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

POST-EFFECTIVE AMENDMENT NO. 1
TO
FORM S-8
REGISTRATION STATEMENT
Under
THE SECURITIES ACT OF 1933

CENTERPOINT ENERGY, INC.
(Exact name of registrant as specified in its charter)
D/B/A RELIANT ENERGY, INCORPORATED

TEXAS
(State or other jurisdiction of
incorporation or organization)

74-0694415
(I.R.S. Employer
Identification No.)

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

77002
(Zip Code)

LONG-TERM INCENTIVE PLAN OF RELIANT ENERGY, INCORPORATED
(Full title of the plan)

Rufus S. Scott
Assistant Corporate Secretary
1111 Louisiana
Houston, Texas 77002
(Name and address of agent for service)

Telephone number, including area code, of agent for service: (713) 207-3000

This Post-Effective Amendment to the Registration Statement on Form S-8 is being filed pursuant to Rule 414 under the Securities Act of 1933, as amended (the "Securities Act"), by the Registrant, the successor to Reliant Energy, Incorporated, a Texas corporation, following a merger to effect a holding company reorganization effective as of August 31, 2002. The Registrant hereby expressly adopts the Registration Statement of Reliant Energy on Form S-8 (Registration No. 333-60260) as its own registration statement for all purposes of the Securities Act and the Securities Exchange Act of 1934, as amended, and hereby sets forth any additional information necessary to reflect any material changes made in connection with or resulting from the succession, or necessary to keep this Registration Statement from being misleading in any material respect.

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INTRODUCTORY STATEMENT

Effective August 31, 2002, pursuant to the Agreement and Plan of Merger among Reliant Energy, Incorporated ("Reliant Energy"), Reliant Energy MergerCo, Inc. ("MergerCo") and CenterPoint Energy, Inc. ("CenterPoint Energy" or "Registrant"), MergerCo merged into Reliant Energy, as a result of which the outstanding shares of common stock, without par value, of Reliant Energy were exchanged automatically on a share-for-share basis for shares of common stock, par value \$0.01 per share, of CenterPoint Energy, and Reliant Energy became a subsidiary of CenterPoint Energy.

Accordingly, all stock issued under the Long-Term Incentive Plan of Reliant Energy, Incorporated (the "Plan") will be shares of the common stock of CenterPoint Energy rather than shares of the common stock of Reliant Energy. Additionally, the sponsor of the Plan will be CenterPoint Energy rather than Reliant Energy.

The applicable registration fees were paid at the time of the original filing of this Registration Statement.

PART I

INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

Note: The document(s) containing the plan information required by Item 1 of Form S-8 and the statement of availability of registrant information and any other information required by Item 2 of Form S-8 will be sent or given to participants as specified by Rule 428 under the Securities Act of 1933, as amended (the "Securities Act"). In accordance with Rule 428 and the requirements of Part I of Form S-8, such documents are not being filed with the Securities and Exchange Commission (the "Commission") either as part of this Post-Effective Amendment to Registration Statement or as prospectuses or prospectus supplements pursuant to Rule 424 under the Securities Act. The Registrant shall maintain a file of such documents in accordance with the provisions of Rule 428. Upon request, the Registrant shall furnish to the Commission or its staff a copy or copies of all of the documents included in such file.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

ITEM 3. INCORPORATION OF DOCUMENTS BY REFERENCE.

The following documents filed with the Commission by Reliant Energy (File No. 1-3187) or CenterPoint Energy pursuant to the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or as otherwise indicated, are hereby incorporated in this Registration Statement by reference:

- (1) CenterPoint Energy's Annual Report on Form 10-K for the fiscal year ended December 31, 2001;
- (2) CenterPoint Energy's Quarterly Reports on Form 10-Q for the quarterly periods ended March 31, 2002 and June 30, 2002;
- (3) Reliant Energy's Annual Report on Form 10-K for the fiscal year ended December 31, 2001, as amended by Reliant Energy's Annual Report on Form 10-K/A (Amendment No. 1) for the fiscal year ended December 31, 2001, as filed on July 5, 2002;
- (4) Reliant Energy's Quarterly Reports on Form 10-Q for the quarterly periods ended March 31, 2002 and June 30, 2002;
- (5) Reliant Energy's Current Reports on Form 8-K filed with the SEC on January 11, 2002, March 6, 2002, April 8, 2002, July 5, 2002 and July 15, 2002;
- (6) Item 5 of Reliant Energy's Current Reports on Form 8-K filed with the SEC on February 5, 2002, March 15, 2002, April 29, 2002, July 25, 2002 and August 1, 2002; and
- (7) CenterPoint Energy's Current Report on Form 8-K filed with the SEC on September 3, 2002, which includes a description of CenterPoint Energy's common stock and associated rights to purchase its Series A preferred stock.

