

RRI ENERGY INC
Form S-4/A
July 06, 2010

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As filed with the Securities and Exchange Commission on July 6, 2010

Registration No. 333-167192

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

**Amendment No. 1
to
Form S-4
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933
RRI ENERGY, INC.**

(Exact name of registrant as specified in its charter)

Delaware

*(State or other jurisdiction of
incorporation or organization)*

4911

*(Primary Standard Industrial
Classification Code Number)*

76-0655566

*(I.R.S. Employer
Identification Number)*

**1000 Main Street
Houston, Texas 77002
(832) 357-3000**

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

**Michael L. Jines
Executive Vice President,
General Counsel and Corporate Secretary
and Chief Compliance Officer
RRI Energy, Inc.
1000 Main Street
Houston, Texas 77002
(832) 357-3000**

(Name, address, including zip code, and telephone number, including area code, of agent for service)

Copies to:

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Corporate Secretary**

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(713) 655-5100

Mirant Corporation
1155 Perimeter Center West
Atlanta, GA 30338-5416
(678) 579-5000

(212) 403-1000

Approximate date of commencement of proposed sale of the securities to the public: As soon as practicable after this Registration Statement becomes effective and all other conditions to the proposed merger contemplated by the Agreement and Plan of Merger, dated as of April 11, 2010, described in the enclosed joint proxy statement/prospectus, have been satisfied or waived.

If the securities being registered on this Form are being offered in connection with the formation of a holding company and there is compliance with General Instruction G, check the following box.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated
filer Accelerated filer Non-accelerated filer Smaller reporting company
(Do not check if a smaller
reporting company)

If applicable, place an X in the box to designate the appropriate rule provision relied upon in conducting this transaction:

Exchange Act Rule 13e-4(i) (Cross-Border Issuer Tender Offer)

Exchange Act Rule 14d-1(d) (Cross-Border Third-Party Tender Offer)

The Registrant hereby amends this Registration Statement on such date or dates as may be necessary to delay its effective date until the Registrant shall file a further amendment which specifically states that this Registration Statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act or until this Registration Statement shall become effective on such date as the Securities and Exchange Commission, acting pursuant to said Section 8(a), may determine.

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The information in this joint proxy statement/prospectus is not complete and may be changed. We may not sell the securities offered by this joint proxy statement/prospectus until the registration statement filed with the Securities and Exchange Commission is effective. This joint proxy statement/prospectus does not constitute an offer to sell or a solicitation of an offer to buy any securities in any jurisdiction where an offer, solicitation or sale is not permitted.

PRELIMINARY SUBJECT TO COMPLETION DATED JULY 6, 2010

PROPOSED MERGER YOUR VOTE IS VERY IMPORTANT

Each of the boards of directors of RRI Energy, Inc. and Mirant Corporation has approved a strategic merger, combining RRI and Mirant in what we intend to be a merger of equals. RRI and Mirant think that the proposed merger brings together two organizations with complementary electric generating assets and a history of operating excellence to create a stronger, larger and more geographically diverse organization that will be well positioned to create greater value for all of our stockholders.

RRI and Mirant entered into an agreement and plan of merger on April 11, 2010 pursuant to which, subject to stockholder approvals and certain other customary closing conditions, RRI and Mirant will combine their businesses through the merger of Mirant with a newly formed, wholly owned subsidiary of RRI, with Mirant thereupon becoming a wholly owned subsidiary of RRI.

If the merger is completed, Mirant stockholders will receive 2.835 shares of RRI common stock for each share of Mirant common stock. This exchange ratio is fixed and will not be adjusted to reflect stock price changes prior to the closing. The exchange ratio will be adjusted, however, if the proposed reverse stock split of RRI common stock is approved by the stockholders of RRI and implemented by the RRI board of directors prior to completion of the merger. RRI stockholders will continue to own their existing shares and, other than any adjustment made to RRI common stock in connection with the proposed reverse stock split, the RRI common stock will not be affected by the merger. Upon completion of the merger, Mirant's former stockholders will own approximately 54% of the then outstanding RRI common stock, based on the number of shares and equity awards (including warrants) of RRI and Mirant outstanding on [], 2010. The value of the merger consideration to be received in exchange for each share of Mirant common stock will fluctuate with the market value of RRI common stock until the merger is completed.

Based on the closing sale price for RRI common stock on April 9, 2010, the last trading day before public announcement of the merger, the 2.835 exchange ratio represented approximately \$11.20 in value for each share of Mirant common stock. Based on the closing sale price for RRI common stock on [], 2010, the last trading day before the printing of this joint proxy statement/prospectus, the 2.835 exchange ratio represented approximately \$[] in value for each share of Mirant common stock.

RRI common stock is listed on the New York Stock Exchange under the symbol RRI. Mirant common stock is listed on the New York Stock Exchange under the symbol MIR. We urge you to obtain current market quotations for the shares of common stock of RRI and Mirant.

Your vote is very important. The merger cannot be completed unless RRI stockholders approve the issuance of RRI common stock in the merger and Mirant stockholders adopt the merger agreement. Each of Mirant and RRI is holding a special meeting of its stockholders to vote on the proposals necessary to complete the merger. Information about these meetings, the merger and the other business to be considered by stockholders at each of the special meetings is

contained in this joint proxy statement/prospectus. We urge you to read this joint proxy statement/prospectus carefully. **You should also carefully consider the risks that are described in the Risk Factors section beginning on page [].**

Whether or not you plan to attend your company's special meeting of stockholders, please submit your proxy as soon as possible to make sure that your shares are represented at that meeting.

The RRI board of directors recommends that RRI stockholders vote FOR the proposal to approve the issuance of RRI common stock in the merger, which is necessary to complete the merger.

The Mirant board of directors recommends that Mirant stockholders vote FOR the proposal to adopt the merger agreement, which is necessary to complete the merger.

Mark M. Jacobs
President and Chief Executive Officer
RRI Energy, Inc.

Edward R. Muller
Chairman, President and Chief Executive Officer
Mirant Corporation

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of the merger or the other transactions described in this joint proxy statement/prospectus or the securities to be issued in connection with the merger or determined if this joint proxy statement/prospectus is accurate or complete. Any representation to the contrary is a criminal offense.

This joint proxy statement/prospectus is dated [], 2010, and is first being mailed to stockholders of RRI and Mirant on or about [], 2010.

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ADDITIONAL INFORMATION

This joint proxy statement/prospectus incorporates by reference important business and financial information about RRI and Mirant from other documents that are not included in or delivered with this joint proxy statement/prospectus. For a listing of the documents incorporated by reference into this joint proxy statement/prospectus, see **Where You Can Find More Information** beginning on page [].

You can obtain any of the documents incorporated by reference into this joint proxy statement/prospectus by requesting them in writing or by telephone from Innisfree M&A Incorporated, RRI's proxy solicitor, or D.F. King & Co., Inc., Mirant's proxy solicitor, at the following addresses and telephone numbers:

Innisfree M&A Incorporated
501 Madison Avenue, 20th floor
New York, New York 10022
(877) 800-5187 (toll-free)
(212) 750-5833 (banks and brokers only)

D.F. King & Co., Inc.
48 Wall Street, 22nd Floor
New York, New York 10005
(800) 549-6697 (toll-free)
(212) 269-5550 (banks and brokers only)

To receive timely delivery of the documents in advance of the special meetings, you should make your request no later than [], 2010.

You may also obtain any of the documents incorporated by reference into this joint proxy statement/prospectus without charge through the Securities and Exchange Commission, which is referred to as the SEC, website at www.sec.gov. In addition, you may obtain copies of documents filed by RRI with the SEC by accessing RRI's website at www.rrienergy.com under the tab **Investor Relations** and then under the heading **Company Filings**. You may also obtain copies of documents filed by Mirant with the SEC by accessing Mirant's website at www.mirant.com under the tab **Investor Relations** and then under the heading **SEC Filings**.

