

MIRANT CORP
Form 425
October 25, 2010

Filed by Mirant Corporation

Pursuant to Rule 425 under the Securities Act of 1933

and deemed filed pursuant to Rule 14a-12

of the Securities Exchange Act of 1934, as amended

Subject Company: Mirant Corporation

(Commission File No. 001-16107)

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 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): October 25, 2010

Mirant Corporation

(Exact Name of Registrant as Specified in Charter)

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Delaware
(State or Other Jurisdiction

001-16107
(Commission

20-3538156
(IRS Employer

of Incorporation)

File Number)

Identification No.)

1155 Perimeter Center West, Suite 100, Atlanta, Georgia

(Address of Principal Executive Offices)

30338

(Zip Code)

Registrant's telephone number, including area code: (678) 579-5000

N/A

(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 (see General Instruction A.2. below):

- 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))

Section 5 Corporate Governance and Management

Item 5.07 Submission of Matters to a Vote of Security Holders.

A Special Meeting of Stockholders (the Special Meeting) of Mirant Corporation (the Company or Mirant) was held on Monday, October 25, 2010, in Atlanta, Georgia. The following matters were submitted to a vote of the Company s stockholders:

- (1) Votes regarding the Agreement and Plan of Merger, dated as of April 11, 2010, by and among RRI Energy, Inc. (RRI Energy), RRI Energy Holdings, Inc. and the Company were as follows:

| FOR | AGAINST | ABSTENTIONS | BROKER NON-VOTES |
|-------------|----------------|--------------------|-----------------------------|
| 109,413,852 | 931,653 | 65,485 | |

- (2) Votes regarding any motion to adjourn the Mirant Special Meeting, if necessary, to solicit additional proxies were as follows:

| FOR | AGAINST | ABSTENTIONS | BROKER NON-VOTES |
|-------------|----------------|--------------------|-----------------------------|
| 100,616,042 | 9,683,405 | 111,543 | |

Section 7 Regulation FD

Item 7.01 Regulation FD Disclosure

On October 25, 2010, Mirant and RRI Energy jointly issued a press release announcing the results of their respective special meetings of stockholders held on October 25, 2010. A copy of the press release is attached as Exhibit 99.1 hereto. The press release contains certain forward-looking statements, all of which are subject to the cautionary statement about forward-looking statements set forth therein. Except as otherwise provided in the press release, the press release speaks only as of the date of such press release and it shall not create any implication that the affairs of Mirant will have continued unchanged since such date.

In accordance with general instruction B.2 of Form 8-K, the information contained in Item 7.01 in this Current Report on Form 8-K, including Exhibit 99.1, is to be considered furnished pursuant to Item 7.01 of Form 8-K and shall not be deemed filed for purposes of Section 18 of the Exchange Act or otherwise subject to the liabilities of that Section or Sections 11 and 12(a)(2) of the Securities Act of 1933, as amended, nor shall it be deemed incorporated by reference in any Mirant filing or report with the Securities and Exchange Commission (the SEC), whether made before or after the date hereof, except as shall be expressly set forth by specific reference in such a filing or report.

Section 9 Financial Statements and Exhibits

Item 9.01 Financial Statements and Exhibits.

- (d) Exhibits.

| Exhibit Number | Document |
|---------------------------|---------------------------------------|
| 99.1 | Press Release dated October 25, 2010. |

Additional Information and Where to Find It

In connection with the proposed merger between RRI Energy and Mirant, RRI Energy filed with the SEC a registration statement on Form S-4 that includes a joint proxy statement of RRI Energy and Mirant and that also constitutes a prospectus of RRI Energy. The registration statement was declared effective by the SEC on September 13, 2010. RRI Energy and Mirant urge investors and shareholders to read the registration statement, and any other relevant documents filed with the SEC, including the joint proxy statement/prospectus that is a part of the registration statement, because they contain important information. You may obtain copies of all documents filed with the SEC regarding this transaction, free of charge, at the SEC's website (www.sec.gov). You may also obtain these documents, free of charge, from RRI Energy's website (www.rrienergy.com) under the tab "Investor Relations" and then under the heading "Company Filings," and from Mirant's website (www.mirant.com) under the tab "Investor Relations" and then under the heading "SEC Filings."

