

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): FEBRUARY 5, 2002

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

ITEM 5. OTHER EVENTS.

RESTATEMENT OF SECOND AND THIRD QUARTER 2001 FINANCIAL STATEMENTS AND DELAY OF ANNOUNCEMENT OF 2001 RESULTS

On February 5, 2002, Reliant Resources, Inc. ("Reliant Resources"), an approximately 83% owned subsidiary of Reliant Energy, Incorporated ("Reliant Energy"), reported that it would restate its second and third quarter 2001 earnings (the "Reliant Resources Restatement") and that it would delay the release of its fourth quarter and year 2001 earnings (the "Reliant Resources Earnings Delay"). For additional information regarding the Reliant Resources Restatement and the Reliant Resources Earnings Delay, please refer to Reliant Resources' press release attached to this report as Exhibit 99.1 (the "Reliant Resources Press Release"), which Reliant Resources Press Release, other than the information therein under the caption "Outlook for 2002," is incorporated by reference herein.

As a consequence of the Reliant Resources Restatement and the Reliant Resources Earnings Delay, Reliant Energy reported on February 5, 2002 that it would restate its second and third quarter 2001 earnings (the "Reliant Energy Restatement") and that it would delay the release of its fourth quarter and year 2001 earnings (the "Reliant Energy Earnings Delay"). For additional information regarding the Reliant Energy Restatement and the Reliant Energy Earnings Delay, please refer to Reliant Energy's press release attached to this report as Exhibit 99.2 (the "Reliant Energy Press Release"), which Reliant Energy Press Release is incorporated by reference herein.

ITEM 7. FINANCIAL STATEMENTS AND EXHIBITS.

(c) Exhibits.

The following exhibits are filed herewith:

- 99.1 Reliant Resources Press Release issued February 5, 2002 regarding the Reliant Resources Restatement and the Reliant Resources Earnings Delay.
- 99.2 Reliant Energy Press Release issued February 5, 2002 regarding the Reliant Energy Restatement and the Reliant Energy Earnings Delay.

ITEM 9. REGULATION FD DISCLOSURE.

Reliant Energy incorporates by reference into this Item 9 the information in the Reliant Resources Press Release under the caption "Outlook for 2002". The information in Item 9 of this report is being furnished, not filed, pursuant to Regulation FD. Accordingly, the information in Item 9 of this report will not be incorporated by reference into any registration statement filed by Reliant Energy under the Securities Act of 1933, as amended, unless specifically identified therein as being incorporated therein by reference. The furnishing of the information in this report is not intended to, and does not, constitute a determination or admission by Reliant Energy, that the information in this report is material or complete, or that investors should consider this information before making an investment decision with respect to any security of Reliant Energy or any of its affiliates.

Some of the statements in this report and the exhibits hereto are "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995. Although Reliant Energy believes that the expectations and the underlying assumptions reflected in its forward-looking statements are reasonable, there can be no assurance that these expectations will prove to be correct. Forward-looking statements involve a number of risks and uncertainties, and actual results may differ materially from the results discussed in the forward-looking statements. References in this Current Report to the terms "we," "us" or other similar terms mean Reliant Energy.

In addition to the matters described in this report and the exhibits hereto, the following are some of the factors that could cause actual results to differ materially from those expressed or implied in Reliant Energy's forward-looking statements:

- o state, federal and international legislative and regulatory developments, including deregulation; re-regulation and restructuring of the electric utility industry; and changes in, or application of environmental and other laws and regulations to which we are subject,

- o timing of the implementation of our business separation plan,
- o the effects of competition, including the extent and timing of the entry of additional competitors in our markets,
- o industrial, commercial and residential growth in our service territories,
- o our pursuit of potential business strategies, including acquisitions or dispositions of assets,
- o state, federal and other rate regulations in the United States and in foreign countries in which we operate or into which we might expand our operations,
- o the timing and extent of changes in commodity prices and interest rates,
- o weather variations and other natural phenomena,
- o political, legal and economic conditions and developments in the United States and in foreign countries in which we operate or into which we might expand our operations, including the effects of fluctuations in foreign currency exchange rates,
- o financial market conditions and the results of our financing efforts, and
- o other factors we discuss in our other filings with the SEC.