We are not incorporating the contents of the websites of the SEC, RRI, Mirant or any other entity into this joint proxy statement/prospectus. We are providing the information about how you can obtain certain documents that are incorporated by reference into this joint proxy statement/prospectus at these websites only for your convenience.

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**NOTICE OF SPECIAL MEETING OF STOCKHOLDERS
TO BE HELD ON [], [], 2010**

To the Stockholders of RRI Energy, Inc.:

A special meeting of stockholders of RRI Energy, Inc. will be held at [], on [], 2010 at [], Central Time, for the following purposes:

1. To approve the issuance of RRI common stock, par value \$0.001 per share, pursuant to the Agreement and Plan of Merger, dated as of April 11, 2010, by and among RRI Energy, Inc., RRI Energy Holdings, Inc. and Mirant Corporation, as the same may be amended from time to time, a copy of which is attached as Annex A to the joint proxy statement/prospectus accompanying this notice (the Share Issuance proposal).
2. To approve amendments to RRI's restated certificate of incorporation that would effect a reverse stock split of RRI common stock, pursuant to which 3, 3.5, 4, 4.5 or 5 issued and outstanding shares of RRI common stock, as determined by the RRI board of directors, would be combined and reclassified into one share of RRI common stock, and pursuant to which the total number of authorized shares of RRI common stock and RRI preferred stock would be proportionately reduced (the Reverse Stock Split proposal).
3. To approve an amendment to RRI's restated certificate of incorporation to change the corporate name of RRI from RRI Energy, Inc. to GenOn Energy, Inc. (the Name Change proposal).
4. To approve the GenOn Energy, Inc. 2010 Omnibus Incentive Plan (the 2010 Incentive Plan proposal).
5. To approve any motion to adjourn the RRI special meeting, if necessary, to solicit additional proxies (the RRI Adjournment proposal).

The Share Issuance proposal is not conditioned on the approval of any of the Reverse Stock Split proposal, the Name Change proposal or the 2010 Incentive Plan proposal, and only approval of the Share Issuance proposal is required to complete the merger. The Reverse Stock Split proposal is conditioned on approval of the Share Issuance proposal and subject to the discretion of the RRI board of directors. The Name Change proposal and the 2010 Incentive Plan proposal are each conditioned on completion of the merger.

RRI will transact no other business at the special meeting, except for business properly brought before the special meeting or any adjournment or postponement thereof.

The accompanying joint proxy statement/prospectus further describes the matters to be considered at the RRI special meeting.

The RRI board of directors has set [], 2010 as the record date for the RRI special meeting. Only holders of record of RRI common stock at the close of business on [], 2010 will be entitled to notice of and to vote at the RRI special meeting and any adjournments or postponements thereof. Any stockholder entitled to attend and vote at the RRI special meeting is entitled to appoint a proxy to attend and vote on such stockholder's behalf. Such proxy need not be a

holder of RRI common stock.

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Your vote is very important. To ensure your representation at the RRI special meeting, please complete and return the enclosed proxy card or submit your proxy by telephone or through the Internet. Please vote promptly whether or not you expect to attend the RRI special meeting. Submitting a proxy now will not prevent you from being able to vote in person at the RRI special meeting.

The RRI board of directors has unanimously approved the merger agreement and the transactions contemplated thereby and recommends that you vote FOR the Share Issuance proposal, FOR the Reverse Stock Split proposal, FOR the Name Change proposal, FOR the 2010 Incentive Plan proposal and FOR the RRI Adjournment proposal.

By Order of the Board of Directors,

Michael L. Jines
*Executive Vice President,
General Counsel and Corporate Secretary
and Chief Compliance Officer
Houston, Texas*

[], 2010

PLEASE VOTE YOUR SHARES PROMPTLY. YOU CAN FIND INSTRUCTIONS FOR VOTING ON THE ENCLOSED PROXY CARD. IF YOU HAVE QUESTIONS ABOUT THE PROPOSALS OR ABOUT VOTING YOUR SHARES, PLEASE CALL INNISFREE M&A INCORPORATED TOLL-FREE AT (877) 800-5187 (BANKS AND BROKERS CALL COLLECT AT (212) 750-5833).

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**NOTICE OF SPECIAL MEETING OF STOCKHOLDERS
TO BE HELD ON [], [], 2010**

To the Stockholders of Mirant Corporation:

A special meeting of stockholders of Mirant Corporation will be held at [], on [], 2010 at [], Eastern Time, for the following purposes:

1. To adopt the Agreement and Plan of Merger, dated as of April 11, 2010, by and among RRI Energy, Inc., RRI Energy Holdings, Inc. and Mirant Corporation as the same may be amended from time to time, a copy of which is attached as Annex A to the joint proxy statement/prospectus accompanying this notice (the Merger proposal).
2. To approve any motion to adjourn the Mirant special meeting, if necessary, to solicit additional proxies (the Mirant Adjournment proposal).

Approval of the Merger proposal is required for completion of the merger.

Mirant will transact no other business at the special meeting, except for business properly brought before the special meeting or any adjournment or postponement thereof.

The Mirant board of directors has set [], 2010 as the record date for the Mirant special meeting. Only holders of record of shares of Mirant common stock at the close of business on [], 2010 will be entitled to notice of and to vote at the Mirant special meeting and any adjournments or postponements thereof.

Your vote is very important. To ensure your representation at the Mirant special meeting, please complete and return the enclosed proxy card or submit your proxy by telephone or through the Internet. Please vote promptly whether or not you expect to attend the Mirant special meeting. Submitting a proxy now will not prevent you from being able to vote in person at the Mirant special meeting.

The Mirant board of directors has unanimously approved the merger agreement and the transactions contemplated thereby and recommends that you vote FOR the Merger proposal and FOR the Mirant Adjournment proposal.

By Order of the Board of Directors,

Julia A. Houston
*Senior Vice President, General Counsel,
Chief Compliance Officer and Corporate Secretary
Atlanta, Georgia*
[], 2010

PLEASE VOTE YOUR SHARES PROMPTLY. YOU CAN FIND INSTRUCTIONS FOR VOTING ON THE ENCLOSED PROXY CARD. IF YOU HAVE QUESTIONS ABOUT THE PROPOSALS OR ABOUT

**VOTING YOUR SHARES, PLEASE CALL D.F. KING & CO., INC. TOLL-FREE AT (800) 549-6697
(BANKS AND BROKERS CALL COLLECT AT (212) 269-5550).**

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QUESTIONS AND ANSWERS ABOUT THE SPECIAL MEETINGS

The following questions and answers briefly address some commonly asked questions about the RRI and Mirant special meetings. They may not include all the information that is important to stockholders of RRI and Mirant. Stockholders should carefully read this entire joint proxy statement/prospectus, including the annexes and the other documents referred to herein.

Q: What is the merger?

A: RRI Energy, Inc., which is referred to as RRI, and Mirant Corporation, which is referred to as Mirant, have entered into an Agreement and Plan of Merger, dated as of April 11, 2010, which is referred to as the merger agreement. A copy of the merger agreement is attached as Annex A to this joint proxy statement/prospectus. The merger agreement contains the terms and conditions of the proposed business combination of RRI and Mirant. Under the merger agreement, RRI Energy Holdings, Inc., a direct wholly owned subsidiary of RRI, will merge with and into Mirant, with Mirant continuing as the surviving entity and a wholly owned subsidiary of RRI, in a transaction which is referred to as the merger.

Q: Why am I receiving these materials?

A: RRI and Mirant are sending these materials to their respective stockholders to help them decide how to vote their shares of RRI or Mirant common stock, as the case may be, with respect to the merger and other matters to be considered at the special meetings.

The merger cannot be completed unless RRI stockholders approve the issuance of RRI common stock in the merger and Mirant stockholders adopt the merger agreement. Each of RRI and Mirant is holding a special meeting of its stockholders to vote on the proposals necessary to complete the merger. Information about these special meetings, the merger and the other business to be considered by stockholders at each of the special meetings is contained in this joint proxy statement/prospectus.

