: Member

BLACKSTONE MANAGEMENT ASSOCIATES IV L.L.C.

By: /s/ David Foley
Name: David Foley
Title: Member

/s/ Peter G. Peterson
PETER G. PETERSON

/s/ Stephen A. Schwarzman
STEPHEN A. SCHWARZMAN

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