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.

Date: October 25, 2010

Mirant Corporation

/s/ Angela M. Nagy
Angela M. Nagy

Vice President and Controller

(Principal Accounting Officer)

FOR IMMEDIATE RELEASE

MIRANT AND RRI ENERGY STOCKHOLDERS APPROVE MERGER PROPOSALS

ATLANTA, GA and HOUSTON, TX October 25, 2010 Mirant Corporation (NYSE: MIR) and RRI Energy, Inc. (NYSE: RRI) announced today that stockholders of both companies have approved the proposals related to their proposed merger to form GenOn Energy, Inc. All proposals considered at each company's special meeting of stockholders passed by substantial margins.

The merger remains subject to customary closing conditions, including the completion of review and clearance by the U.S. Department of Justice under the Hart-Scott-Rodino Antitrust Improvements Act of 1976, as amended.

Mirant and RRI Energy expect to complete the merger by the end of the year.

About Mirant Corporation

Mirant is a competitive energy company that produces and sells electricity in the United States. Mirant owns or leases more than 10,000 megawatts of electric generating capacity. The company operates an asset management and energy marketing organization from its headquarters in Atlanta. For more information, please visit <http://www.mirant.com>.

About RRI Energy, Inc.

RRI Energy, based in Houston, provides electricity to wholesale customers in the United States. The company is one of the largest independent power producers in the nation with more than 14,000 megawatts of power generation capacity across the United States. These strategically located generating assets use natural gas, fuel oil and coal. RRI Energy routinely posts all important information on its Web site at <http://www.rrienergy.com>.

Forward-Looking Statements

This communication contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. Forward-looking statements are typically identified by words or phrases such as will, anticipate, estimate, expect, project, intend, plan, target, forecast, and other words and terms of similar meaning. These forward-looking statements involve a number of risks and uncertainties. RRI Energy and Mirant caution readers that any forward-looking statement is not a guarantee of future performance and that actual results could differ materially from those contained in the forward-looking statement. Such forward-looking statements include, but are not limited to, statements about RRI Energy's and Mirant's plans, objectives, expectations and intentions, the expected timing of completion of the transaction, and other statements that are not historical facts. Important factors that could cause actual results to differ materially from those indicated by such forward-looking statements are set forth in RRI Energy's and Mirant's filings with the Securities and Exchange Commission (SEC). These include risks and uncertainties relating to: the risk that Mirant or RRI Energy may be unable to obtain governmental and regulatory approvals required for the merger, or required governmental and regulatory approvals may delay the merger or result in the imposition of conditions that could cause the parties to abandon the merger; the risk that a condition to closing of the financing or merger may not be satisfied; the ability to resolve any litigation related to the merger; the timing to consummate the proposed merger; general worldwide economic conditions and related uncertainties; and the effect of changes in governmental regulations; and other factors discussed or referred to in the Risk Factors section of the joint proxy statement/prospectus that is included in the Registration Statement on Form S-4 (Registration No. 333-167192) that was filed by RRI Energy with the SEC in connection with the merger, and of each of RRI Energy's and Mirant's most recent Annual Report on Form 10-K and Quarterly Report on Form 10-Q filed with the SEC. Each forward-looking statement speaks only as of the date of the particular statement and neither RRI Energy nor Mirant undertakes any obligation to publicly update any forward-looking statement, whether as a result of new information, future events or otherwise.

Additional Information and Where to Find It

In connection with the proposed merger between RRI Energy and Mirant, RRI Energy filed with the SEC a registration statement on Form S-4 that includes a joint proxy statement of RRI Energy and Mirant and that also constitutes a prospectus of RRI Energy. The registration statement was declared effective by the SEC on September 13, 2010. RRI Energy and Mirant urge investors and shareholders to read the registration statement, and any other relevant documents filed with the SEC, including the joint proxy statement/prospectus that is a part of the registration statement, because they contain important information. You may obtain copies of all documents filed with the SEC regarding this transaction, free of charge, at the SEC's website (www.sec.gov). You may also obtain these documents, free of charge, from RRI Energy's website (www.rrienery.com) under the tab Investor Relations and then under the heading Company Filings, and from Mirant's website (www.mirant.com) under the tab Investor Relations and then under the heading SEC Filings.

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