This joint proxy statement/prospectus constitutes both a joint proxy statement of RRI and Mirant and a prospectus of RRI. It is a joint proxy statement because each of the boards of directors of RRI and Mirant are soliciting proxies from their respective stockholders. It is a prospectus because RRI will issue shares of its common stock in exchange for outstanding shares of Mirant common stock in the merger.

Q: What will Mirant stockholders receive in the merger?

A: In the merger, Mirant stockholders will receive 2.835 shares of RRI common stock for each share of Mirant common stock, which is referred to as the exchange ratio. This exchange ratio is fixed and will not be adjusted to reflect changes in the stock price of either company before the merger is completed. The exchange ratio will be adjusted, however, if the proposed reverse stock split of RRI common stock is approved by the RRI stockholders and implemented by the RRI board of directors prior to completion of the merger. RRI stockholders will continue to own their existing shares of RRI common stock and, other than any adjustment made to RRI common stock in connection with the proposed reverse stock split, the RRI common stock will not be affected by the merger.

Q: When do Mirant and RRI expect to complete the merger?

A:

RRI and Mirant are working to complete the merger as soon as practicable. If the stockholders of both RRI and Mirant approve the merger, we currently expect that the merger will be completed before the end of 2010. Neither RRI nor Mirant can predict, however, the actual date on which the merger will be completed because it is subject to conditions beyond each company's control, including federal and New York State regulatory approvals. See "The Merger Agreement - Conditions to Completion of the Merger" beginning on page [].

Q: What am I being asked to vote on and why is this approval necessary?

A: RRI stockholders are being asked to vote on the following proposals:

1. to approve the issuance of RRI common stock, par value \$0.001 per share, pursuant to the merger agreement, which is referred to as the "Share Issuance" proposal;

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2. to approve amendments to RRI's restated certificate of incorporation that would effect a reverse stock split of RRI common stock, pursuant to which 3, 3.5, 4, 4.5 or 5 issued and outstanding shares of RRI common stock, as determined by the RRI board of directors, would be combined and reclassified into one share of RRI common stock, and pursuant to which the total number of authorized shares of RRI common stock and RRI preferred stock would be proportionately reduced, which is referred to as the Reverse Stock Split proposal;
3. to approve an amendment to RRI's restated certificate of incorporation to change the corporate name of RRI Energy, Inc. to GenOn Energy, Inc., which is referred to as the Name Change proposal;
4. to approve the GenOn Energy, Inc. 2010 Omnibus Incentive Plan, which is referred to as the 2010 Incentive Plan proposal; and
5. to approve any motion to adjourn the RRI special meeting, if necessary, to solicit additional proxies, which is referred to as the RRI Adjournment proposal.

The Share Issuance proposal is not conditioned on the approval of any of the Reverse Stock Split proposal, the Name Change proposal or the 2010 Incentive Plan proposal, and only approval of the Share Issuance proposal is required to complete the merger. The Reverse Stock Split proposal is conditioned on approval of the Share Issuance proposal and subject to the discretion of the RRI board of directors. The Name Change proposal and the 2010 Incentive Plan proposal are each conditioned on completion of the merger.

Mirant stockholders are being asked to vote on the following proposals:

1. to adopt the merger agreement, a copy of which is attached as Annex A to this joint proxy statement/prospectus, which is referred to as the Merger proposal; and
2. to approve any motion to adjourn the Mirant special meeting, if necessary, to solicit additional proxies, which is referred to as the Mirant Adjournment proposal.

Approval of the Merger proposal is required for completion of the merger.

Q: What vote is required to approve each proposal at the RRI Special Meeting?

A: *The Share Issuance proposal:* The affirmative vote of a majority of the shares of RRI common stock represented (in person or by proxy) and entitled to vote on the proposal is required to approve the Share Issuance proposal, provided that the total votes cast on the proposal (including abstentions) must represent a majority of the shares of RRI common stock outstanding.

The Reverse Stock Split proposal: The affirmative vote of a majority of the outstanding shares of RRI common stock is required to approve the Reverse Stock Split proposal.

The Name Change proposal: The affirmative vote of a majority of the outstanding shares of RRI common stock is required to approve the Name Change proposal.

The 2010 Incentive Plan proposal: The affirmative vote of a majority of the shares of RRI common stock represented (in person or by proxy) and entitled to vote on the proposal is required to approve the 2010 Incentive Plan proposal, provided that the total votes cast on the proposal (including abstentions) must represent a majority

of the shares of RRI common stock outstanding.

The RRI Adjournment proposal: The affirmative vote of a majority of the shares of RRI common stock represented (in person or by proxy) and entitled to vote on the proposal is required to approve the RRI Adjournment proposal.

Q: What vote is required to approve each proposal at the Mirant Special Meeting?

A: *The Merger proposal:* The affirmative vote of a majority of the outstanding shares of Mirant common stock entitled to vote is required to approve the Merger proposal.

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The Mirant Adjournment proposal: The affirmative vote of a majority of the shares of Mirant common stock represented (in person or by proxy) and entitled to vote on the proposal is required to approve the Mirant Adjournment proposal.

Q: What constitutes a quorum?

A: The representation of holders of at least a majority of the total number of shares of common stock outstanding as of the record date at the RRI special meeting or Mirant special meeting, as applicable, whether present in person or represented by proxy, is required in order to conduct business at each special meeting. This requirement is called a quorum. Abstentions, if any, which are described below, will be treated as present for the purposes of determining the presence or absence of a quorum for each special meeting.

Q: How do the boards of directors of RRI and Mirant recommend that I vote?

A: The RRI board of directors recommends that holders of RRI common stock vote **FOR** the Share Issuance proposal, **FOR** the Reverse Stock Split proposal, **FOR** the Name Change proposal **FOR** the 2010 Incentive Plan proposal and **FOR** the RRI Adjournment proposal.

The Mirant board of directors recommends that Mirant stockholders vote **FOR** the Merger proposal and **FOR** the Mirant Adjournment proposal.

Q: What do I need to do now?

A: After carefully reading and considering the information contained in this joint proxy statement/prospectus, please vote your shares as soon as possible so that your shares will be represented at your respective company's special meeting. Please follow the instructions set forth on the proxy card or on the voting instruction form provided by the record holder if your shares are held in the name of your broker, bank or other nominee.

Q: How do I vote?

A: If you are a stockholder of record of RRI as of [], 2010, which is referred to as the RRI record date, or a stockholder of Mirant as of [], 2010, which is referred to as the Mirant record date, you may submit your proxy before your respective company's special meeting in one of the following ways:

use the toll-free number shown on your proxy card;

visit the website shown on your proxy card to vote via the Internet; or

complete, sign, date and return the enclosed proxy card in the enclosed postage-paid envelope.

You may also cast your vote in person at your respective company's special meeting.

If your shares are held in street name, through a broker, bank or other nominee, that institution will send you separate instructions describing the procedure for voting your shares. Street name stockholders who wish to vote at the meeting will need to obtain a proxy form from their broker, bank or other nominee.

If you hold your shares indirectly in the RRI Energy, Inc. Savings Plan or the RRI Energy, Inc. Union Savings Plan, which are referred to as the RRI benefit plans, you have the right to direct the trustee of the RRI benefit

plans, who is referred to as the RRI trustee, how to vote your shares as described in the voting materials sent to you by the RRI trustee.

Q: When and where are the RRI and Mirant special meetings of stockholders?

A: The special meeting of RRI stockholders will be held at the [] at [] on [], 2010. Subject to space availability, all RRI stockholders as of the RRI record date, or their duly appointed proxies, may attend the meeting. Since seating is limited, admission to the meeting will be on a first-come, first-served basis. Registration and seating will begin at [], Central Time.