All documents filed with the Commission by CenterPoint Energy pursuant to sections 13(a), 13(c), 14 or 15(d) of the Exchange Act subsequent to the date hereof and prior to the filing of a post-effective amendment to this Registration Statement which indicates that all securities offered hereby have been sold, or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference herein and to be a part hereof from the date of filing of such documents.

Any statement contained herein or incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Post-Effective Amendment to Registration Statement to the extent that a statement contained herein or in any subsequently filed document which also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Post-Effective Amendment to Registration Statement.

ITEM 4. DESCRIPTION OF SECURITIES.

Not applicable.

ITEM 5. INTERESTS OF NAMED EXPERTS AND COUNSEL.

Not applicable.

ITEM 6. INDEMNIFICATION OF DIRECTORS AND OFFICERS.

Article 2.02.A.(16) and Article 2.02-1 of the Texas Business Corporation Act and Article V of the Registrant's Amended and Restated Bylaws provide the Registrant with broad powers and authority to indemnify its directors and officers and to purchase and maintain insurance for such purposes. Pursuant to such statutory and Bylaw provisions, the Registrant has purchased insurance against certain costs of indemnification that may be incurred by it and by its officers and directors.

Additionally, Article IX of the Registrant's Amended and Restated Articles of Incorporation provides that a director of the Registrant is not liable to the Registrant for monetary damages for any act or omission in the director's capacity as director, except that Article IX does not eliminate or limit the liability of a director for (i) any breach of such director's duty of loyalty to the Registrant or its shareholders, (ii) any act or omission not in good faith that constitutes a breach of duty of such director to the Registrant or an act or omission that involves intentional misconduct or a knowing violation of law, (iii) a transaction from which such director received an improper benefit, whether or not the benefit resulted from an action taken within the scope of the director's office or (iv) an act or omission for which the liability of a director is expressly provided for by statute.

Article IX also provides that any subsequent amendments to Texas statutes that further limit the liability of directors will inure to the benefit of the directors, without any further action by shareholders. Any repeal or modification of Article IX shall not adversely affect any right of protection of a director of the Registrant existing at the time of the repeal or modification.

See "Item 9. Undertakings" for a description of the Commission's position regarding such indemnification provisions.

ITEM 7. EXEMPTION FROM REGISTRATION CLAIMED.

Not Applicable.

ITEM 8. EXHIBITS.

The following documents are filed as a part of this Registration Statement or incorporated by reference herein:

Report or SEC File or Exhibit Registration Registration Exhibit Number Document Description Statement Number
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Reference ----- ----- ----- -----
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----- 4.1* - Amended and Restated Articles of Registration 333-69502 3.1 Incorporation of CenterPoint Energy, Inc. Statement on Form S-4 of CenterPoint Energy, Inc.
4.2* - Articles of Amendment to the Amended and Form 10-K of 333-69502 3.1.1 Restated Articles of Incorporation of CenterPoint Energy, CenterPoint Energy, Inc.

Inc. for the
year ended
December 31,
2001 II-2

4.3* - Amended
and Restated
Bylaws of Form
10-K of 333-
69502 3.2
CenterPoint
Energy, Inc.
CenterPoint
Energy, Inc.
for the year
ended December
31, 2001 4.4* -

Rights
Agreement
between
CenterPoint
Form 10-K of
333-69502 4.2
Energy, Inc.
and JPMorgan
Chase Bank,
CenterPoint
Energy, as
Rights Agent
Inc. for the
year ended
December 31,
2001 4.5* -
Statement of
Resolution
Establishing
Form 10-K of
333-69502 3.3
Series of
Shares
designated
Series A
CenterPoint
Energy,

Preferred Stock
and Form of
Rights Inc. for
the year
Certificate
ended December
31, 2001 4.6**

- Long-Term
Incentive Plan
of Reliant
Energy,
Incorporated
effective
January 1, 2001

4.7** - First
Amendment to
Long-Term
Incentive Plan
of Reliant
Energy,
Incorporated
effective
January 1, 2001

5 - Opinion of
Baker Botts
L.L.P. 23.1 -
Consent of
Deloitte &
Touche LLP 23.2
- Consent of
Baker Botts
L.L.P.

(included in
Exhibit 5) 24**
- Powers of
Attorney

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Incorporated herein by reference as indicated. **

Previously filed ITEM 9. UNDERTAKINGS.

