

NRG ENERGY INC
Form SC TO-T/A
May 23, 2002

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

SCHEDULE TO

**TENDER OFFER STATEMENT UNDER SECTION 14(d)(1) OR 13(e)(1)
OF THE SECURITIES EXCHANGE ACT OF 1934
(Amendment No. 10)**

NRG ENERGY, INC.

(Name Of Subject Company (Issuer))

XCEL ENERGY INC.

AND

NRG ACQUISITION COMPANY, LLC

(Names Of Filing Persons (Offerors))

**COMMON STOCK, PAR VALUE \$0.01
PER SHARE, OF NRG ENERGY, INC.**

(Title Of Class Of Securities)

629377-10-2

(Cusip Number Of Class Of Securities)

XCEL ENERGY INC.

800 NICOLLET MALL

MINNEAPOLIS, MINNESOTA 55402

(612) 330-5500

(Name, Address and Telephone Number of Person Authorized to Receive Notices and
Communications on Behalf of Filing Persons)

Copies to:

ROBERT A. YOLLES, ESQ.

PETER D. CLARKE, ESQ.

Jones, Day, Reavis & Pogue

77 West Wacker

Chicago, Illinois 60601

(312) 782-3939

Check the appropriate boxes below to designate any transactions to which the statement relates:

third-party tender offer subject to Rule 14d-1.

issuer tender offer subject to Rule 13e-4.

going-private transaction subject to Rule 13e-3.

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amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of the tender offer:

This Amendment No. 10 (this Amendment) amends and supplements the Tender Offer Statement on Schedule TO, as initially filed on March 13, 2002 and as amended on March 18, March 27, April 3, April 4, April 11, April 16, May 7, May 13, and May 16, 2002 (as previously amended and amended hereby, the Schedule TO) by Xcel Energy Inc., a Minnesota corporation (Xcel Energy), and NRG Acquisition Company, LLC, a Delaware limited liability company and an indirect, wholly owned subsidiary of Xcel Energy (the Purchaser), relating to the offer by Xcel Energy, on behalf of and as agent for the Purchaser, to exchange 0.5000 of a share of Xcel Energy common stock, par value \$2.50 per share, including the associated share purchase rights, for each outstanding share of common stock, par value \$0.01 per share, of NRG Energy, Inc., a Delaware corporation, on the terms and subject to the conditions set forth in Xcel Energy's prospectus, dated April 3, 2002, as amended and supplemented by Xcel Energy's prospectus supplement, dated April 4, 2002, and in the related letter of transmittal (as they may be amended or supplemented), copies of each of which have been filed as an Exhibit to the Schedule TO.

ITEM 11. ADDITIONAL INFORMATION.

The information provided under the caption The Offer Certain Legal Matters and Regulatory Approvals Approval Under the Public Utility Holding Company Act on page 48 of the prospectus dated April 3, 2002, as amended and supplemented, including by the prospectus supplement dated April 4, 2002, is hereby amended by inserting the following new paragraph between the third and fourth paragraphs thereunder:

On May 22, 2002, the SEC announced that, at a meeting to be held on May 29, 2002, it will consider whether to issue an order approving this offer under PUHCA and whether to grant the stockholder's request for a hearing.

ITEM 12. EXHIBITS.

Item 12 is hereby amended and supplemented by adding the following exhibit:

- (a)(15) Press release of Xcel Energy, dated May 22, 2002, announcing that the Securities and Exchange Commission will consider the exchange offer at a meeting to be held on May 29, 2002.

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After due 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.

XCEL ENERGY INC.

By: /S/ EDWARD J. MCINTYRE

Edward J. McIntyre
Vice President and Chief Financial Officer

NRG ACQUISITION COMPANY, LLC

By: /S/ PAUL E. PENDER

Paul E. Pender
Treasurer

Dated the 23rd day of May, 2002

EXHIBIT INDEX

- (a)(15) Press release of Xcel Energy, dated May 22, 2002, announcing that the Securities and Exchange Commission will consider the exchange offer at a meeting to be held on May 29, 2002.