

GenOn Energy, Inc.  
Form 8-K  
March 30, 2012

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

FORM 8-K

CURRENT REPORT

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

Date of Report (Date of Earliest Event Reported):

March 30, 2012

GenOn Energy, Inc.

(Exact name of registrant as specified in its charter)

Delaware

1-16455

76-0655566

(State or other jurisdiction  
of incorporation)

(Commission  
File Number)

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

1000 Main Street, Houston, Texas

77002

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code:

832-357-3000

Not Applicable

Former name or former address, if changed since last report

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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**Item 8.01 Other Events.**

GenOn Energy, Inc. ("GenOn") previously disclosed in its Annual Report on Form 10-K for the fiscal year ended December 3, 2011, that it was continuing to evaluate the viability of environmental controls on its coal-fired units at its Avon Lake facility. The subsequent further analysis of the investment in such environmental controls indicates that the forecasted returns thereon are insufficient. Accordingly, on March 30, 2012, GenOn's subsidiary, GenOn Power Midwest, L.P. ("GenOn Midwest"), submitted a Deactivation Notification for the Avon Lake units 7 and 9 (732 MWs installed capacity) pursuant to Section 113 of the PJM Open Access Transmission Tariff. GenOn Midwest requested an effective Deactivation Date of April 16, 2015.

**CAUTIONARY STATEMENTS REGARDING FORWARD-LOOKING INFORMATION**

This document contains statements, estimates or projections that constitute "forward-looking statements" as defined under U.S. federal securities laws. In some cases, one can identify forward-looking statements by words such as "will," "expect," "estimate," "think," "forecast," "guidance," "outlook," "plan," "lead," "project" or comparable words. Forward-looking statements are subject to certain risks and uncertainties that could cause actual results to differ materially from our historical experience and our present expectations or projections. These risks include, but are not limited to: (i) legislative and regulatory initiatives or changes in regulations affecting the electric industry; (ii) changes in, or changes in the application of, environmental or other laws and regulations; (iii) failure of our generating facilities to perform as expected, including due to outages for unscheduled maintenance or repair; (iv) changes in market conditions or the entry of additional competition in our markets; and (v) those factors contained in our periodic reports filed with the Securities and Exchange Commission, including in the "Risk Factors" section of our most recent Annual Report on Form 10-K. The forward-looking information in this document is given as of the date of the particular statement, and we assume no duty to update this information. Our filings and other important information are also available on the Investor Relations page of our web site at [www.genon.com](http://www.genon.com).

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**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

March 30, 2012

GenOn Energy, Inc.

By: /s/ Thomas C. Livengood

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Name: Thomas C. Livengood  
 Title: Senior Vice President and Controller

If this statement is filed pursuant to Rule 13d-1(c), check this box.  Item 4. Ownership. Provide the following information regarding the aggregate number and percentage of the class of securities of issuer identified in Item 1. (a) Amount beneficially owned: Each of Comcast and QVC may be deemed to be the beneficial owner of 5,725,590 shares of Common Stock as described below. Interactive Technology may be deemed to be the beneficial owner of 5,725,590 shares of Common Stock as a result of its direct ownership of 5,725,590 shares of Common Stock. QIH, as a member of Interactive Technology, has a 29.4% interest in the profits of Interactive Technology. QIH may be deemed to beneficially own the 5,725,590 shares of Common Stock deemed to be owned by Interactive Technology referred to above. QIH is a direct wholly owned subsidiary of Comcast. QK, as a member of Interactive Technology, has a 68.6% interest in the profits of Interactive Technology. QK may be deemed to beneficially own the 5,725,590 shares of Common Stock deemed to be owned by Interactive Technology referred to above. QK is a direct wholly owned subsidiary of QVC. QVC may be deemed to be the beneficial owner of 5,725,590 shares of Common Stock deemed to be owned by QK referred to above. Comcast holds a majority of the voting shares of QVC. Comcast may be deemed to be the beneficial owner of 5,725,590 shares of Common stock deemed to be owned by each of QIH and QVC. Sural may be deemed to be the beneficial owner of the 5,725,590 shares of Common Stock deemed to be owned by Comcast referred to above. Sural owns approximately 86.7% of the voting power of Comcast's voting common stock. Brian L. Roberts may be deemed to be the beneficial owner of the 5,725,590 shares of Common Stock deemed to be owned by Comcast referred to above. Brian L. Roberts is the managing member of Sural and holds approximately 72% of its outstanding units of membership interests. (b) Percent of class: Each of Interactive Technology, QIH, QK, QVC, Comcast, Sural and Brian L. Roberts may be deemed to beneficially own 38.9% of the shares of Common Stock. (c) Number of shares as to which such person has: (i) Sole power to vote or to direct the vote: Interactive Technology has sole power to vote or direct the vote of the 5,725,590 shares of Common Stock directly owned by it. Each of QIH, QK, QVC, Comcast, Sural and Brian L. Roberts may be deemed to have power to vote or direct the vote of these 5,725,590 shares of Common Stock. See Item 4(a). (ii) Shared power to vote or to direct the vote: None. (iii) Sole power to dispose or to direct the disposition of: Interactive Technology has sole power to dispose or direct the disposition of the 5,725,590 shares of Common Stock directly owned by it. Each of QIH, QK, QVC, Comcast, Sural and Brian L. Roberts may be deemed to have power to dispose or direct the disposition of these 5,725,590 shares of Common Stock. See Item 4(a). (iv) Shared power to dispose or to direct the disposition of: None.

Item 5. Ownership of Five Percent or Less of a Class. If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following.  Item 6. Ownership of More than Five Percent on Behalf of Another Person. Not applicable. Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company. Not applicable. Item 8. Identification and Classification of Members of the Group. Not applicable. Item 9. Notice of Dissolution of Group. Not applicable. Item 10. Certifications. Not applicable.

SIGNATURE After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct. COMCAST CORPORATION February 14, 2002  
 ----- (Date) /s/ Arthur R. Block ----- (Signature) Arthur R. Block, Senior Vice President ----- (Name/Title) QVC, INC. February 14, 2002  
 ----- (Date) /s/ Neal S. Grabell ----- (Signature) Neal S.

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Grabell, Authorized Signatory ----- (Name/Title) The original statement shall be signed by each person on whose behalf the statement is filed or his authorized representative. If the statement is signed on behalf of a person by his authorized representative (other than an executive officer or general partner of the filing person), evidence of the representative's authority to sign on behalf of such person shall be filed with the statement, provided, however, that a power of attorney for this purpose which is already on file with the Commission may be incorporated by reference. The name and any title of each person who signs the statement shall be typed or printed beneath his signature. Attention. Intentional misstatements or omissions of fact constitute federal criminal violations (see 18 U.S.C. 1001).