(a) The undersigned registrant hereby

undertakes: (1) To file, during any period in which offers or sales are being made, a post-effective amendment to this

registration statement: (i) To include any prospectus required by section 10(a)

(3) of the Securities Act; (ii) To reflect in the

prospectus any facts or events arising after the effective date of the registration statement (or the most recent post-effective amendment

thereof) which, individually or

in the aggregate, represent a fundamental change in the information set forth in the registration statement; II-3

(iii) To include any material information with respect to the plan of distribution not previously disclosed in the registration statement or any material change to such information in the registration statement; provided, however, that the undertakings set forth in paragraphs (i) and (ii) above do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in periodic reports filed by the registrant pursuant to Section 13 or Section 15(d) of the Exchange Act that are incorporated by reference in the registration statement. (2) That, for the purpose of determining any liability under the Securities Act, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof. (3) To remove from registration by means of a post-effective amendment any of the securities being

registered
which remain
unsold at the
termination of
the offering.

(b) The
undersigned
registrant
hereby
undertakes
that, for
purposes of
determining any
liability under
the Securities
Act, each
filing of the
registrant's
annual report
pursuant to
Section 13(a)
or Section
15(d) of the
Exchange Act
(and, where
applicable,
each filing of
an employee
benefit plan's
annual report
pursuant to
Section 15(d)
of the Exchange
Act) that is
incorporated by
reference in
this
registration
statement shall
be deemed to be
a new
registration
statement
relating to the
securities
offered
therein, and
the offering of
such securities
at that time
shall be deemed
to be the
initial bona
fide offering
thereof. (c)

Insofar as
indemnification
for liabilities
arising under
the Securities
Act may be
permitted to
directors,
officers and
controlling
persons of the
registrant
pursuant to the
provisions
described under
Item 6 above,
or otherwise,
the registrant
has been
advised that in
the opinion of
the Commission
such
indemnification
is against
public policy

as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the registrant of expenses incurred or paid by a director, officer or controlling person of the registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue. II-

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, 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 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Houston, the State of Texas, on September 4, 2002.

CENTERPOINT ENERGY, INC. d/b/a RELIANT ENERGY, INCORPORATED (Registrant)

By: /s/ R. Steve Letbetter

----- R.
Steve Letbetter, Chairman, President and Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment has been signed by the following persons in the capacities and on the dates indicated.

SIGNATURE TITLE
DATE -----
----- /s/
R. Steve Letbetter
Chairman,
President,
September 4,
2002 - -----

Chief Executive Officer R. Steve Letbetter and Director (Principal Executive Officer) /s/ Mark M. Jacobs
Executive Vice

President
September 4,
2002 - -----

----- and
Chief Financial
Mark M. Jacobs
Officer
(Principal
Financial
Officer) /s/
James S. Brian
Senior Vice
President
September 4,
2002 - -----

----- and
Chief
Accounting
James S. Brian
Officer
(Principal
Accounting
Officer) *
Director
September 4,
2002 - -----

Milton Carroll
* Director
September 4,
2002 - -----

----- John
T. Cater II-5

* Director
September 4,
2002 - -----

----- O.
Holcombe
Crosswell *
Director
September 4,
2002 - -----

Robert J.
Cruikshank *
Director
September 4,
2002 - -----

----- T.
Milton Honea *
Director
September 4,
2002 - -----

Laree E. Perez
*By: /s/ Hugh
Rice Kelly ----

Hugh Rice
Kelly,
Attorney-In-
Fact II-6

INDEX TO
EXHIBITS Report
or SEC File or
Exhibit
Registration
Exhibit Number
Document
Description
Statement
Number

Reference -----
- -----

---- 4.1* -
Amended and
Restated
Articles of
Registration
333-69502 3.1
Incorporation
of CenterPoint
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Energy, Inc.
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Form 10-K of
333-69502 3.1.1
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of CenterPoint
Energy,
CenterPoint
Energy, Inc.
Inc. for the
year ended
December 31,
2001 4.3* -
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Restated Bylaws
of Form 10-K of
333-69502 3.2
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Energy, Inc.
CenterPoint
Energy, Inc.
for the year
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Agreement
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333-69502 4.2
Energy, Inc.
and JPMorgan
Chase Bank, as
CenterPoint
Energy, Rights
Agent Inc. for
the year ended
December 31,
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L.L.P.
(included in
Exhibit 5) 24**
- Powers of
Attorney

- -----

* Incorporated herein by reference as indicated.

** Previously filed

[LETTERHEAD OF BAKER BOTTS L.L.P.]

