

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 5, 2002

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RELIANT ENERGY, INCORPORATED  
(Exact name of registrant as specified in its charter)

TEXAS  
(State or other jurisdiction  
of incorporation)

1-3187  
(Commission  
File Number)

74-0694415  
(IRS Employer  
Identification No.)

1111 LOUISIANA  
HOUSTON, TEXAS  
(Address of principal executive offices)

77002  
(Zip Code)

Registrant's telephone number, including area code: (713) 207-3000

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ITEM 2. ACQUISITION OR DISPOSITION OF ASSETS.

On February 19, 2002, a wholly owned subsidiary of Reliant Resources, Inc. ("Reliant Resources") (a majority owned subsidiary of Reliant Energy, Incorporated) merged with and into Orion Power Holdings, Inc. ("Orion"), with Orion being the surviving company. Upon consummation of the merger, Orion became a wholly owned subsidiary of Reliant Resources. The merger was completed under the terms of the Agreement and Plan of Merger, dated as of September 26, 2001, between Reliant Resources and Orion. In the merger, each outstanding share of Orion common stock was converted into the right to receive \$26.80 in cash. The aggregate cash consideration paid in the merger was approximately \$2.9 billion and was funded primarily under a one-year \$2.9 billion bank credit facility with a group of banks for which Bank of America acted as agent.

Orion is engaged in the acquisition, development and operation of electric power generating facilities. As of February 28, 2002, Orion has 81 power plants in operation with a total capacity of 5,644 megawatts. Reliant Resources intends to continue Orion's business and to integrate it with Reliant Resources' operations.

ITEM 7. FINANCIAL STATEMENTS AND EXHIBITS.

(A) EXHIBITS.

1. Agreement and Plan of Merger, dated as of September 26, 2001, by and among Reliant Resources, Reliant Energy Power Generation Merger Sub, Inc. and Orion (Incorporated by reference to Exhibit 2.1 to Reliant Resources' Current Report on Form 8-K dated September 27, 2001 (Commission File No. 1-16455) as filed with the SEC on September 29, 2001).

SIGNATURE

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.

RELIANT ENERGY, INCORPORATED

Date: March 5, 2002

By: /s/ MARY P. RICCIARDELLO

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Mary P. Ricciardello  
Senior Vice President and  
Chief Accounting Officer