The special meeting of Mirant stockholders will be held at the [] at [] on [], 2010. Subject to space availability, all Mirant stockholders as of the Mirant record date, or their duly appointed proxies,

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may attend the meeting. Since seating is limited, admission to the meeting will be on a first-come, first-served basis. Registration and seating will begin at [], Eastern Time.

Q: If my shares are held in street name by a broker, bank or other nominee, will my broker, bank or other nominee vote my shares for me?

A: If your shares are held in street name in a stock brokerage account or by a bank or other nominee, you must provide the record holder of your shares with instructions on how to vote your shares. Please follow the voting instructions provided by your broker, bank or other nominee. Please note that you may not vote shares held in street name by returning a proxy card directly to RRI or Mirant or by voting in person at your respective company's special meeting unless you provide a legal proxy, which you must obtain from your broker, bank or other nominee.

Under the rules of the New York Stock Exchange, which is referred to as the NYSE, brokers who hold shares in street name for a beneficial owner of those shares typically have the authority to vote in their discretion on routine proposals when they have not received instructions from beneficial owners. However, brokers are not allowed to exercise their voting discretion with respect to the approval of matters that the NYSE determines to be non-routine without specific instructions from the beneficial owner. It is expected that all proposals to be voted on at the RRI special meeting and the Mirant special meeting are such non-routine matters. Broker non-votes occur when a broker or nominee is not instructed by the beneficial owner of shares to vote on a particular proposal for which the broker does not have discretionary voting power.

If you are an RRI stockholder and you do not instruct your broker, bank or other nominee on how to vote your shares:

your broker, bank or other nominee may not vote your shares on the Share Issuance proposal or the 2010 Incentive Plan proposal, which broker non-votes will have no effect on the vote count for such proposal, but will make it more difficult to meet the NYSE requirement that the total votes cast on such proposal (including abstentions) represent a majority of the shares of RRI common stock outstanding as of the record date;

your broker, bank or other nominee may not vote your shares on the Reverse Stock Split proposal or the Name Change proposal, which broker non-votes will have the same effect as a vote **AGAINST** such proposal; and

your broker, bank or other nominee may not vote your shares on the RRI Adjournment proposal, which broker non-votes will have no effect on the vote count for this proposal.

If you are a Mirant stockholder and you do not instruct your broker, bank or other nominee on how to vote your shares:

your broker, bank or other nominee may not vote your shares on the Merger proposal, which broker non-votes will have the same effect as a vote **AGAINST** this proposal; and

your broker, bank or other nominee may not vote your shares on the Mirant Adjournment proposal, which broker non-votes will have no effect on the vote count for the proposal.

Q: What do I need to do if I hold shares in RRI benefit plans?

A: You must provide voting instructions to the RRI trustee for the shares you hold indirectly in the RRI benefit plans by 11:59 p.m., Central Time, on []. If you do not timely provide voting instructions, then the RRI trustee will

vote your shares in the same proportion as the shares for which timely instructions were received, unless doing so would be prohibited by law.

Q: What if I do not vote or abstain?

A: For purposes of each of the RRI special meeting and the Mirant special meeting, an abstention occurs when a stockholder attends the applicable special meeting in person and does not vote or returns a proxy with an abstain vote.

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If you are an RRI stockholder and you are not present or represented at the RRI special meeting, or fail to instruct your broker, bank or other nominee how to vote on the Share Issuance proposal or the 2010 Incentive Plan proposal, it will have no effect on the vote count for such proposal, but it will make it more difficult to meet the NYSE requirement that the total votes cast (including abstentions) on such proposal represent a majority of the shares of RRI common stock outstanding as of the RRI record date.

If you respond with an abstain vote, or if you are present in person but do not vote, your proxy will have the same effect as a vote cast **AGAINST** the Share Issuance proposal.

If you are an RRI stockholder and you fail to vote or fail to instruct your broker, bank or other nominee how to vote on the Reverse Stock Split proposal or the Name Change proposal, your failure to vote in each case will have the same effect as a vote cast **AGAINST** the proposal. If you respond to the Reverse Stock Split proposal or Name Change proposal with an abstain vote, your proxy will have the same effect as a vote cast **AGAINST** such proposal.

If you are a Mirant stockholder and you fail to vote or fail to instruct your broker, bank or other nominee how to vote on the Merger proposal, it will have the same effect as a vote cast **AGAINST** the Merger proposal. If you respond with an abstain vote on the Merger proposal, your proxy will have the same effect as a vote cast **AGAINST** the Merger proposal.

Q: What will happen if I return my proxy or voting instruction card without indicating how to vote?

A: If you sign and return your proxy or voting instruction card without indicating how to vote on any particular proposal, the RRI common stock represented by your proxy will be voted as recommended by the RRI board of directors with respect to that proposal or the Mirant common stock represented by your proxy will be voted as recommended by the Mirant board of directors with respect to that proposal. Unless an RRI stockholder or a Mirant stockholder, as applicable, checks the box on its proxy card to withhold discretionary authority, the proxyholders may use their discretion to vote on other matters relating to the RRI special meeting or Mirant special meeting, as applicable.

Q: What if I hold shares of both Mirant common stock and RRI common stock?

A: If you are a stockholder of both Mirant and RRI, you will receive two separate packages of proxy materials. A vote as a Mirant stockholder will not constitute a vote as an RRI stockholder and vice versa. Therefore, please sign, date and return all proxy cards that you receive, whether from RRI or Mirant, or vote as both an RRI stockholder and as a Mirant stockholder by Internet or telephone.

Q: May I change my vote after I have delivered my proxy or voting instruction card?

A: Yes. You may change your vote at any time before your proxy is voted at the RRI or Mirant special meeting. You may do this in one of four ways:

by sending a notice of revocation to the corporate secretary of RRI or Mirant, as applicable;

by logging onto the Internet website specified on your proxy card in the same manner you would to submit your proxy electronically or by calling the telephone number specified on your proxy card, in each case if you are eligible to do so and following the instructions on the proxy card;

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by sending a completed proxy card bearing a later date than your original proxy card; or

by attending the RRI or Mirant special meeting, as applicable, and voting in person.

If you choose any of the first three methods, you must take the described action no later than the beginning of the applicable special meeting.

If your shares are held in an account at a broker, bank or other nominee, you should contact your broker, bank or other nominee to change your vote. If you hold shares indirectly in the RRI benefit plans, you should contact the RRI trustee to change your vote.

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Q: What are the material U.S. federal income tax consequences of the merger?

A: RRI and Mirant intend for the merger to qualify as a reorganization within the meaning of Section 368(a) of the Internal Revenue Code of 1986, as amended, which is referred to as the Code, for U.S. federal income tax purposes. Assuming the merger qualifies for such treatment, a holder of Mirant common stock will not recognize any gain or loss for U.S. federal income tax purposes upon the exchange of the holder's shares of Mirant common stock for shares of RRI common stock in the merger, except with respect to cash received in lieu of a fractional share of RRI common stock.

Q: What is the proposed RRI reverse stock split and why are RRI stockholders being asked to approve it?

A: The RRI board of directors has unanimously approved proposed amendments to RRI's restated certificate of incorporation that would effect a reverse stock split of all outstanding shares of RRI common stock at a reverse stock split ratio of 1-for-3, 1-for-3.5, 1-for-4, 1-for-4.5 or 1-for-5, as determined by the RRI board of directors, in connection with which the total number of authorized shares of RRI common stock and RRI preferred stock would be proportionately reduced. The RRI board of directors thinks that implementing the proposed RRI reverse stock split could return RRI's market price per share to a level that is more similar to that of other companies it views as its peer group. A higher stock price may also increase RRI's ability to attract and retain employees.

Q: When is the proposed RRI reverse stock split expected to be effected and should RRI stockholders send in their stock certificates now?

A: No. Please do not send your RRI stock certificates with your proxy card.

