

Edgar Filing: RELIANT ENERGY INC - Form SC 13D

RELIANT ENERGY INC  
Form SC 13D  
December 14, 2005

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

-----  
SCHEDULE 13D  
Under the Securities Exchange Act of 1934  
(Amendment No. )\*

RELIANT ENERGY, INC.  
-----  
(Name of Issuer)

Common Stock, par value \$0.001 per share  
-----  
(Title of Class of Securities)

75952B105

-----  
(CUSIP Number)

Mark Horowitz  
General Counsel  
Glenview Capital Management, LLC  
399 Park Avenue  
New York, New York 10022  
(212) 812-4700  
-----

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

December 14, 2005  
-----

(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 statement because of ss.240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box. [ X ]

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See ss.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 the disclosures provided in a prior cover page.

The information required in 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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Continued on following pages

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SCHEDULE 13D

CUSIP No.: 75952B105

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.....

1. Names of Reporting Persons.

I.R.S. Identification Nos. of above persons (entities only).

GLENVIEW CAPITAL MANAGEMENT, LLC

.....

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)

(b)

.....

3. SEC Use Only

.....

4. Source of Funds (See Instructions)

WC

.....

5. Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e)

.....

6. Citizenship or Place of Organization

Delaware

.....

Number of Shares Beneficially Owned by Each Reporting Person With

7. Sole Voting Power 22,599,229

8. Shared Voting Power NONE

9. Sole Dispositive Power 22,599,229

10. Shared Dispositive Power NONE

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11. Aggregate Amount Beneficially Owned by Each Reporting Person

22,599,229

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

[ ]

13. Percent of Class Represented by Amount in Row (11)

7.4% based on 304,657,370 shares outstanding as of October 25, 2005.

14. Type of Reporting Person:

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CUSIP No.: 75952B105

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1. Names of Reporting Persons.

I.R.S. Identification Nos. of above persons (entities only).

GLENVIEW CAPITAL GP, LLC

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a) [X]

(b) [ ]

3. SEC Use Only

4. Source of Funds (See Instructions)

WC

5. Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e)

[ ]

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6. Citizenship or Place of Organization

Delaware

.....		
Number of Shares Beneficially Owned by Each Reporting Person With	7. Sole Voting Power	NONE
.....		
	8. Shared Voting Power	22,599,229
.....		
	9. Sole Dispositive Power	NONE
.....		
	10. Shared Dispositive Power	22,599,229
.....		

11. Aggregate Amount Beneficially Owned by Each Reporting Person

22,599,229

.....

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

[ ]

.....

13. Percent of Class Represented by Amount in Row (11)

7.4% based on 304,657,370 shares outstanding as of October 25, 2005.

.....

14. Type of Reporting Person:

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CUSIP No.: 75952B105

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.....

1. Names of Reporting Persons.

I.R.S. Identification Nos. of above persons (entities only).

LAWRENCE M. ROBBINS

.....

2. Check the Appropriate Box if a Member of a Group (See Instructions)

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(a)

(b)

3. SEC Use Only

4. Source of Funds (See Instructions)

WC

5. Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e)

6. Citizenship or Place of Organization

Delaware

Number of Shares Beneficially Owned by Each Reporting Person With	7. Sole Voting Power	NONE
	8. Shared Voting Power	22,599,229
	9. Sole Dispositive Power	NONE
	10. Shared Dispositive Power	22,599,229

11. Aggregate Amount Beneficially Owned by Each Reporting Person

22,599,229

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

13. Percent of Class Represented by Amount in Row (11)

7.4% based on 304,657,370 shares outstanding as of October 25, 2005.

14. Type of Reporting Person:

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This Statement on Schedule 13D relates to shares of common stock, par value \$0.001 per share (the "Shares"), of Reliant Energy, Inc., a Delaware corporation (the "Issuer"). Certain of the Shares reported herein were previously reported on Schedule 13G, the last amendment of which was filed on May 2, 2005.

## Item 1. Security and Issuer

This Statement relates to the Shares. The address of the principal executive office of the Issuer is 1000 Main Street, Houston, Texas 77002.

## Item 2. Identity and Background

This Statement is filed on behalf of each of the following persons (collectively, the "Reporting Persons"):

- i) Glenview Capital Management, LLC ("Glenview Capital Management");
- ii) Glenview Capital GP, LLC ("Glenview Capital GP"); and
- iii) Lawrence M. Robbins ("Mr. Robbins").

