

GenOn Energy, Inc.
Form S-8 POS
February 28, 2012

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

Post-Effective Amendment No. 1
to
FORM S-8
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

GenOn Energy, Inc.

(Exact Name of Registrant as Specified in Its Charter)

Delaware
(State or Other Jurisdiction of

76-0655566
(I.R.S. Employer

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| Incorporation or Organization | Identification No.) |
|--|----------------------------|
| 1000 Main Street Houston, Texas (Address of Principal Executive Offices) | 77002 (Zip Code) |
| GenOn Energy, Inc. Savings Plan | |

(Full title of the plan)

Michael L. Jines

Executive Vice President,

General Counsel and Corporate Secretary

and Chief Compliance Officer

GenOn Energy, Inc.

1000 Main Street

Houston, Texas 77002

(Name and address of agent for service)

(832) 357-3000

(Telephone number, including area code, of agent for service)

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 (Do not check if a smaller reporting company)

Smaller reporting company

DEREGISTRATION OF SECURITIES

This Post-Effective Amendment No. 1 to the Registration Statement on Form S-8 (File No. 333-101473) (the **Registration Statement**) initially filed with the Securities and Exchange Commission on November 26, 2002 by GenOn Energy, Inc. (the **Registrant**), a Delaware corporation, is being filed to deregister all unsold shares of common stock of the Registrant, par value \$0.001 per share (**Common Stock**), the associated Series A preferred share purchase rights (the **Rights**), and the plan interests (the **Plan Interests**) that were originally reserved for issuance under the GenOn Energy, Inc. Savings Plan (the **Plan**).

The Plan has ceased offering Common Stock as an investment option for new investment and as of November 30, 2011, all amounts previously invested by Plan participants in the Common Stock under the Plan were removed or transferred into other investment options under the Plan. Accordingly, the Company hereby terminates the effectiveness of the Registration Statement, and, in accordance with the undertaking contained in the Registration Statement, the Registrant hereby removes from registration, by means of this Post-Effective Amendment No. 1 to the Registration Statement, any of the Common Stock, Rights and Plan Interests that had been registered for issuance but that remain unsold under the Registration Statement as of the date hereof.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Post-Effective Amendment No. 1 to the Registration Statement on Form S-8 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Houston, State of Texas, on February 28, 2012.

GENON ENERGY, INC.

By: /s/ Edward R. Muller
Edward R. Muller
Chairman and Chief Executive Officer

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Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 1 to the Registration Statement on Form S-8 has been signed by the following persons in the capacities and on the dates indicated.

| Signature | Title | Date |
|---|---|-------------------|
| /s/ Edward R. Muller Edward R. Muller | Chairman, President and Chief Executive Officer | February 28, 2012 |
| /s/ J. William Holden III J. William Holden III | Executive Vice President and Chief Financial Officer (Principal Financial Officer) | February 28, 2012 |
| /s/ Thomas C. Livengood Thomas C. Livengood | Senior Vice President and Controller (Principal Accounting Officer) | February 28, 2012 |
| /s/ E. Spender Abraham E. Spender Abraham | Director | February 28, 2012 |
| /s/ E. William Barnett E. William Barnett | Director | February 28, 2012 |
| /s/ Terry G. Dallas Terry G. Dallas | Director | February 28, 2012 |
| /s/ Steven L. Miller Steven L. Miller | Director | February 28, 2012 |
| /s/ Elizabeth A. Moler Elizabeth A. Moler | Director | February 28, 2012 |
| /s/ Edward R. Muller Edward R. Muller | Director | February 28, 2012 |
| /s/ Robert C. Murray Robert C. Murray | Director | February 28, 2012 |
| /s/ Laree E. Perez Laree E. Perez | Director | February 28, 2012 |
| /s/ Evan J. Silverstein Evan J. Silverstein | Director | February 28, 2012 |

/s/ William L. Thacker

Director

February 28, 2012

William L. Thacker