

GenOn Energy, Inc.
Form S-8 POS
December 03, 2010

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549
Post-Effective Amendment No. 1
to
FORM S-8
REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933
GenOn Energy, Inc.
(Exact Name of Registrant as Specified in Its Charter)**

Delaware
(State or Other Jurisdiction of Incorporation or
Organization)

76-0655566
(I.R.S. Employer Identification No.)

1000 Main Street Houston, Texas
(Address of Principal Executive Offices)

77002
(Zip Code)

Long-Term Incentive Plan of GenOn Energy, Inc.
(Full title of the plan)

Michael L. Jines
Executive Vice President,
General Counsel and Corporate Secretary
and Chief Compliance Officer
GenOn Energy, Inc.
1000 Main Street
Houston, Texas 77002

(Name and address of agent for service)

(832) 357-3000

(Telephone number, including area code, of agent for service)

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

DEREGISTRATION OF SECURITIES

This Post-Effective Amendment No. 1 to the Registration Statement on Form S-8 (File No. 333-60328) (the Registration Statement) initially filed with the Securities and Exchange Commission on May 7, 2001 by GenOn Energy, Inc., formerly RRI Energy, Inc. (the Registrant), a Delaware corporation, is being filed to deregister all unsold shares of common stock of the Registrant, par value \$0.001 per share (Common Stock), and associated Series A preferred share purchase rights (the Rights) that were originally reserved for issuance under the Long-Term Incentive Plan of GenOn Energy, Inc.

On December 3, 2010, pursuant to an Agreement and Plan of Merger dated as of April 11, 2010 (the Merger Agreement), RRI Energy Holdings, Inc., a wholly owned subsidiary of the Registrant, merged with and into Mirant Corporation (Mirant), with Mirant continuing as the surviving entity and a direct wholly-owned subsidiary of the Registrant (the Merger). In connection with the Merger, the Registrant has terminated all offerings of its securities pursuant to the Registration Statement. In accordance with the undertaking contained in the Registration Statement, the Registrant hereby removes from registration, by means of this Post-Effective Amendment No. 1 to the Registration Statement, any of the Common Stock and Rights registered that remain unsold under the Registration Statement as of the date hereof.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Post-Effective Amendment No. 1 to the Registration Statement on Form S-8 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Houston, State of Texas, on December 3, 2010.

GENON ENERGY, INC.

By: /s/ Edward R. Muller
Edward R. Muller
Chairman and Chief Executive Officer

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Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 1 to the Registration Statement on Form S-8 has been signed by the following persons in the capacities and on the dates indicated.

| Signature | Title | Date |
|-----------------------------------------------------------|-------------------------------------------------------------------------------------------|------------------|
| /s/ Edward R. Muller Edward R. Muller | Chairman and Chief Executive Officer | December 3, 2010 |
| /s/ J. William Holden III J. William Holden III | Executive Vice President and Chief Financial Officer (Principal Financial Officer) | December 3, 2010 |
| /s/ Thomas C. Livengood Thomas C. Livengood | Senior Vice President and Controller (Principal Accounting Officer) | December 3, 2010 |
| /s/ E. William Barnett E. William Barnett | Director | December 3, 2010 |
| /s/ Terry G. Dallas Terry G. Dallas | Director | December 3, 2010 |
| /s/ Mark M. Jacobs Mark M. Jacobs | Director | December 3, 2010 |
| /s/ Thomas H. Johnson Thomas H. Johnson | Director | December 3, 2010 |
| /s/ Steven L. Miller Steven L. Miller | Director | December 3, 2010 |
| /s/ Edward R. Muller Edward R. Muller | Director | December 3, 2010 |
| /s/ Robert C. Murray Robert C. Murray | Director | December 3, 2010 |
| /s/ Laree E. Perez Laree E. Perez | Director | December 3, 2010 |

/s/ Evan J. Silverstein

Director

December 3, 2010

Evan J. Silverstein

/s/ William L. Thacker

Director

December 3, 2010

William L. Thacker