The Reverse Stock Split proposal is conditioned on approval of the Share Issuance proposal and subject to the discretion of the RRI board of directors. Assuming that the Share Issuance proposal is approved and if the Reverse Stock Split proposal is approved, the RRI board of directors may, in its sole discretion, at any time following the RRI special meeting and prior to March 31, 2011 (or any later End Date, as defined in the merger agreement, agreed to by RRI and Mirant in an amendment to the merger agreement), effect a reverse stock split based on one of the five ratios described above (with the corresponding proportionate reduction in the authorized shares of RRI common stock and RRI preferred stock) as it determines to be in the best interests of RRI and its stockholders. If the RRI board of directors determines to effect the proposed reverse stock split, the RRI stockholders at the time of such determination will receive instructions from Computershare Investor Services, which is RRI's transfer agent, explaining how to exchange their stock certificates.

Q: Why are the RRI stockholders being asked to approve the 2010 Incentive Plan and, if approved, when will that plan become effective?

A: The RRI board of directors has unanimously adopted the 2010 Incentive Plan, which will be effective, subject to the approval of the RRI stockholders, as of the date of the completion of the merger. RRI stockholder approval of the 2010 Incentive Plan proposal is not a condition to completion of the merger, but is required for RRI to implement the plan. RRI's board of directors thinks that the 2010 Incentive Plan will provide a consistent vehicle for equity based compensation upon completion of the merger and will be important in achieving the benefits arising from ownership of shares of common stock by employees of the combined company and its subsidiaries and non-employee directors of the combined company.

Q: Do I have appraisal rights in connection with the merger?

A: No. Under Delaware law, holders of RRI common stock or Mirant common stock will not be entitled to exercise any appraisal rights in connection with the merger.

Q: Are RRI stockholders entitled to appraisal rights in connection with the proposed reverse stock split, if effected?

A: No. Under Delaware law, RRI stockholders are not entitled to appraisal rights with respect to the proposed reverse stock split.

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Q: What if I hold Mirant or RRI stock-based compensation awards?

A: RRI stock options will vest in full upon completion of the merger and remain outstanding subject to the same terms and conditions as otherwise applied prior to the merger. RRI restricted stock units will vest upon completion of the merger. RRI stock-settled restricted stock units will settle in stock and RRI cash-settled restricted stock units will settle in cash upon completion of the merger.

Upon completion of the merger, Mirant stock options will vest, be converted into options covering RRI common stock based on the exchange ratio and remain outstanding subject to the same terms and conditions as otherwise applied prior to the merger. Other Mirant stock-based awards will vest in full upon completion of the merger, be converted into RRI common stock based on the exchange ratio (with cash paid in lieu of fractional shares) and, in the case of restricted stock units, be settled in accordance with their terms.

Q: What will the holders of Mirant warrants receive in the merger?

A: Upon completion of the merger, each warrant to purchase shares of Mirant common stock that is outstanding and unexercised immediately prior to completion of the merger will be converted into and become a warrant to purchase the number of shares of common stock of the combined company that would have been issued or paid to such holders in the merger if such holders had exercised the Mirant warrants immediately prior to completion of the merger. Accordingly, following completion of the merger, each outstanding and unexercised warrant will entitle a holder to purchase 2.835 shares of common stock of the combined company and the per warrant strike price will be appropriately adjusted to reflect the exchange ratio, subject to further adjustment for the proposed RRI reverse stock split.

Q: Whom should I contact if I have any questions about the proxy materials or voting?

A: If you have any questions about the proxy materials or if you need assistance submitting your proxy or voting your shares or need additional copies of this joint proxy statement/prospectus or the enclosed proxy card, you should contact the proxy solicitation agent for the company in which you hold shares.

If you are an RRI stockholder, you should contact Innisfree M&A Incorporated, the proxy solicitation agent for RRI, toll-free at (877) 800-5187 (banks and brokers call collect at (212) 750-5833). If you are a Mirant stockholder, you should contact D.F. King & Co., Inc., the proxy solicitation agent for Mirant, toll-free at (800) 549-6697 (banks and brokers call collect at (212) 269-5550).

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SUMMARY

*This summary highlights selected information contained in this joint proxy statement/prospectus and does not contain all the information that may be important to you. RRI and Mirant urge you to read carefully this joint proxy statement/prospectus in its entirety, including the annexes. Additional, important information, which RRI and Mirant also urge you to read, is contained in the documents incorporated by reference into this joint proxy statement/prospectus. See *Where You Can Find More Information* beginning on page []. Unless stated otherwise, all references in this joint proxy statement/prospectus to RRI are to RRI Energy, Inc., all references to Mirant are to Mirant Corporation and all references to the merger agreement are to the Agreement and Plan of Merger, dated as of April 11, 2010, by and among RRI, RRI Energy Holdings, Inc. and Mirant, a copy of which is attached as Annex A to this joint proxy statement/prospectus.*

The Parties

RRI

RRI provides energy, capacity, ancillary and other energy services to wholesale customers in competitive energy markets in the United States through its ownership and operation of, and contracting for, power generating capacity. RRI is a well-capitalized, wholesale generator with more than 14,000 megawatts of power generating assets.

For the year ended December 31, 2009, RRI had total revenues of approximately \$1.8 billion and net income of approximately \$403 million.

RRI's principal offices are located at 1000 Main Street, Houston, Texas 77002 and its telephone number is (832) 357-3000. RRI common stock is listed on the NYSE, trading under the symbol RRI.

Mirant

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 net electric generating capacity in the Mid-Atlantic and Northeast regions and in California. Mirant also operates an integrated asset management and energy marketing organization based in Atlanta, Georgia.

For the year ended December 31, 2009, Mirant had total revenues of approximately \$2.3 billion and net income of approximately \$494 million.

Mirant's principal offices are located at 1155 Perimeter Center West, Suite 100, Atlanta, GA 30338 and its telephone number is (678) 579-5000. Mirant common stock is listed on the NYSE, trading under the symbol MIR.

Merger Sub

RRI Energy Holdings, Inc., or Merger Sub, a wholly owned subsidiary of RRI, is a Delaware corporation formed on April 9, 2010, for the purpose of effecting the merger. Merger Sub has not conducted any activities other than those incidental to its formation and the matters contemplated by the merger agreement, including the preparation of applicable regulatory filings in connection with the merger.

The Merger

Each of the boards of directors of RRI and Mirant has approved the combination of RRI and Mirant in what the parties intend to be a merger of equals. RRI and Mirant have entered into the merger agreement, which provides that, subject to the terms and conditions of the merger agreement, and in accordance with the Delaware General Corporation Law, which is referred to as the DGCL, upon completion of the merger, Merger Sub will merge with and into Mirant, with Mirant continuing as the surviving entity and a direct wholly owned subsidiary of RRI.

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Consideration to be Received in the Merger by Mirant Stockholders

In the merger, each share of Mirant common stock that is either (i) issued and outstanding immediately prior to the effective time of the merger (other than any shares of Mirant common stock owned directly or indirectly by RRI, Mirant, Merger Sub or any of their respective subsidiaries that will be cancelled upon completion of the Merger), or (ii) to be issued pursuant to the reserve created under Mirant's plan of reorganization under Chapter 11 of the U.S. Bankruptcy Code, which is referred to as the Plan, will be converted into the right to receive 2.835 shares of RRI common stock, which is referred to as the exchange ratio. The exchange ratio will be adjusted appropriately to fully reflect the effect of any reclassification, stock split, reverse stock split (including the proposed RRI reverse stock split) or combination, exchange or readjustment of shares, or any stock dividend or distribution with respect to the shares of either RRI common stock or Mirant common stock with a record date prior to completion of the merger. No fractional shares of RRI common stock will be issued in connection with the merger, and holders will be entitled to receive cash in lieu thereof. RRI stockholders will continue to own their existing shares, which will not be affected by the merger.