This Statement relates to the Shares held for the accounts of Glenview Capital Partners, L.P., a Delaware limited partnership ("Glenview Capital Partners"), Glenview Institutional Partners, L.P., a Delaware limited partnership ("Glenview Institutional Partners"), Glenview Capital Master Fund, Ltd., a Cayman Islands exempted company ("Glenview Capital Master Fund"), GCM Little Arbor Master Fund, Ltd., a Cayman Islands exempted company ("GCM Little Arbor Master Fund"), GCM Little Arbor Institutional Partners, L.P., a Delaware limited partnership ("GCM Little Arbor Institutional Partners"), and GCM Little Arbor Partners, L.P., a Delaware limited partnership ("GCM Little Arbor Partners").

### The Reporting Persons

Glenview Capital Management is a Delaware limited liability company and its principal office is located at 399 Park Avenue, Floor 39, New York, New York 10022. The principal business of Glenview Capital Management is management of the investment activities of each of Glenview Capital Partners, Glenview Institutional Partners, Glenview Capital Master Fund, GCM Little Arbor Master Fund, GCM Little Arbor Institutional Partners and GCM Little Arbor Partners. Glenview Capital Management serves as investment manager to each of Glenview Capital Partners, Glenview Institutional Partners, Glenview Capital Master Fund, GCM Little Arbor Master Fund, GCM Little Arbor Institutional Partners and GCM Little Arbor Partners. In such capacity, Glenview Capital Management may be deemed to have voting and dispositive power over the Shares held for the accounts of each of Glenview Capital Partners, Glenview Institutional Partners, Glenview Capital Master Fund, GCM Little Arbor Master Fund, GCM Little Arbor Institutional Partners and GCM Little Arbor Partners. The Chief Executive Officer of Glenview Capital Management is Lawrence M. Robbins.

Glenview Capital GP is a Delaware limited liability company and its principal office is located at 399 Park Avenue, Floor 39, New York, New York 10022. The principal business of Glenview Capital GP is to serve as the general

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partner of each of Glenview Capital Partners, Glenview Institutional Partners, Glenview Capital Master Fund, GCM Little Arbor Master Fund, GCM Little Arbor Institutional Partners and GCM Little Arbor Partners. Glenview Capital GP also serves as the sponsor of the Glenview Capital Master Fund and the GCM Little Arbor Master Fund. In such capacities, Glenview Capital GP may be deemed to have voting and dispositive power over the Shares held for the accounts of each of

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Glenview Capital Partners, Glenview Institutional Partners, Glenview Capital Master Fund, GCM Little Arbor Master Fund, GCM Little Arbor Institutional Partners and GCM Little Arbor Partners. The managing member and Chief Executive Officer of Glenview Capital GP is Lawrence M. Robbins.

The principal occupation of Mr. Robbins, a United States citizen, is the direction of the activities of Glenview Capital Management and Glenview Capital GP, which is carried out in his capacity as Chief Executive Officer of Glenview Capital Management and Glenview Capital GP at Glenview Capital Management's principal office address.

During the past five years, none of the Reporting Persons and, to the best of the Reporting Persons' knowledge, no other person identified in response to this Item 2 has been (a) convicted in a criminal proceeding or (b) a party to any civil proceeding as a result of which it has been subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws, or finding any violation with respect to such laws.

### Item 3. Source and Amount of Funds or Other Consideration.

The Shares were acquired for the accounts of Glenview Capital Partners, Glenview Institutional Partners, Glenview Capital Master Fund, GCM Little Arbor Master Fund, GCM Little Arbor Institutional Partners and GCM Little Arbor Partners. The source of funds for the purchase transactions was the working capital of these accounts. The total purchase price for all Shares held by the accounts managed by Glenview Capital Management is \$194,946,225.57. Neither of Mr. Robbins, Glenview Capital Management nor Glenview Capital GP directly own any Shares.

The securities held for the accounts of Glenview Capital Partners, Glenview Institutional Partners, Glenview Capital Master Fund, GCM Little Arbor Master Fund, GCM Little Arbor Institutional Partners and GCM Little Arbor Partners may be held through margin accounts maintained with brokers, which extend margin credit as and when required to open or carry positions in their margin accounts, subject to applicable federal margin regulations, stock exchange rules and such firms' credit policies. The positions which may be held in the margin accounts, including the Shares, are pledged as collateral security for the repayment of debit balances in the respective accounts.

### Item 4. Purpose of Transaction,

The Reporting Persons have acquired the Shares for investment purposes, and such purchases have been made in the Reporting Persons' ordinary course of business. Although the acquisition of the Shares is for investment purposes, the Reporting Persons may pursue discussions with management or directors of the Issuer regarding alternatives to protect, grow, and ultimately realize long-term value for shareholders. Furthermore, consistent with its investment research methods and evaluation criteria, the Reporting Persons may discuss such matters with other shareholders, industry analysts, existing or

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potential strategic partners or competitors, investment and financing professionals, sources of credit and other investors.

