

MATLINPATTERSON GLOBAL OPPORTUNITIES PARTNERS LP  
Form SC 13D/A  
December 14, 2004

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

SCHEDULE 13D

Under the Securities Exchange Act of 1934  
(AMENDMENT NO. 2)

NRG ENERGY, INC.  
(Name of Issuer)

COMMON STOCK, PAR VALUE \$0.01 PER SHARE  
(Title of Class of Securities)

629377508  
(CUSIP Number)

MATLINPATTERSON GLOBAL OPPORTUNITIES PARTNERS L.P.  
MATLINPATTERSON GLOBAL OPPORTUNITIES PARTNERS (BERMUDA) L.P.  
MATLINPATTERSON GLOBAL ADVISERS LLC  
MATLINPATTERSON GLOBAL PARTNERS LLC  
MATLINPATTERSON ASSET MANAGEMENT LLC  
MATLINPATTERSON LLC  
MARK R. PATTERSON  
DAVID J. MATLIN  
(Name of Persons Filing)

ROBERT WEISS  
MATLINPATTERSON GLOBAL ADVISERS LLC  
520 MADISON AVENUE  
NEW YORK, NEW YORK 10022  
TELEPHONE: (212) 651-9525  
(Name, Address and Telephone Number of  
Person Authorized to Receive Notices  
and Communications)

December 13, 2004  
(Date of Event which Requires Filing of  
this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(b)(3) or (4), check the following box .

2

\*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 disclosures provided in a prior cover page.

The information required on 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

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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 3

1. NAME OF REPORTING PERSON:

MATLINPATTERSON GLOBAL OPPORTUNITIES PARTNERS L.P.

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP:

(a) [ ]
(b) [X]

3. SEC USE ONLY

4. SOURCE OF FUNDS: AF, WC

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(D) OR 2(E):

[ ]

6. CITIZENSHIP OR PLACE OF ORGANIZATION: DELAWARE

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

7. SOLE VOTING POWER: -0-

8. SHARED VOTING POWER: 15,947,947

9. SOLE DISPOSITIVE POWER: -0-

10. SHARED DISPOSITIVE POWER: 15,947,947

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:

15,947,947

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES:

[ ]

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11): 15.9%

14. TYPE OF REPORTING PERSON: PN

CUSIP No. 629377508 4

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1. NAME OF REPORTING PERSON:

MATLINPATTERSON GLOBAL OPPORTUNITIES PARTNERS (BERMUDA) L.P.

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP:

(a)   
(b)

3. SEC USE ONLY

4. SOURCE OF FUNDS: AF, WC

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(D) OR 2(E):

6. CITIZENSHIP OR PLACE OF ORGANIZATION: BERMUDA

NUMBER OF SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON  
WITH

7. SOLE VOTING POWER: -0-

8. SHARED VOTING POWER: 5,557,097

9. SOLE DISPOSITIVE POWER: -0-

10. SHARED DISPOSITIVE POWER: 5,557,097

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:

5,557,097

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES:

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11): 5.6%

14. TYPE OF REPORTING PERSON: PN

CUSIP No. 629377508

5

1. NAME OF REPORTING PERSON:

MATLINPATTERSON GLOBAL ADVISERS LLC

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP:

(a)   
(b)

3. SEC USE ONLY

4. SOURCE OF FUNDS: AF, WC

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(D) OR 2(E):

6. CITIZENSHIP OR PLACE OF ORGANIZATION: DELAWARE

NUMBER OF SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON  
WITH

7. SOLE VOTING POWER: -0-

8. SHARED VOTING POWER: 21,505,044

9. SOLE DISPOSITIVE POWER: -0-

10. SHARED DISPOSITIVE POWER: 21,505,044

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:

21,505,044

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES:

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11): 21.5%

14. TYPE OF REPORTING PERSON: IA

CUSIP No. 629377508

6

1. NAME OF REPORTING PERSON:

DAVID J. MATLIN

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP:

(a)   
(b)

3. SEC USE ONLY

4. SOURCE OF FUNDS: AF, WC

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(D) OR 2(E):

6. CITIZENSHIP OR PLACE OF ORGANIZATION: DELAWARE

-----  
 NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH  
 7. SOLE VOTING POWER: -0-  
 -----  
 8. SHARED VOTING POWER: 21,505,044  
 -----  
 9. SOLE DISPOSITIVE POWER: -0-  
 -----  
 10. SHARED DISPOSITIVE POWER: 21,505,044  
 -----

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:

21,505,044

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES:

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11): 21.5%

14. TYPE OF REPORTING PERSON: IN

CUSIP No. 629377508 7

1. NAME OF REPORTING PERSON:

MARK R. PATTERSON

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP: (a)   
 (b)