Treatment of Stock Options and Other Stock-based Awards; Mirant Warrants

RRI

RRI stock options will vest in full upon completion of the merger and remain outstanding subject to the same terms and conditions as otherwise applied prior to the merger. RRI restricted stock units will vest upon completion of the merger. RRI stock-settled restricted stock units will settle in stock and RRI cash-settled restricted stock units will settle in cash upon completion of the merger.

For further discussion of the treatment of RRI options and other stock-based awards held by directors and executive officers of RRI, see *The Merger* *Interests of Directors and Executive Officers in the Merger* *Interests of Directors and Executive Officers of RRI in the Merger* beginning on page [].

Mirant

Upon completion of the merger, all outstanding Mirant stock options will vest, be converted into options covering RRI common stock (with the number of shares subject to such options and the per share exercise price appropriately adjusted based on the exchange ratio) and remain outstanding, subject to the same terms and conditions as otherwise applied prior to the merger. Other Mirant stock-based awards will vest in full upon completion of the merger, be converted into RRI common stock based on the exchange ratio (with cash paid in lieu of fractional shares) and, in the case of restricted stock units, be settled in accordance with their terms.

For a more complete discussion of the treatment of Mirant options and other stock-based awards, see *The Merger Agreement* *Treatment of Mirant Stock Options and Other Equity Based Awards* beginning on page []. For further discussion of the treatment of Mirant options and other stock-based awards held by directors and executive officers of Mirant, see *The Merger* *Interests of Directors and Executive Officers in the Merger* *Interests of Directors and Executive Officers of Mirant in the Merger* beginning on page [].

In the merger, all outstanding Mirant warrants will be converted into warrants of the combined company entitling the holders thereof to receive upon exercise the number of shares of common stock of the combined company that would have been issued or paid to such holders in the merger if such holders had exercised the Mirant warrants immediately prior to completion of the merger. Accordingly, following completion of the merger, each outstanding and unexercised warrant will entitle a holder to purchase 2.835 shares of common stock of the combined company and the

per warrant strike price will be appropriately adjusted to reflect the exchange ratio, subject to adjustment if the proposed RRI reverse stock split is effected prior to the issuance of shares of RRI common stock in connection with the merger.

Directors and Executive Officers Following the Merger; Headquarters

Board of Directors. Upon completion of the merger, the board of directors of the combined company will initially consist of ten directors, including (i) Mark M. Jacobs, a director and the current president and

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chief executive officer of RRI, (ii) Edward R. Muller, the current chairman, president and chief executive officer of Mirant, (iii) the four current non-employee directors of RRI (E. William Barnett, Steven L. Miller, Evan J. Silverstein and Laree E. Perez) and (iv) the four Mirant designees, Terry G. Dallas, Thomas H. Johnson, Robert C. Murray and William L. Thacker, each a current non-employee director of Mirant. In addition, upon completion of the merger, each of the audit, compensation, nominating and governance, and risk and finance oversight committees of the board of directors of the combined company will consist of four directors, two of whom will be designated by the RRI directors and two of whom will be designated by the Mirant directors. The chairman of the audit committee will be Mr. Murray, the chairman of the compensation committee will be Mr. Thacker, the chairman of the nominating and governance committee will be Mr. Miller and the chairman of the risk and finance oversight committee will be Mr. Silverstein.

Executive Officers. Upon completion of the merger, the corporate leadership team of the combined company will consist of Mr. Muller as chairman and chief executive officer; Mr. Jacobs as president and chief operating officer; J. William Holden III as executive vice president and chief financial officer; Michael L. Jines as executive vice president, general counsel and chief compliance officer; Robert Gaudette as senior vice president and chief commercial officer; David S. Freysinger as senior vice president, plant operations; and Anne M. Cleary as senior vice president, asset management.

Headquarters. Following completion of the merger, the combined company's corporate headquarters will be located in Houston, Texas. The combined company's trading operations (and associated risk management function) will be located in Atlanta, Georgia.

For a more complete discussion of the directors and executive officers and headquarters of the combined company, see *The Merger Board of Directors and Executive Officers of the Combined Company after Completion of the Merger; Headquarters; Amendments to the Combined Company's Bylaws* beginning on page [].

Recommendations of the RRI Board of Directors

After careful consideration, the RRI board of directors recommends that holders of RRI common stock vote **FOR** the Share Issuance proposal, the Reverse Stock Split proposal, the Name Change proposal, the 2010 Incentive Plan proposal and the RRI Adjournment proposal.

For a more complete description of RRI's reasons for the merger and the recommendations of the RRI board of directors, see *The Merger Rationale for the Merger* and *The Merger RRI Board of Directors Recommendation and Its Reasons for the Merger* beginning on pages [] and [], respectively.

Recommendation of the Mirant Board of Directors

After careful consideration, the Mirant board of directors recommends that holders of Mirant common stock vote **FOR** the Merger proposal and the Mirant Adjournment proposal.

For a more complete description of Mirant's reasons for the merger and the recommendation of the Mirant board of directors, see *The Merger Rationale for the Merger* and *The Merger Mirant Board of Directors Recommendation and Its Reasons for the Merger* beginning on pages [] and [], respectively.

Opinions of Financial Advisors

RRI Financial Advisors

In connection with the merger, the RRI board of directors received separate opinions from Goldman, Sachs & Co., which is referred to as Goldman Sachs, and Morgan Stanley & Co. Incorporated, which is referred to as Morgan Stanley. On April 10, 2010 each of Goldman Sachs and Morgan Stanley delivered to the RRI board of directors its oral opinion, which opinion was confirmed by delivery of a written opinion, dated April 11, 2010 for Goldman Sachs and April 10, 2010 for Morgan Stanley, to the effect that, as of that date and based upon and subject to the factors and assumptions set forth therein, the exchange ratio pursuant to the merger agreement was fair from a financial point of view to RRI.

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The full text of the written opinions of Goldman Sachs and Morgan Stanley, which set forth the assumptions made, procedures followed, matters considered and limitations on the review undertaken in connection with the opinions, are attached as Annex B and Annex C, respectively, and are incorporated into this joint proxy statement/prospectus by reference. Each opinion was directed to, and provided for the information and assistance of, the RRI board of directors in connection with its consideration of the merger. The Goldman Sachs opinion and the Morgan Stanley opinion are not recommendations as to how any holder of RRI common stock should vote with respect to the Share Issuance proposal or any other matter. Pursuant to an engagement letter between RRI and Goldman Sachs, RRI has agreed to pay Goldman Sachs a transaction fee of \$10.5 million, a principal portion of which is payable upon completion of the merger, and an incentive fee of \$4 million, which is payable at RRI's sole discretion. Payment of the \$10.5 million transaction fee includes satisfaction of any applicable payment under a prior structuring agent engagement letter between RRI and Goldman Sachs. Additionally, pursuant to an engagement letter between RRI and Morgan Stanley, RRI has agreed to pay Morgan Stanley a transaction fee of \$8 million, a principal portion of which is payable upon completion of the merger, and an incentive fee of \$5 million, which is payable at RRI's sole discretion.

For a more complete description of Goldman Sachs' and Morgan Stanley's opinions, see "The Merger - Opinions of RRI's Financial Advisors" beginning on page []. See also Annex B and Annex C to this joint proxy statement/prospectus.

Mirant Financial Advisor

At a meeting of the Mirant board of directors held on April 10, 2010, J.P. Morgan Securities Inc., which is referred to as J.P. Morgan, delivered its opinion to the Mirant board of directors as to the fairness, from a financial point of view and as of such date, of the exchange ratio to holders of Mirant common stock. The full text of the written opinion of J.P. Morgan, dated April 10, 2010, which sets forth, among other things, the assumptions made, procedures followed, matters considered and qualifications and limitations on the opinion and the review undertaken in connection with rendering its opinion, is included as Annex D to this joint proxy statement/prospectus. **J.P. Morgan's written opinion was provided to the Mirant board of directors (solely in its capacity as such) in connection with its evaluation of the merger and addressed only the fairness, from a financial point of view, of the exchange ratio and no other matters. The opinion does not constitute a recommendation to any stockholder as to how any stockholder should vote with respect to the proposed merger or any other matter.** J.P. Morgan has acted as financial advisor to Mirant with respect to the proposed merger and will receive a fee of approximately \$30 million for its services contingent upon completion of the merger. For a more complete description of J.P. Morgan's opinion, see "The Merger - Opinion of Mirant's Financial Advisor" beginning on page []. See also Annex D to this joint proxy statement/prospectus.