The words "anticipate," "estimate," "believe," "continue," "could," "intend," "may," "plan," "potential," "predict," "should," "will," "expect," "objective," "projection," "forecast," "goal" and other similar words are intended to identify Reliant Energy's forward-looking statements.

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: February 5, 2002

By: /S/ MARY P. RICCIARDELLO
Mary P. Ricciardello
Senior Vice President and
Chief Accounting Officer

EXHIBIT INDEX

EXHIBIT NUMBER -----	EXHIBIT DESCRIPTION -----
99.1	Reliant Resources Press Release issued February 5, 2002 regarding the Reliant Resources Restatement and the Reliant Resources Earnings Delay.
99.2	Reliant Energy Press Release issued February 5, 2002 regarding the Reliant Energy Restatement and the Reliant Energy Earnings Delay.

FOR IMMEDIATE RELEASE: February 5, 2002

FOR FURTHER INFORMATION: Sandy Fruhman (Media) - (713) 207-3123
Dennis Barber (Investors) - (713) 207-3042

RELIANT RESOURCES DELAYS RELEASE OF EARNINGS

Reliant Resources, Inc. (NYSE: RRI) announced today that it will not release earnings today as originally anticipated. The company also announced that it plans to retain its European operations and updated its 2002 earnings guidance.

DELAY OF EARNINGS RELEASE

The company said it will restate its earnings for the second and third quarters of 2001 and that it expects earnings for those periods to increase by an amount between \$100 million and \$130 million. The restatement, due to a reclassification of several specific transactions, will change the timing of earnings recognition, with the effect that the company will recognize earnings in 2001 that it previously expected to recognize in 2002 and 2003. The restatement will not affect cash flow for any period. The company will not be able to announce its fourth-quarter 2001 earnings until the restatement is finalized.

The transactions under review, which were entered into in the second and third quarters of 2001, were purchases and sales of gas and power intended to be cash flow hedges. The counterparties to all of the transactions were independent third parties that are regularly engaged in the trading business. Under GAAP, these transactions may be accounted for as cash flow hedges if they meet certain criteria or must be marked to market if they do not meet those criteria. GAAP requires that the change in fair value of derivative transactions that do not qualify for hedge accounting treatment be recorded in the company's income statement. The company originally accounted for the transactions as cash flow hedges in its conventional accrual accounts but now believes that the transactions being reviewed did not meet all of the criteria for hedge accounting set out in Statement of Financial Accounting Standard No. 133 "Accounting for Derivative Instruments and Hedging Activities."

Reliant Resources' accounting department discovered the errors in the course of preparing year-end financial information. The company called the matters to the attention of its outside auditors, its outside counsel and the audit committees of its board of directors and the board of its parent company, Reliant Energy, Incorporated (NYSE:REI). The audit committees are directing the review of the matter and have

instructed the company to review the accounting, substance and purpose of these transactions.

The company will issue a press release announcing 2001 earnings as soon as the review is completed. In addition, as soon as possible, the company will restate its interim financial statements included in its quarterly reports on Form 10-Q for the quarterly periods ended June 30, 2001, and September 30, 2001. As a result, these interim financial statements should not be relied upon until they have been restated. The company will file amendments to these quarterly reports that will restate the interim financial statements.

EUROPEAN OPERATIONS

Reliant Resources also announced that it has decided to retain its European business following a review of strategic alternatives concluded recently. The company initiated the evaluation in September 2001 in response to expressions of interest by a number of parties. However, the company did not receive an acceptable offer for its European business. Industry conditions have changed dramatically in Europe since the process began, including the implications and uncertainties created by the collapse of Enron and the slowed pace of privatization of the Dutch power distribution companies. Consequently, the company has decided to retain its Dutch generation assets and continue to expand its trading and origination activities in Northwest Europe.

