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RELIANT RESOURCES INC
Form S-8
November 26, 2002

As filed with the Securities and Exchange Commission on November 26, 2002
Registration No. 333-_____

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

FORM S-8

REGISTRATION STATEMENT
Under
THE SECURITIES ACT OF 1933

RELIANT RESOURCES, 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.)

1111 LOUISIANA STREET
HOUSTON, TEXAS 77002
(Address of Principal Executive Offices)

RELIANT RESOURCES, INC.
SAVINGS PLAN
(Full Title of the Plan)

Hugh Rice Kelley
Senior Vice President, General Counsel and Corporate Secretary
1111 Louisiana Street
Houston, Texas 77002
(Name and Address of Agent for Service)
Telephone Number, Including Area Code, of Agent for Service: (713) 497-3000

CALCULATION OF REGISTRATION FEE

TITLE OF SECURITIES TO BE REGISTERED	AMOUNT TO BE REGISTERED	PROPOSED MAXIMUM OFFERING PRICE PER SHARE (1)	PROPOSED MAXIMUM AGGREGATE OFFERING PRICE (1)
Common Stock, \$.001 par value	20,000,000 shares	\$1.765	\$35,300,000
Preferred Stock Purchase Rights(2)	20,000,000 rights	(3)	(3)

(1) Estimated solely for the purpose of calculating the registration fee in accordance with Rule 457(c) based upon the average of the high and low prices of the Common Stock of Reliant Resources, Inc. reported on the New York Stock Exchange Composite Tape on November 19, 2002.

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- (2) Each share of Common Stock to be registered includes one associated Preferred Stock Purchase Right.
- (3) No separate consideration is payable for the Preferred Stock Purchase Rights. Therefore, the registration fee for such securities is included in the registration fee for the Common Stock.
- (4) In addition, pursuant to Rule 416(c) under the Securities Act of 1933, as amended, this registration statement also covers an indeterminate amount of interests to be offered or sold pursuant to the employee benefit plan described herein.

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INTRODUCTORY STATEMENT

Reliant Resources, Inc. (the "Registrant" or the "Company") has previously filed a Registration Statement on Form S-8 relating to its Common Stock, par value \$.001 per share, and associated rights to purchase its Series A Preferred Stock, par value \$.001 per share (such common stock and associated rights are collectively referred to in this Registration Statement as the "Common Stock"), issuable pursuant to the terms of the Reliant Resources, Inc. Savings Plan. Pursuant to General Instruction E of Form S-8, this Registration Statement covers additional securities registered for issuance under the Reliant Resources, Inc. Savings Plan. The contents of the prior Registration Statement on Form S-8 (333-86608) of the Company relating to such plan are incorporated herein by reference.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

ITEM 3. INCORPORATION OF DOCUMENTS BY REFERENCE.

The following documents filed with the Commission by the Company pursuant to the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or as otherwise indicated, are hereby incorporated in this Registration Statement by reference as of their respective dates:

- (1) the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2001, filed April 15, 2002;
- (2) the Company's Amendment No. 1 to Annual Report on Form 10-K/A for the fiscal year ended December 31, 2001, filed July 5, 2002;
- (3) the Company's Amendment No. 2 to Annual Report on Form 10-K/A for the fiscal year ended December 31, 2001, filed November 12, 2002;
- (4) all other reports filed by the Company pursuant to Section 13(a) or 15(d) of the Exchange Act since December 31, 2001; and
- (5) the description of the Common Stock contained in the Company's Registration Statement on Form 8-A, as filed with the Commission on April 27, 2001 pursuant to the Exchange Act, as amended by Amendment No. 1 thereto on Form 8-A/A, as filed with the Commission on May 2, 2001.

All documents filed with the Commission by the Company pursuant to

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Sections 13(a), 13(c), 14 or 15(d) of the Exchange Act subsequent to the date of this Registration Statement and prior to the filing of a post-effective amendment to this Registration Statement which indicates that all securities offered hereby have been sold, or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference in this Registration Statement and to be a part hereof from the date of filing of such documents.

Any statement contained herein or incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or in any subsequently filed document which also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

ITEM 8. EXHIBITS.

The following documents are filed as a part of this Registration Statement:

Exhibit

- 5.1 - Opinion of Skadden, Arps, Slate, Meagher & Flom LLP
- 23.1 - Consent of Deloitte & Touche LLP
- 23.2 - Consent of Skadden, Arps, Slate, Meagher & Flom LLP (included in Exhibit 5.1)
- 24.1 - Power of Attorney (included on the signature page to this Registration Statement)

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, 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 Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Houston, the State of Texas, on November 26, 2002.

RELIANT RESOURCES, INC.
(Registrant)

By: /s/ R. Steve Letbetter

R. Steve Letbetter,
Chairman and Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, the Benefits Committee has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Houston, the State of Texas, on November 26, 2002.

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RELIANT RESOURCES, INC. SAVINGS PLAN

By: /s/ James A. Ajello

James A. Ajello
Chairperson of the Benefits Committee

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints R. Steve Letbetter and Hugh Rice Kelly, and each of them severally, his or her true and lawful attorney or attorneys-in-fact and agents, with full power to act with or without the others and with full power of substitution and resubstitution, to execute in his or her name place and stead, in any and all capacities, any or all amendments (including pre-effective and post-effective amendments) to this Registration Statement and any registration statement for the same offering filed pursuant to Rule 462 under the Securities Act of 1933, as amended, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents and each of them full power and authority, to do and perform in the name and on behalf of the undersigned, in any and all capacities, each and every act and thing necessary or desirable to be done in and about the premises, to all intents and purposes and as fully as they might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents or their substitutes may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

Signature -----	Title -----	Date -----
/s/ R. Steve Letbetter ----- (R. Steve Letbetter)	Chairman, Chief Executive Officer and Director (Principal Executive Officer and Director)	November 26, 2002
/s/ Mark M. Jacobs ----- (Mark M. Jacobs)	Executive Vice President and Chief Financial Officer (Principal Financial Officer)	November 26, 2002
/s/ Thomas C. Livengood ----- (Thomas C. Livengood)	Vice President and Controller (Principal Accounting Officer)	November 26, 2002

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/s/ E. William Barnett ----- (E. William Barnett)	Director	November 26, 2002
/s/ Donald J. Breeding ----- (Donald J. Breeding)	Director	November 26, 2002
/s/ Laree E. Perez ----- (Laree E. Perez)	Director	November 26, 2002
/s/ Joel V. Staff ----- (Joel V. Staff)	Director	November 26, 2002

INDEX TO EXHIBITS

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