3. SEC USE ONLY

4. SOURCE OF FUNDS: AF, WC

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(D) OR 2(E):

6. CITIZENSHIP OR PLACE OF ORGANIZATION: DELAWARE

-----  
 NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH  
 7. SOLE VOTING POWER: -0-  
 -----  
 8. SHARED VOTING POWER: 21,505,044  
 -----  
 9. SOLE DISPOSITIVE POWER: -0-  
 -----

-----  
10. SHARED DISPOSITIVE POWER: 21,505,044  
-----

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:

21,505,044  
-----

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES:

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11): 21.5%

14. TYPE OF REPORTING PERSON: IN  
-----

CUSIP No. 629377508

8

1. NAME OF REPORTING PERSON:

MATLINPATTERSON GLOBAL PARTNERS LLC  
-----

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP:

(a)   
(b)

3. SEC USE ONLY  
-----

4. SOURCE OF FUNDS: AF, WC  
-----

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO  
ITEMS 2(D) OR 2(E):

6. CITIZENSHIP OR PLACE OF ORGANIZATION: DELAWARE  
-----

NUMBER OF SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON  
WITH

7. SOLE VOTING POWER: -0-  
-----

8. SHARED VOTING POWER: 21,505,044  
-----

9. SOLE DISPOSITIVE POWER: -0-  
-----

10. SHARED DISPOSITIVE POWER: 21,505,044  
-----

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:

21,505,044  
-----

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES:

-----  
13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11): 21.5%

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14. TYPE OF REPORTING PERSON: HC  
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CUSIP No. 629377508 9

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1. NAME OF REPORTING PERSON:

MATLINPATTERSON ASSET MANAGEMENT LLC  
-----

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP:

(a)   
(b)

-----  
3. SEC USE ONLY  
-----

4. SOURCE OF FUNDS: AF, WC  
-----

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO  
ITEMS 2(D) OR 2(E):

-----  
6. CITIZENSHIP OR PLACE OF ORGANIZATION: DELAWARE  
-----

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7. SOLE VOTING POWER:	-0-
	8. SHARED VOTING POWER:	21,505,044
	9. SOLE DISPOSITIVE POWER:	-0-
	10. SHARED DISPOSITIVE POWER:	21,505,044

-----  
11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:

21,505,044  
-----

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES:

-----  
13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11): 21.5%

-----  
14. TYPE OF REPORTING PERSON: HC  
-----

CUSIP No.

629377508

10

1. NAME OF REPORTING PERSON:

MATLINPATTERSON LLC

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP:

(a)   
 (b)

3. SEC USE ONLY

4. SOURCE OF FUNDS: AF, WC

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(D) OR 2(E):

6. CITIZENSHIP OR PLACE OF ORGANIZATION: DELAWARE

NUMBER OF SHARES  
 BENEFICIALLY  
 OWNED BY  
 EACH  
 REPORTING  
 PERSON  
 WITH

7. SOLE VOTING POWER: -0-

8. SHARED VOTING POWER: 21,505,044

9. SOLE DISPOSITIVE POWER: -0-

10. SHARED DISPOSITIVE POWER: 21,505,044

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:

21,505,044

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES:

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11): 21.5%

14. TYPE OF REPORTING PERSON: HC

11

EXPLANATORY NOTE

This Amendment No. 2 ("AMENDMENT NO. 2") to Schedule 13D is filed by the undersigned to amend and supplement the statement on Schedule 13D originally filed on December 15, 2003 (the "INITIAL STATEMENT") as amended by Amendment No. 1 to Schedule 13D filed on January 5, 2004 ("AMENDMENT NO. 1," and together with the Initial Statement and this Amendment No. 2, the "STATEMENT") for the purpose of disclosing the agreement to sell securities by the certain of



the Reporting Persons pursuant to the stock purchase agreement described in this Statement. Unless otherwise indicated, all capitalized terms shall have the same meaning as provided in the Initial Statement.

ITEM 1. SECURITY AND ISSUER.

No Change.

ITEM 2. IDENTITY AND BACKGROUND.

No Change.

ITEM 3. SOURCE AND AMOUNT OF FUNDS OR OTHER CONSIDERATION.

No Change.

ITEM 4. PURPOSE OF TRANSACTION.

No Change.

ITEM 5. INTEREST IN SECURITIES OF THE ISSUER.

No Change.

ITEM 6. CONTRACTS, ARRANGEMENTS, UNDERSTANDINGS OR RELATIONSHIPS WITH RESPECT TO THE COMMON STOCK OF THE ISSUER.