OUTLOOK FOR 2002

Reliant Resources also updated its guidance for 2002 earnings to \$1.80 to \$2.00 per share. This guidance compares to the company's previously announced guidance of \$2.05 to \$2.15, which was provided at the time of the release of third quarter 2001 earnings. The revised earnings estimates for 2002 reflect consideration of the current outlook for the company's business activities and steps taken or planned by the company to strengthen its balance sheet in response to evolving rating agency standards for liquidity and credit criteria for merchant energy companies, as well as the matters discussed above.

Reliant Resources, Inc. (NYSE: RRI) based in Houston, Texas, provides electricity and energy services to wholesale and retail customers in the U.S. and Europe, marketing those services under the Reliant Energy brand name. The company has nearly 18,000 megawatts of power generation capacity in operation, under construction or advanced development, or under contract in the U.S. It is one of only five companies to rank among both the ten largest power marketers and the ten largest natural gas marketers in North America. The company also has wholesale trading and marketing operations and nearly 3,500 megawatts of power generation in operation in Western Europe. At the retail level, Reliant Resources provides a complete suite of energy products and services to 1.7 million electricity customers in Texas ranging from residences and small businesses to large commercial, institutional and industrial customers. Reliant Resources currently is a majority-owned subsidiary of Reliant Energy, Incorporated (NYSE: REI).

This press release includes forward-looking statements. Forward-looking statements are based on current expectations and projections about future events and the underlying assumptions reflected in the statements. Actual results or outcomes could differ materially as a result of legislative and regulatory developments, the impact of competition, weather, risks associated with international operations, changes in Reliant Resources' business plans and other factors discussed from time to time in Reliant Resources' SEC reports.

FOR IMMEDIATE RELEASE: February 5, 2002

FOR FURTHER INFORMATION: Sandy Fruhman (Media) - (713) 207-3123
Dennis Barber (Investors) - (713) 207-3042
Marianne Paulsen (Investors) - (713) 207-6500

Reliant Energy Delays Release of Earnings

Reliant Energy, Incorporated (NYSE: REI) announced today that it will not release earnings on February 6 as originally anticipated. The company said it will restate its earnings for the second and third quarters of 2001 due to a pending earnings restatement by its majority-owned subsidiary, Reliant Resources, Inc. (NYSE:RRI). Neither company will be able to announce its fourth-quarter 2001 earnings until the restatement is finalized.

The restatement is expected to materially increase 2001 earnings for both companies by changing the timing of earnings recognition related to several specific transactions. As a result of the reclassification of these transactions, the company will recognize earnings in 2001 that it previously expected to recognize in 2002 and 2003. The restatement will not affect cash flow for any period.

The company will issue a press release announcing 2001 earnings as soon as the restatement is completed. In addition, as soon as possible, the company will restate its interim financial statements included in its quarterly reports on Form 10-Q for the quarterly periods ended June 30, 2001, and September 30, 2001. As a result, these interim financial statements should not be relied upon until they have been restated. The company will file amendments to these quarterly reports that will restate the interim financial statements.

For further information on the earnings restatement, see the press release issued today by Reliant Resources.

Reliant Energy (NYSE: REI), based in Houston, Texas, is an international energy services and energy delivery company with approximately \$48 billion in annual revenue and total assets exceeding \$31 billion. The company has nearly 25,000 megawatts of power generation in operation in the U.S. and is one of only three companies to rank among both the five largest power marketers and the five largest natural gas marketers in North America. The company also has wholesale trading and marketing operations and nearly 3,500 megawatts of power generation in Western Europe. Reliant Energy's retail marketing and distribution operations serve nearly four million electricity and natural gas customers in the U.S.

This press release includes forward-looking statements. Forward-looking statements are based on current expectations and projections about future events and the underlying assumptions reflected in the statements. Actual results or outcomes could differ materially as a result of legislative and regulatory developments, the impact of competition, weather, risks associated with international operations, changes in Reliant Energy's and Reliant Resources' business plans and other factors discussed from time to time in Reliant Energy's and Reliant Resources' SEC reports.