Interests of Directors and Executive Officers in the Merger

You should be aware that some of the directors and officers of RRI and Mirant have interests in the merger that are different from, or are in addition to, the interests of stockholders generally. These interests relate to the treatment of equity-based compensation awards held by directors and executive officers of Mirant and RRI in the merger; the potential payment to RRI officers of cash awards under RRI's annual incentive compensation plan; the appointment of Edward R. Muller, currently Mirant's chairman, president and chief executive officer, as chairman and chief executive officer of the combined company; the appointment of Mark M. Jacobs, currently RRI's chief executive officer and a member of the RRI board of directors, as president and chief operating officer of the combined company; the election of Mr. Muller and four existing non-employee directors of Mirant (Messrs. Dallas, Johnson, Murray and Thacker) as directors of the combined company following the merger; the continuation of Mr. Jacobs and four existing non-employee RRI directors (Messrs. Barnett, Miller and Silverstein and Ms. Perez) as directors of the combined company following the merger; change-in-control severance arrangements covering certain executive officers of Mirant and RRI; and the indemnification of Mirant's directors and officers by RRI.

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For a further discussion of the interests of Mirant and RRI directors and executive officers in the merger, see *The Merger* *Interests of Directors and Executive Officers in the Merger* beginning on page [].

Material U.S. Federal Income Tax Consequences of the Merger

Assuming the merger qualifies as a reorganization within the meaning of Section 368(a) of the Code for U.S. federal income tax purposes, as RRI and Mirant anticipate, holders of Mirant common stock whose shares of Mirant common stock are exchanged in the merger for shares of RRI common stock will not recognize gain or loss, except to the extent of cash, if any, received in lieu of a fractional share of RRI common stock.

The discussion of material U.S. federal income tax consequences of the merger contained in this joint proxy statement/prospectus is intended to provide only a general summary and is not a complete analysis or description of all potential U.S. federal income tax consequences of the merger. The discussion does not address tax consequences that may vary with, or are contingent on, individual circumstances. In addition, it does not address the effects of any foreign, state or local tax laws.

Mirant stockholders are strongly urged to consult with their tax advisors regarding the tax consequences of the merger to them, including the effects of U.S. federal, state, local, foreign and other tax laws.

For a more complete description of the material U.S. federal income tax consequences of the merger, see *Material U.S. Federal Income Tax Consequences* beginning on page [].

Accounting Treatment of the Merger

The merger will be accounted for as an acquisition of RRI by Mirant under the acquisition method of accounting according to U.S. generally accepted accounting principles, which are referred to as GAAP.

No Appraisal Rights

Under Section 262 of the DGCL, the holders of RRI common stock and the holders of Mirant common stock do not have appraisal rights in connection with the merger. Furthermore, under Section 262 of the DGCL, RRI stockholders are not entitled to appraisal rights with respect to the proposed reverse stock split.

Regulatory Matters

To complete the merger, Mirant and RRI must make filings with and obtain authorizations, approvals or consents from federal and state public utility, antitrust and other regulatory authorities. For a more complete discussion of regulatory matters relating to the merger, see *The Merger* *Regulatory Approvals Required for the Merger* beginning on page [].

Litigation Related to the Merger

In April 2010, RRI, Mirant and the Mirant board of directors were named defendants in four purported class action lawsuits filed in the Superior Court of Fulton County, Georgia, brought on behalf of proposed classes consisting of holders of Mirant common stock, excluding the defendants and their affiliates. Merger Sub was also named a defendant in three of the lawsuits. The complaints allege, among other things, that the individual defendants breached their fiduciary duties by failing to maximize the value to be received by Mirant's public stockholders, and that the other defendants aided and abetted the individual defendants' breaches of fiduciary duties. In three of the actions, amended complaints have been filed adding allegations that defendants breached their fiduciary duties by failing to

disclose certain information in the preliminary joint proxy statement/prospectus of RRI and Mirant, which is a part of the Registration Statement of RRI that was filed with the SEC on May 28, 2010. The complaints seek, among other things, (a) to enjoin defendants from consummating the merger; (b) rescission of the merger, if completed; and/or (c) granting the class members any profits or benefits allegedly improperly received by defendants in connection with the merger.

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Motions to dismiss each of the four complaints for failure to state a claim have been filed on behalf of all of the defendants. Both RRI and Mirant view the allegations in the complaints as without merit and intend to defend against them vigorously.

Conditions to Completion of the Merger

The parties expect to complete the merger after all of the conditions to the merger in the merger agreement are satisfied or waived, including after RRI and Mirant receive stockholder approvals at their respective special meetings, receive all required regulatory approvals and receive acceptable debt financing in an amount sufficient to fund the refinancing transactions contemplated by the merger agreement. The parties currently expect to complete the merger before the end of 2010. However, it is possible that factors outside of each company's control could require them to complete the merger at a later time or not to complete it at all.

The obligations of RRI and Mirant to complete the merger are each subject to the satisfaction (or waiver by all parties) of the following conditions:

approval by RRI stockholders of the Share Issuance proposal;

approval by Mirant stockholders of the Merger proposal;

absence of any injunction prohibiting the consummation of the merger;

termination or expiration of any waiting period (and any extension thereof) applicable to the merger under the Hart-Scott-Rodino Antitrust Improvements Act of 1976, as amended, which is referred to as the HSR Act;

receipt of all required regulatory approvals from the Federal Energy Regulatory Commission, which is referred to as FERC, and the New York Public Service Commission, which is referred to as the NYPSC (or, with regard to the NYPSC, a determination that such approval is not required), and filing of notice with the California Public Utility Commission, which is referred to as the CPUC;

authorization of the listing of the shares of RRI common stock to be issued in the merger on the NYSE, subject to official notice of issuance;

effectiveness of the Form S-4 registration statement of which this joint proxy statement/prospectus is a part and the absence of a stop order or proceedings threatened or initiated by the SEC for that purpose;

receipt by RRI and Mirant of acceptable debt financing in an amount sufficient to fund the refinancing transactions contemplated by the merger agreement (see The Merger Agreement Financing beginning on page []);

accuracy of the other party's representations and warranties in the merger agreement;

the prior performance by the other party, in all material respects, of its obligations under the merger agreement;

receipt of a certificate executed by the chief executive officer or another senior officer of the other party as to the satisfaction of the conditions described in the preceding two bullets; and

receipt of a legal opinion from its counsel to the effect that the merger will qualify as a reorganization within the meaning of Section 368(a) of the Code.

The conditions set forth in the merger agreement may be waived by RRI or Mirant, subject to the agreement of the other party in certain circumstances. For a more complete discussion of the conditions to the merger, see The Merger Agreement Conditions to Completion of the Merger beginning on page [].

Financing

The merger is conditioned on the combined company obtaining debt financing in amounts and on terms that satisfy conditions set forth in the merger agreement. RRI and Mirant anticipate that such financing will take the form of a combination of a new revolving credit facility to replace their current credit facilities,

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\$1.4 billion of new senior notes and a \$500 million new term loan (which amount may be reduced if RRI obtains certain consents from the holders of RRI's 6.75% senior secured notes and/or certain bonds issued by the Pennsylvania Economic Development Financing Authority and guaranteed by RRI and certain of its subsidiaries on a senior secured basis, which are referred to as the PEDFA bonds). RRI and Mirant intend to use the proceeds of such financing in part to refinance approximately \$1.2 billion of indebtedness of Mirant and \$650 million of indebtedness of RRI. For further information regarding the contemplated financing, see *The Merger Agreement Financing* beginning on page [].