None of the Reporting Persons currently has any plans or proposals which relate to, or could result in, any of the matters referred to in subsections (a) through (j) of Item 4 of Schedule 13D.

The Reporting Persons reserve the right to acquire, or cause to be acquired, additional securities of the Issuer, to dispose of, or cause to be disposed, such securities at any time or to formulate other purposes, plans or proposals regarding the Issuer or any of its securities, to the extent deemed advisable in light of general investment and trading policies of the Reporting Persons, market conditions

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or other factors. The Reporting Persons may at any time reconsider and change their plans or proposals relating to the foregoing.

### Item 5. Interest in Securities of the Issuer

According to information filed by the Issuer with the Securities and Exchange Commission in its most recent quarterly report on Form 10-Q, the number of Shares outstanding was 304,657,370 as of October 25, 2005.

(a) Each of Glenview Capital Management, Glenview Capital GP and Mr. Robbins may be deemed the beneficial owner of 22,599,229 Shares (approximately 7.4% of the total number of Shares outstanding). This amount consists of (A) 1,647,579 Shares held for the account of Glenview Capital Partners, (B) 12,459,717 Shares held for the account of Glenview Capital Master Fund, (C) 6,625,904 Shares held for the account of Glenview Institutional Partners, (D) 1,451,193 Shares held for the account of GCM Little Arbor Master Fund, (E) 388,630 Shares held for the account of GCM Little Arbor Institutional Partners, and (F) 26,206 Shares held for the account of GCM Little Arbor Partners.

(b) (i) Glenview Capital Management may be deemed to have sole power to direct the voting and disposition of the 22,599,229 Shares that they may be deemed to beneficially own as set forth above.

(ii) Each of Glenview Capital GP and Mr. Robbins may be deemed to have shared power to direct the voting and disposition of the 22,599,229 Shares that Glenview Capital Management may be deemed to beneficially own as set forth above.

(c) The trading dates, number of shares purchased and price per share (including commissions, if any) for all transactions by the Reporting Persons during the past 60 days are set forth in Annex A hereto.

(d) Not applicable.

(e) Not applicable.

### Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to the Securities of the Issuer.

Pursuant to Rule 13d-1(k) promulgated under the Exchange Act, the Reporting Persons have entered into a Joint Filing Agreement attached hereto as Exhibit A, with respect to the joint filing of this Schedule 13D and any amendment or amendments thereto.



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From time to time, each of the Reporting Persons may lend portfolio securities to brokers, banks or other financial institutions. These loans typically obligate the borrower to return the securities, or an equal amount of securities of the same class, to the lender and typically provide that the borrower is entitled to exercise voting rights and to retain dividends during the term of the loan.

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Item 7. Material to be filed as Exhibits.

The Exhibit Index is incorporated herein by reference.

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SIGNATURE

After reasonable inquiry and to the best of its knowledge and belief, the undersigned certify that the information set forth in this statement is true, complete and correct.

Date: December 14, 2005

GLENVIEW CAPITAL MANAGEMENT, LLC

By: /s/ Lawrence M. Robbins

-----  
Name: Lawrence M. Robbins  
Title: Chief Executive Officer

Date: December 14, 2005

GLENVIEW CAPITAL GP, LLC

By: /s/ Lawrence M. Robbins

-----  
Name: Lawrence M. Robbins  
Title: Chief Executive Officer

Date: December 14, 2005

LAWRENCE M. ROBBINS

/s/ Lawrence M. Robbins  
-----

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ANNEX A

RECENT TRANSACTIONS IN THE SECURITIES OF  
RELIANT ENERGY, INC.