Item 6 is hereby amended and restated in its entirety as follows:

Pursuant to a Registration Rights Agreement (the "COMMON STOCK REGISTRATION RIGHTS AGREEMENT") dated as of December 5, 2003, entered into among the

12

Issuer, Matlin Partners (Delaware), Matlin Partners (Bermuda) and the other parties thereto the date on which the shares of Common Stock will be issued to the parties thereto, Matlin Partners (Delaware) and Matlin Partners (Bermuda) has the right, on the terms and conditions set forth therein, to require the Issuer to register for sale to the public their shares of Common Stock. Reference is made to the Form of Common Stock Registration Rights Agreement filed as Exhibit 3 to the Initial Statement, which is incorporated herein by reference.

The Issuer, Matlin Partners (Delaware) and Matlin Partners (Bermuda) agreed to enter into a Registration Rights Agreement (the "NOTES REGISTRATION RIGHTS AGREEMENT") dated as of December 5, 2003, if Matlin Partners (Delaware) or Matlin Partners (Bermuda) were issued notes, on the terms and conditions set forth therein, with respect to their notes. Reference is made to the Form of Notes Registration Rights Agreement filed as Exhibit 4 to the Initial Statement, which is incorporated herein by reference. The Notes Registration Rights Agreement was never entered into since neither Matlin Partners (Bermuda) nor Matlin Partners (Delaware) received any notes.

The Issuer, Matlin Partners (Delaware), Matlin Partners (Bermuda) and Matlin Advisers entered into a Stock Purchase Agreement (the "STOCK PURCHASE AGREEMENT") dated as of December 13, 2004, pursuant to which Matlin Partners (Delaware) has agreed to sell 9,640,683 shares of Common Stock to the Issuer and Matlin Partners (Bermuda) has agreed to sell 3,359,317 shares of Common Stock to the Issuer and the Issuer has agreed to repurchase such

shares from each of them, subject to the terms and conditions set forth in the Stock Purchase Agreement. Reference is made to the Stock Purchase Agreement filed as Exhibit 6 to this Statement, which is incorporated herein by reference. In accordance with the Stock Purchase Agreement, the Common

13

Stock Registration Rights Agreement will be terminated upon the closing of the transactions contemplated by the Stock Purchase Agreement. If the closing under the Stock Purchase Agreement does not occur as a result of certain events, the number of demand registrations Matlin Partners (Delaware) and Matlin Partners (Bermuda) have under the Common Stock Registration Rights Agreement will be reduced from two to one. Pursuant to the Stock Purchase Agreement, if the closing thereunder occurs, Matlin Partners (Delaware), Matlin Partners (Bermuda) and Matlin Advisers agree that they and their affiliates will not (i) acquire voting securities of Company and not to take certain other actions with respect to the Company for two years (or a shorter period, in certain circumstances) and (ii) sell Common Stock for ninety days after such closing.

ITEM 7. MATERIAL TO BE FILED AS EXHIBITS.

6. Stock Purchase Agreement, dated as of December 13, 2004, by and among MatlinPatterson Global Advisers LLC, MatlinPatterson Global Opportunities Partners, L.P., MatlinPatterson Global Opportunities Partners (Bermuda) L.P. and NRG Energy, Inc.

SIGNATURE

After reasonable inquiry and to the best of its knowledge and belief, each of the undersigned certifies that the information set forth in this statement is true, complete and correct.

Dated: December 13, 2004

MATLINPATTERSON LLC

By: /s/ Mark R. Patterson

-----  
Name: Mark R. Patterson  
Title: Member

MATLINPATTERSON ASSET MANAGEMENT LLC

By: /s/ Mark R. Patterson

-----  
Name: Mark R. Patterson  
Title: Chairman

MATLINPATTERSON GLOBAL ADVISERS LLC

By: /s/ Mark R. Patterson  
-----  
Name: Mark R. Patterson  
Title: Chairman

MATLINPATTERSON GLOBAL PARTNERS LLC

By: /s/ Mark R. Patterson  
-----  
Name: Mark R. Patterson  
Title: Chairman

MATLINPATTERSON GLOBAL  
OPPORTUNITIES PARTNERS L.P.

By: MatlinPatterson Global  
Partners LLC

By: /s/ Mark R. Patterson  
-----  
Name: Mark R. Patterson  
Title: Director

MATLINPATTERSON GLOBAL OPPORTUNITIES  
PARTNERS (BERMUDA) L.P.

By: MatlinPatterson Global  
Partners LLC

By: /s/ Mark R. Patterson  
-----  
Name: Mark R. Patterson  
Title: Director

DAVID J. MATLIN

By: /s/ David J. Matlin  
-----  
David J. Matlin

MARK R. PATTERSON

By: /s/ Mark R. Patterson  
-----  
Name: Mark R. Patterson