Timing of the Merger

The merger is expected to be completed before the end of 2010, subject to the receipt of necessary regulatory approvals and the satisfaction or waiver of other closing conditions.

No Solicitation of Other Offers

In the merger agreement, each of RRI and Mirant has agreed that it will not directly or indirectly:

- solicit, initiate, seek or knowingly encourage or facilitate any proposal that constitutes or would reasonably be expected to lead to an alternative proposal (as described in the section entitled *The Merger Agreement No Solicitations* beginning on page []);

- furnish any non-public information, or afford access to properties, books and records in connection with or in response to an alternative proposal;

- engage or participate in any discussions or negotiations with any person regarding an alternative proposal;

- approve, endorse or recommend an alternative proposal; or

- enter into any letter of intent, memorandum of understanding, merger agreement, acquisition agreement or any other agreement providing for an alternative proposal.

The merger agreement does not, however, prohibit either party from considering an acquisition proposal from a third party if certain specified conditions are met. For a discussion of the prohibition on solicitation of acquisition proposals from third parties, see *The Merger Agreement No Solicitations* beginning on page [].

Termination of the Merger Agreement

Generally, the merger agreement may be terminated and the merger may be abandoned at any time prior to completion of the merger, except as specified below, including after the required RRI stockholder approval or Mirant stockholder approval is obtained:

- by mutual written consent of RRI and Mirant; or

- by either party, if:

 - the merger has not been completed on or prior to December 31, 2010; provided that each party has the right to extend such termination date to up March 31, 2011 if the only unsatisfied conditions to completion of the merger are those regarding the receipt of required regulatory approvals;

an injunction has been entered permanently restraining, enjoining or otherwise prohibiting completion of the merger and such injunction becomes final and non-appealable, so long as the party seeking to terminate the merger agreement for this reason has used its reasonable best efforts to remove or prevent such injunction;

the requisite approval by the stockholders of RRI or Mirant has not been obtained at the respective stockholders meeting (or at any adjournment or postponement thereof);

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the other party has breached any representation, covenant or other agreement in the merger agreement, in a way that the related condition to closing would not be satisfied, and this breach is either incurable or not cured within 30 days;

the other party's board of directors changes its recommendation that its stockholders vote for, in the case of RRI, the Share Issuance proposal or, in the case of Mirant, the Merger proposal; or

prior to obtaining approval by its stockholders, the party terminates the merger agreement in order to enter into a definitive agreement with respect to a superior offer and concurrently pays a termination fee to the other party.

The merger agreement provides that, upon a termination of the merger agreement under specified circumstances, RRI or Mirant, as the case may be, may be required to pay a termination fee of approximately \$37 million or \$58 million, depending on the nature of the termination. See *The Merger Agreement – Termination of the Merger Agreement* and *The Merger Agreement – Effect of Termination; Termination Fees* beginning on pages [] and [], respectively.

Matters to be Considered at the Special Meetings

RRI

At the RRI special meeting, RRI stockholders will be asked to consider and vote upon:

the Share Issuance proposal;

the Reverse Stock Split proposal;

the Name Change proposal;

the 2010 Incentive Plan proposal; and

any RRI Adjournment proposal.

The Share Issuance proposal is not conditioned on the approval of any of the Reverse Stock Split proposal, the Name Change proposal or the 2010 Incentive Plan proposal, and only approval of the Share Issuance proposal is required to complete the merger. The Reverse Stock Split proposal is conditioned on approval of the Share Issuance proposal and subject to the discretion of the RRI board of directors. The Name Change proposal and the 2010 Incentive Plan proposal are each conditioned on completion of the merger.

The affirmative vote of a majority of the shares of RRI common stock represented (in person or by proxy) and entitled to vote is required to approve the Share Issuance proposal and the 2010 Incentive Plan proposal, provided that the total votes cast on such proposal (including abstentions) represent a majority of the shares of RRI common stock outstanding as of the RRI record date.

The affirmative vote of a majority of the outstanding shares of RRI common stock is required to approve the Reverse Stock Split proposal and the Name Change proposal.

The affirmative vote of a majority of the shares of RRI common stock represented (in person or by proxy) and entitled to vote is required to approve the RRI Adjournment proposal.

The RRI board of directors recommends that RRI stockholders vote **FOR** all of the proposals set forth above, as more fully described under RRI Special Meeting beginning on page [].

Mirant

At the Mirant special meeting, Mirant stockholders will be asked to consider and vote upon:

the Merger proposal; and

any Mirant Adjournment proposal.

Approval of the Merger proposal is required for completion of the merger.

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The affirmative vote of a majority of the outstanding shares of Mirant common stock entitled to vote is required to approve the Merger proposal.

The affirmative vote of a majority of the shares of Mirant common stock represented (in person or by proxy) and entitled to vote on the proposal is required to approve the Mirant Adjournment proposal.

The Mirant board of directors recommends that Mirant stockholders vote **FOR** all of the proposals set forth above, as more fully described under Mirant Special Meeting beginning on page [].

Voting by RRI and Mirant Directors and Executive Officers

As of the RRI record date, directors and executive officers of RRI and their affiliates owned and were entitled to vote [] shares of RRI common stock, or approximately []% of the total voting power of the shares of RRI common stock outstanding on that date. As of the Mirant record date, directors and executive officers of Mirant and their affiliates owned and were entitled to vote [] shares of Mirant common stock, or approximately []% of the shares of Mirant common stock outstanding on that date.

Table of Contents**SELECTED HISTORICAL FINANCIAL DATA OF RRI**

The selected historical consolidated financial data of RRI for each of the years ended December 31, 2009, 2008 and 2007 and as of December 31, 2009 and 2008 have been derived from RRI's audited consolidated financial statements and related notes thereto contained in RRI's Annual Report on Form 10-K for the year ended December 31, 2009, which is incorporated by reference into this joint proxy statement/prospectus. The financial data as of March 31, 2010 and for the three months ended March 31, 2010 and 2009 are derived from RRI's unaudited interim consolidated financial statements and related notes thereto contained in RRI's Quarterly Report on Form 10-Q for the three months ended March 31, 2010, which is incorporated by reference into this joint proxy statement/prospectus. The selected historical consolidated financial data for the years ended December 31, 2006 and 2005 and as of December 31, 2007, 2006 and 2005 have been derived from RRI's audited consolidated financial statements for such years, which have not been incorporated by reference into this joint proxy statement/prospectus. The information set forth below is only a summary and is not necessarily indicative of the results of future operations of RRI or the combined company, and you should read the following information together with (i) RRI's audited consolidated financial statements, the related notes thereto and Management's Discussion and Analysis of Financial Condition and Results of Operations contained in RRI's Annual Report on Form 10-K for the year ended December 31, 2009, which is incorporated by reference herein and (ii) RRI's unaudited interim consolidated financial statements, the related notes thereto and Management's Discussion and Analysis of Financial Condition and Results of Operations contained in RRI's Quarterly Report on Form 10-Q for the three months ended March 31, 2010, which is incorporated by reference herein. For more information, see "Where You Can Find More Information" beginning on page [].

	Years Ended December 31,					Three Months Ended March 31,	
	2009	2008	2007	2006	2005	2010	2009
	(1)(2)(3)	(1)(2)(3)	(1)(2)(3)	(1)(2)(3)	(1)(2)(3)	(1)(3)	(1)(2)
	(4)(17)	(5)(6)(17)	(7)(8)(17)	(9)(10)(17)	(11)(17)	(4)(17)	(3)(17)
	(in millions)						
Statements of Operations Data:							
Revenues	\$ 1,825	\$ 3,394	\$ 3,203	\$ 3,040	\$ 3,068	\$ 605	