

NRG ENERGY, INC.
Form SC 13G/A
February 14, 2008

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13G
(Amendment No. 1)

Under the Securities Exchange Act of 1934

NRG Energy, Inc.
(Name of Issuer)

Common Stock, \$0.01 par value
(Title of Class of Securities)

629377508
(CUSIP Number)

December 31, 2006
(Date of Event Which Requires Filing of this Statement)

Check the following box to designate the rule pursuant to which the Schedule is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

* 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).

CUSIP No. 629377508

1. **Names of Reporting Persons**
I.R.S. Identification Nos. of above persons (entities only)
 D. E. Shaw Valence Portfolios, L.L.C.
 13-4046559
2. **Check the Appropriate Box if a Member of a Group (See Instructions)**
 (a) o
 (b) o
3. **SEC Use Only**
4. **Citizenship or Place of Organization**
 Delaware

Number of
 Shares
 Beneficially
 Owned by
 Each
 Reporting
 Person With

- | | |
|----|--|
| 5. | Sole Voting Power
-0- |
| 6. | Shared Voting Power
6,009,200 (1) |
| 7. | Sole Dispositive Power
-0- |
| 8. | Shared Dispositive Power
6,009,200 (1) |

9. **Aggregate Amount Beneficially Owned by Each Reporting Person**
 6,009,200 (1)
10. **Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)** o
11. **Percent of Class Represented by Amount in Row (9)**
 2.5% (2)
12. **Type of Reporting Person (See Instructions)**
 OO

1 Includes preferred stock convertible into 425,000 shares.

2 Based on 238,653,519 shares of outstanding common stock and including the 425,000 shares from the potential conversion of the preferred stock for a total of 239,078,519 shares outstanding.

CUSIP No. 629377508

1. **Names of Reporting Persons**
I.R.S. Identification Nos. of above persons (entities only)
 D. E. Shaw & Co., L.P.
 13-3695715
2. **Check the Appropriate Box if a Member of a Group (See Instructions)**
 (a)
 (b)
3. **SEC Use Only**
4. **Citizenship or Place of Organization**
 Delaware

Number of
 Shares
 Beneficially
 Owned by
 Each
 Reporting
 Person With

5. **Sole Voting Power**
 -0-

6. **Shared Voting Power**
 6,078,937 (1)

7. **Sole Dispositive Power**
 -0-

8. **Shared Dispositive Power**
 6,078,937 (1)

9. **Aggregate Amount Beneficially Owned by Each Reporting Person**
 6,078,937 (1)

10. **Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)**

11. **Percent of Class Represented by Amount in Row (9)**
 2.5% (2)

12. **Type of Reporting Person (See Instructions)**
 IA, PN

1 Includes preferred stock convertible into 425,000 shares.

2 Based on 238,653,519 shares of outstanding common stock and including the 425,000 shares from the potential conversion of the preferred stock for a total of 239,078,519 shares outstanding.

CUSIP No. 629377508

1. **Names of Reporting Persons**
I.R.S. Identification Nos. of above persons (entities only)
 David E. Shaw
2. **Check the Appropriate Box if a Member of a Group (See Instructions)**
 (a)
 (b)
3. **SEC Use Only**
4. **Citizenship or Place of Organization**
 United States

**Number of
 Shares
 Beneficially
 Owned by
 Each
 Reporting
 Person With**

5. **Sole Voting Power**
 -0-
6. **Shared Voting Power**
 6,078,937 (1)
7. **Sole Dispositive Power**
 -0-
8. **Shared Dispositive Power**
 6,078,937 (1)

9. **Aggregate Amount Beneficially Owned by Each Reporting Person**
 6,078,937 (1)

10. **Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)**

11. **Percent of Class Represented by Amount in Row (9)**
 2.5% (2)

12. **Type of Reporting Person (See Instructions)**
 IN

1 Includes preferred stock convertible into 425,000 shares.

2 Based on 238,653,519 shares of outstanding common stock and including the 425,000 shares from the potential conversion of the preferred stock for a total of 239,078,519 shares outstanding.

Item 1.

- (a) **Name of Issuer:**
NRG Energy, Inc.
- (b) **Address of Issuer's Principal Executive Offices:**
211 Carnegie Center
Princeton, NJ 08540

Item 2.

- (a) **Name of Person Filing:**
D. E. Shaw Valence Portfolios, L.L.C.
D. E. Shaw & Co., L.P.
David E. Shaw
- (b) **Address of Principal Business Office or, if none, Residence:**
The business address for each reporting person is:
120 W. 45th Street, Tower 45, 39th Floor
New York, NY 10036
- (c) **Citizenship:**
D. E. Shaw Valence Portfolios, L.L.C. is a limited liability company organized under the laws of the state of Delaware.
D. E. Shaw & Co., L.P. is a limited partnership organized under the laws of the state of Delaware.
David E. Shaw is a citizen of the United States of America.
- (d) **Title of Class of Securities:**
Common Stock, \$0.01 par value
- (e) **CUSIP Number:**
629377508

Item 3.

If this statement is filed pursuant to Rule 13d-1(b) or 13d-2(b) or (c), check whether the person filing is a:

Not Applicable

Item 4.

Ownership

As of December 31, 2007:

(a) Amount beneficially owned:

D. E. Shaw Valence Portfolios, L.L.C.:	6,009,200 shares This is composed of (i) 5,584,200 shares that D. E. Shaw Valence Portfolios, L.L.C. has the right to acquire through the exercise of listed call options and (ii) 425,000 shares that D. E. Shaw Valence Portfolios, L.L.C. has the right to acquire through the conversion of NRG 4% convertible perpetual preferred stock.
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D. E. Shaw & Co., L.P.:

6,078,937 shares