A. Transactions for the account of Glenview Capital Master Fund, Ltd. in the past 60 days.

Date of Transaction	Nature of Transaction	Number of Shares	Price per Share
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10/25/05	SALE	13,400	\$12.75
10/25/05	SALE	300	\$12.70
10/25/05	SALE	134,100	\$12.70
10/25/05	SALE	53,700	\$12.70
10/25/05	SALE	13,400	\$12.70
11/01/05	PURCHASE	532,000	\$9.498
11/01/05	PURCHASE	60,000	\$9.50
11/03/05	PURCHASE	2,500	\$9.845
11/03/05	PURCHASE	15,300	\$9.998
11/03/05	PURCHASE	317,700	\$10.004
11/03/05	PURCHASE	45,000	\$10.229
11/03/05	PURCHASE	42,000	\$10.222
11/08/05	PURCHASE	8,600	\$9.77
11/08/05	PURCHASE	17,600	\$9.732
11/08/05	PURCHASE	150,100	\$9.75
11/18/05	PURCHASE	150,700	\$9.001
11/18/05	PURCHASE	150,100	\$9.079
11/18/05	PURCHASE	285,300	\$9.192
11/18/05	PURCHASE	60,000	\$9.20
11/18/05	PURCHASE	74,200	\$9.24
11/18/05	PURCHASE	30,000	\$9.241
11/18/05	PURCHASE	300	\$9.135
11/21/05	PURCHASE	242,900	\$9.146
11/28/05	PURCHASE	105,600	\$9.815
11/28/05	PURCHASE	235,200	\$9.852
11/28/05	PURCHASE	100	\$9.845
11/29/05	PURCHASE	157,300	\$9.841
11/29/05	PURCHASE	45,200	\$9.85
11/29/05	PURCHASE	180,800	\$9.875
11/29/05	PURCHASE	67,800	\$9.873
11/30/05	PURCHASE	82,100	\$9.370

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11/30/05	PURCHASE	698,800	\$9.346
12/07/05	PURCHASE	452,100	\$9.633
12/07/05	PURCHASE	9,400	\$9.659
12/09/05	PURCHASE	45,200	\$9.90
12/09/05	PURCHASE	100	\$9.895
12/09/05	PURCHASE	256,200	\$9.988
12/13/05	PURCHASE	5,600	\$10.018

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B. Transactions for the account of Glenview Institutional Partners, L.P. in the past 60 days.

Date of Transaction	Nature of Transaction	Number of Shares	Price per Share
10/25/05	SALE	7,100	\$12.75
10/25/05	SALE	100	\$12.70
10/25/05	SALE	70,700	\$12.70
10/25/05	SALE	28,300	\$12.70
10/25/05	SALE	7,100	\$12.70
11/01/05	PURCHASE	283,400	\$9.498
11/01/05	PURCHASE	32,000	\$9.50
11/03/05	PURCHASE	1,300	\$9.845
11/03/05	PURCHASE	8,100	\$9.998
11/03/05	PURCHASE	169,200	\$10.004
11/03/05	PURCHASE	24,000	\$10.229
11/03/05	PURCHASE	22,400	\$10.222
11/08/05	PURCHASE	4,500	\$9.77
11/08/05	PURCHASE	9,400	\$9.732
11/08/05	PURCHASE	80,000	\$9.75
11/18/05	PURCHASE	80,300	\$9.001
11/18/05	PURCHASE	80,000	\$9.079
11/18/05	PURCHASE	151,900	\$9.192

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11/18/05	PURCHASE	32,000	\$9.20
11/18/05	PURCHASE	39,500	\$9.24
11/18/05	PURCHASE	16,000	\$9.241
11/18/05	PURCHASE	200	\$9.135
11/21/05	PURCHASE	129,300	\$9.146
11/28/05	PURCHASE	60,300	\$9.815
11/28/05	PURCHASE	134,300	\$9.852
11/29/05	PURCHASE	91,500	\$9.841
11/29/05	PURCHASE	26,300	\$9.85
11/29/05	PURCHASE	105,100	\$9.875
11/29/05	PURCHASE	39,500	\$9.873
11/30/05	PURCHASE	43,700	\$9.370
11/30/05	PURCHASE	372,000	\$9.346
12/07/05	PURCHASE	238,700	\$9.633
12/07/05	PURCHASE	5,000	\$9.659
12/09/05	PURCHASE	23,900	\$9.90
12/09/05	PURCHASE	135,200	\$9.988
12/13/05	PURCHASE	3,000	\$10.018

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C. Transactions for the account of Glenview Capital Partners, L.P. in the past 60 days.

Date of Transaction	Nature of Transaction	Number of Shares	Price per Share
10/25/05	SALE	1,800	\$12.75
10/25/05	SALE	17,900	\$12.70
10/25/05	SALE	7,100	\$12.70
10/25/05	SALE	1,800	\$12.70
11/01/05	PURCHASE	70,700	\$9.498
11/01/05	PURCHASE	8,000	\$9.50
11/03/05	PURCHASE	300	\$9.845
11/03/05	PURCHASE	2,000	\$9.998

