

GenOn Energy, Inc.  
Form 8-K/A  
August 03, 2011

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

FORM 8-K/A  
(Amendment No. 1)

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of Earliest Event Reported):

August 1, 2011

GenOn Energy, Inc.

(Exact name of registrant as specified in its charter)

Delaware

1-16455

76-0655566

(State or other jurisdiction  
of incorporation)

(Commission  
File Number)

(I.R.S. Employer  
Identification No.)

1000 Main Street, Houston, Texas

77002

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code:

832-357-3000

Not Applicable

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:

- 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))



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**Explanatory Note**

GenOn Energy, Inc. (the Company) is filing this Amendment No. 1 on Form 8-K/A to its Current Report on Form 8-K dated May 3, 2011, which was filed with the U.S. Securities and Exchange Commission on May 9, 2011, to disclose the decision of the Company regarding how frequently to hold a stockholder advisory vote on the compensation of named executive officers.

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

As previously disclosed, at the Annual Meeting of Stockholders held on May 4, 2011, a majority of the Company's stockholders voted to conduct an annual advisory vote on the compensation of the Company's named executive officers. Consistent with this recommendation by the Company's stockholders, the Company has determined that it will include an advisory stockholder vote on the compensation of its named executive officers in its proxy materials every year until the next required vote on the frequency of stockholder votes on the compensation of named executive officers.

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**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.

GenOn Energy, Inc.

*August 3, 2011*

By: */s/ Thomas C. Livengood*

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*Name: Thomas C. Livengood*

*Title: Senior Vice President and Controller*