September 4, 2002

CenterPoint Energy, Inc.
1111 Louisiana Street
Houston, Texas 77002

Ladies and Gentlemen:

As set forth in Post-Effective Amendment No. 1 (the "Post-Effective Amendment") to the Registration Statement on Form S-8 (Registration No. 333-60260) to be filed by CenterPoint Energy, Inc. d/b/a Reliant Energy, Incorporated, a Texas corporation (the "Company"), with the Securities and Exchange Commission (the "Commission") under the Securities Act of 1933, as amended (the "Act"), relating to up to 15,000,000 shares (the "Shares") of common stock, par value \$0.01 per share, of the Company (the "Common Stock") and associated rights to purchase Series A Preferred Stock, par value \$0.01 per share, of the Company (the "Rights"), which may be offered and sold from time to time pursuant to the Long-Term Incentive Plan of Reliant Energy, Incorporated (the "Plan"), certain legal matters in connection with the Shares subject to original issuance by the Company and the Rights associated therewith are being passed upon for you by us. At your request, this opinion is being furnished to you for filing as Exhibit 5 to the Post-Effective Amendment.

In our capacity as your counsel in the connection referred to above, we have examined the Amended and Restated Articles of Incorporation and the Amended and Restated Bylaws of the Company, each as amended to date, the Rights Agreement dated as of January 1, 2002 between the Company and JPMorgan Chase Bank, as Rights Agent (the "Rights Agreement"), as amended to date, and the originals, or copies certified or otherwise identified, of corporate records of the Company, including minute books of the Company as furnished to us by the Company, certificates of public officials and of representatives of the Company, statutes and other instruments and documents as a basis for the opinions hereinafter expressed. In giving such opinions, we have relied upon certificates of officers of the Company and of public officials with respect to the accuracy of the material factual matters contained in such certificates.

In making our examination, we have assumed that all signatures on documents examined by us are genuine, that all documents submitted to us as originals are accurate and complete, that all documents submitted to us as copies are true and correct copies of the originals thereof and that all information submitted to us was accurate and complete.

On the basis of the foregoing, and subject to the assumptions, limitations and qualifications set forth herein, we are of the opinion that:

1. The Company is a corporation duly organized and validly existing in good standing under the laws of the State of Texas.
2. In the case of Shares originally issued by the Company pursuant to the provisions of the Plan, following due authorization of a particular award thereunder by a duly constituted and acting committee of the Board of Directors of the Company as provided in and in accordance with the Plan, the Shares issuable pursuant to such award will have been duly authorized by all necessary corporate action on the part of the Company. Upon issuance and delivery of such Shares from time to time pursuant to the terms of such award for the consideration established pursuant to the terms of the Plan and otherwise in accordance with the terms and conditions of such award, including, if applicable, the lapse of any restrictions relating thereto, the satisfaction of any performance conditions associated therewith and any requisite determinations by or pursuant to the authority of the Board of Directors of the Company or a duly constituted and acting committee thereof as provided therein, and, in the case of stock options, the exercise thereof and payment for such Shares as provided therein, such Shares will be validly issued, fully paid and nonassessable.
3. The issuance of the Rights associated with the Shares has been duly authorized by all requisite corporate action on the part of the Company, and upon issuance from time to time in connection with the issuance of the associated Shares as provided above and in accordance with the terms of the Rights Agreement, the Rights associated with such Shares will be validly issued.

The opinion set forth in paragraph 3 above is limited to the valid issuance of the Rights under the Texas Business Corporation Act. In this connection, we do not express any opinion herein on any other aspect of the Rights, the effect of any equitable principles or fiduciary considerations relating to the adoption of the Rights Agreement or the issuance of the Rights, the enforceability of any particular provisions of the Rights Agreement, or the provisions of the Rights Agreement which discriminate or create unequal voting power among shareholders.

This opinion is limited to the original issuance of Shares and Rights by the Company and does not cover shares of Common Stock and related Rights delivered by the Company out of shares and related Rights reacquired by it.

We are members of the Texas Bar and the opinions set forth above are limited in all respects to the laws of the State of Texas as in effect on the date hereof. Additionally, we hereby consent to the filing of this opinion with the Commission as Exhibit 5 to the Post-Effective Amendment. In giving such consent, we do not admit that we are within the category of persons whose consent is required under Section 7 of the Act or the rules and regulations of the Commission thereunder.

Very truly yours,

BAKER BOTTS L.L.P.

INDEPENDENT AUDITORS' CONSENT

We consent to the incorporation by reference in this Post-Effective Amendment No. 1 to Registration Statement No. 333-60260 of CenterPoint Energy, Inc. on Form S-8 of our report dated March 28, 2002, July 3, 2002, as to the effects of the restatement discussed in Note 1 (which expresses an unqualified opinion and includes explanatory paragraphs relating to the restatement described in Note 1 and the change in method of accounting for derivatives and hedging activities), appearing in Amendment No. 1 to the Annual Report on Form 10-K/A of Reliant Energy, Incorporated for the year ended December 31, 2001, and of our report dated March 28, 2002, appearing in the Annual Report on Form 10-K of CenterPoint Energy, Inc. for the year ended December 31, 2001.

DELOITTE & TOUCHE LLP

Houston, Texas
September 3, 2002