

GenOn Energy, Inc.
Form 8-K
November 15, 2012

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):

November 9, 2012

GenOn Energy, Inc.

(Exact name of registrant as specified in its charter)

Delaware

1-16455

76-0655566

(State or other jurisdiction
of incorporation)

(Commission
File Number)

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

1000 Main Street, Houston, Texas

77002

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code:

832-357-3000

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 5.07 Submission of Matters to a Vote of Security Holders.

A Special Meeting of Stockholders (the Special Meeting) of GenOn Energy, Inc. (the Company or GenOn) was held on November 9, 2012, in Houston, Texas. The following matters were submitted to a vote of the Company s stockholders:

Proposal 1: Votes regarding the proposal to approve the merger contemplated by the Agreement and Plan of Merger, dated as of July 20, 2012, by and among NRG Energy, Inc. (NRG), Plus Merger Corporation and the Company were as follows:

| FOR | AGAINST | ABSTENTIONS | BROKER NON-VOTES |
|-------------|----------------|--------------------|-------------------------|
| 616,218,447 | 3,938,852 | 884,989 | |

Proposal 2: Votes regarding the proposal to conduct an advisory vote on the merger-related compensation arrangements of the Company s named executive officers were as follows:

| FOR | AGAINST | ABSTENTIONS | BROKER NON-VOTES |
|-------------|----------------|--------------------|-------------------------|
| 441,405,978 | 117,832,745 | 1,803,565 | |

Proposal 3: Votes regarding any motion to adjourn the GenOn Special Meeting, if necessary, to solicit additional proxies were as follows:

| FOR | AGAINST | ABSTENTIONS | BROKER NON-VOTES |
|-------------|----------------|--------------------|-------------------------|
| 577,775,166 | 42,659,385 | 607,737 | |

Item 7.01 Regulation FD Disclosure.

On November 9, 2012, GenOn and NRG issued a joint press release announcing the results of the proposals considered at each company s special meeting. A copy of the press release is furnished herewith as Exhibit 99.1 and incorporated by reference herein. The press release contains certain forward-looking statements, all of which are subject to the cautionary statement about forward-looking statements set forth therein.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

| Exhibit No. | Description |
|--------------------|--|
| 99.1 | Joint Press Release of GenOn and NRG, issued November 9, 2012. |

INFORMATION FURNISHED

The information in Item 7.01 and in the exhibit 99.1 included as part of this Form 8-K are being furnished, not filed. Accordingly, the information will not be incorporated by reference into any filing or report by us with the Securities and Exchange Commission, whether made before or after the date hereof, unless specifically identified as being incorporated by reference therein.

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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.

GenOn Energy, Inc.

November 12, 2012

By: */s/ Thomas C. Livengood*

Name: Thomas C. Livengood

Title: Senior Vice President and Controller

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| <u>Exhibit No.</u> | <u>Description</u> |
|---------------------------|--|
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