

RELIANT RESOURCES INC
 Form 424B3
 January 09, 2004

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PROSPECTUS SUPPLEMENT NO. 1
 RELIANT RESOURCES, INC.

\$275,000,000
 5.00% CONVERTIBLE SENIOR SUBORDINATED NOTES DUE 2010
 AND SHARES OF COMMON STOCK ISSUABLE UPON CONVERSION OF THE NOTES

This prospectus supplement supplements the prospectus, dated December 11, 2003, of Reliant Resources, Inc., relating to the sale by certain of our securityholders (including their pledgees, donees, assignees, transferees, successors and others who later hold any of the securityholders' interests) of up to \$275,000,000 aggregate principal amount at maturity of notes and the shares of common stock issuable upon conversion of the notes. You should read this prospectus supplement in conjunction with the prospectus, and this prospectus supplement is qualified by reference to the prospectus, except to the extent that the information in this prospectus supplement supersedes the information contained in the prospectus.

The table of selling securityholders contained in the prospectus is hereby modified to add as follows.

| Name | Aggregate Principal Amount at Maturity of the Notes that may be Sold | Percentage of Notes Outstanding | Number of Shares of Common Stock that may be Sold(1) |
|---|--|---------------------------------|--|
| Vanguard Convertible Securities Fund, Inc..... | \$15,370,000 | 5.59% | 1,610,942 |
| Goldman Sachs & Co..... | \$ 2,584,000 | * | 270,831 |
| Argent LowLev Convertible Arbitrage Fund LLC..... | \$ 2,307,000 | * | 241,799 |
| Geode U. S. Convertible Arbitrage Fund, a series of Geode Investors, LLC..... | \$ 2,000,000 | * | 209,622 |
| Delta Air Lines Master Trust - CV..... | \$ 1,535,000 | * | 160,885 |
| Lyxor Master Fund Ref: Argent/LowLev CB c/o Argent..... | \$ 1,300,000 | * | 136,254 |
| Class C Trading Company, Ltd..... | \$ 900,000 | * | 94,330 |
| Delta Pilots Disability & Survivorship Trust - CV..... | \$ 745,000 | * | 78,084 |

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| Name | Aggregate Principal Amount at Maturity of the Notes that may be Sold | Percentage of Notes Outstanding | Number of Shares of Common Stock that may be Sold(1) |
|--|--|---------------------------------|--|
| UnumProvident Corporation..... | \$ 570,000 | * | 59,742 |
| OCM High Income Convertible Limited Partnership..... | \$485,000 | * | 50,833 |
| OCM High Income Convertible Fund II Limited Partnership..... | \$400,000 | * | 41,924 |
| Travelers Indemnity Company - Commercial Lines..... | \$460,000 | * | 48,213 |
| Xavex Convertible Arbitrage 2 Fund..... | \$800,000 | * | 83,849 |
| Argent Silver Convertible Arbitrage Fund II, LDC..... | \$800,000 | * | 83,849 |
| Microsoft Corporation - HI..... | \$695,000 | * | 72,844 |
| Argent Classic Convertible Arbitrage Fund II , L.P..... | \$600,000 | * | 62,886 |
| General Motors Employees Global Group Pension Trust..... | \$585,000 | * | 61,314 |
| RenaissanceRe Holdings Ltd..... | \$570,000 | * | 59,742 |
| Xavex Convertible Arbitrage 10 Fund..... | \$600,000 | * | 62,886 |
| Hambuerger Pensionskasse von 1905 VvaG..... | \$280,000 | * | 29,347 |
| Travelers Indemnity Company - Personal Lines..... | \$310,000 | * | 32,491 |
| Richard King Mellon Foundation..... | \$210,000 | * | 22,010 |
| ACE Tempest Reinsurance Ltd..... | \$190,000 | * | 19,914 |
| Tripair Partnership..... | \$190,000 | * | 19,914 |
| Delta Air Lines Master Trust - HI..... | \$155,000 | * | 16,246 |
| San Diego County Employee's Retirement Association..... | \$145,000 | * | 15,198 |

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|---|-----------|---|--------|
| HFR CA Global Select Master Trust Account..... | \$100,000 | * | 10,481 |
| Tredia Performance Fund Limited..... | \$100,000 | * | 10,481 |
| General Motors Foundation, Inc..... | \$ 95,000 | * | 9,957 |

* Less than one percent (1%).

- (1) Assumes conversion of all of the holder's notes at a conversion rate of 104.8108 shares of common stock per \$1,000 principal amount at maturity of the notes. This conversion rate is subject to adjustment, however, as described under "Description of the Notes - Conversion of the Notes." As a result, the number of shares of common stock issuable upon conversion of the notes may increase or decrease in the future.
- (2) Calculated based on Rule 13d-3(d) (i) of the Exchange Act, using common stock outstanding as of December 5, 2003. In calculating this amount for each holder, we treated as outstanding the number of shares of common stock issuable upon conversion of all that holder's notes, but we did not assume conversion of any other holder's notes.

Investing in the notes or shares of common stock involves risks that are described in the "Risk Factors" section beginning on page 14 of the prospectus.

NEITHER THE SECURITIES AND EXCHANGE COMMISSION NOR ANY STATE SECURITIES COMMISSION HAS APPROVED OR DISAPPROVED OF THESE SECURITIES OR DETERMINED IF THIS PROSPECTUS SUPPLEMENT IS TRUTHFUL OR COMPLETE. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE.

The date of this prospectus supplement is January 9, 2004.