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11/03/05	PURCHASE	42,100	\$10.004
11/03/05	PURCHASE	6,000	\$10.229
11/03/05	PURCHASE	5,600	\$10.222
11/08/05	PURCHASE	1,100	\$9.77
11/08/05	PURCHASE	2,300	\$9.732
11/08/05	PURCHASE	19,900	\$9.75
11/18/05	PURCHASE	20,000	\$9.001
11/18/05	PURCHASE	19,900	\$9.079
11/18/05	PURCHASE	37,800	\$9.192
11/18/05	PURCHASE	8,000	\$9.20
11/18/05	PURCHASE	9,800	\$9.24
11/18/05	PURCHASE	4,000	\$9.241
11/21/05	PURCHASE	32,200	\$9.146
11/28/05	PURCHASE	13,300	\$9.815
11/28/05	PURCHASE	29,700	\$9.852
11/29/05	PURCHASE	19,700	\$9.841
11/29/05	PURCHASE	5,700	\$9.85
11/29/05	PURCHASE	22,600	\$9.875
11/29/05	PURCHASE	8,400	\$9.873
11/30/05	PURCHASE	10,900	\$9.370
11/30/05	PURCHASE	92,500	\$9.346
12/07/05	PURCHASE	59,200	\$9.633
12/07/05	PURCHASE	1,200	\$9.659
12/09/05	PURCHASE	5,900	\$9.90
12/09/05	PURCHASE	33,600	\$9.988
12/13/05	PURCHASE	700	\$10.018

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D. Transactions for the account of GCM Little Arbor Partners, L.P. in the past 60 days.

Date of Transaction	Nature of Transaction	Number of Shares	Price per Share
10/25/05	SALE	400	\$12.70

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10/25/05	SALE	200	\$12.70
10/31/05	SALE	542	\$12.70
11/28/05	PURCHASE	700	\$9.815
11/28/05	PURCHASE	1,500	\$9.852
11/29/05	PURCHASE	1,200	\$9.841
11/29/05	PURCHASE	300	\$9.85
11/29/05	PURCHASE	1,300	\$9.875
11/29/05	PURCHASE	500	\$9.873
11/30/05	SALE	560	\$9.26

E. Transactions for the account of GCM Little Arbor Master Fund, Ltd. in the past 60 days.

Date of Transaction	Nature of Transaction	Number of Shares	Price per Share
10/25/05	SALE	2,100	\$12.75
10/25/05	SALE	21,100	\$12.70
10/25/05	SALE	8,400	\$12.70
10/25/05	SALE	2,100	\$12.70
10/31/05	PURCHASE	6,599	\$12.70
11/28/05	PURCHASE	35,100	\$9.815
11/28/05	PURCHASE	78,100	\$9.852
11/29/05	PURCHASE	61,700	\$9.841
11/29/05	PURCHASE	17,700	\$9.850
11/29/05	PURCHASE	70,900	\$9.875
11/29/05	PURCHASE	26,600	\$9.873
11/30/05	PURCHASE	3,110	\$9.26

F. Transactions for the account of GCM Little Arbor Institutional Partners, L.P. in the past 60 days.

Date of Transaction	Nature of Transaction	Number of Shares	Price per Share
10/25/05	SALE	600	\$12.75
10/25/05	SALE	5,800	\$12.70
10/25/05	SALE	2,300	\$12.70

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10/25/05	SALE	600	\$12.70
10/31/05	SALE	6,057	\$12.70
11/28/05	PURCHASE	9,500	\$9.815
11/28/05	PURCHASE	21,200	\$9.852
11/29/05	PURCHASE	16,800	\$9.841
11/29/05	PURCHASE	4,800	\$9.85
11/29/05	PURCHASE	19,300	\$9.875
11/29/05	PURCHASE	7,200	\$9.873
11/30/05	SALE	2,550	\$9.26

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EXHIBIT INDEX

Ex.	Page No.
A.	15

Joint Filing Agreement, dated December 14, 2005 by and among Glenview Capital Management, LLC, Glenview Capital GP, LLC and Lawrence M. Robbins.....

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EXHIBIT A

JOINT FILING AGREEMENT

The undersigned hereby agree that the statement on Schedule 13D with respect to the Common Stock of Reliant Energy, Inc. dated as of December 14, 2005 is, and any amendments thereto (including amendments on Schedule 13G) signed by each of the undersigned shall be, filed on behalf of each of us pursuant to and in accordance with the provisions of Rule 13d-1(k) under the Securities Exchange Act of 1934, as amended.

Date: December 14, 2005

GLENVIEW CAPITAL MANAGEMENT, LLC

By: /s/ Lawrence M. Robbins

Name: Lawrence M. Robbins  
Title: Chief Executive Officer

Date: December 14, 2005

GLENVIEW CAPITAL GP, LLC

By: /s/ Lawrence M. Robbins

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-----  
Name: Lawrence M. Robbins  
Title: Chief Executive Officer

Date: December 14, 2005

LAWRENCE M. ROBBINS

/s/ Lawrence M. Robbins  
-----