

Edgar Filing: RELIANT RESOURCES INC - Form SC 13G

RELIANT RESOURCES INC  
Form SC 13G  
April 04, 2003

OMB APPROVAL

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

SCHEDULE 13G

Under the Securities Exchange Act of 1934  
(Amendment No. \_\_\_\_\_) \*

RELIANT RESOURCES, INC.

-----  
(Name of Issuer)

Common Stock, par value \$0.001 per share

-----  
(Title of Class of Securities)

75952B105

-----  
(CUSIP Number)

March 27, 2003

-----  
(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

[ ] Rule 13d-1(b)

[X] Rule 13d-1(c)

[ ] Rule 13d-1(d)

\*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 75952B105  
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1. Names of Reporting Persons.

I.R.S. Identification Nos. of above persons (entities only).  
Appaloosa Investment Limited Partnership I

2. Check the Appropriate Box if a Member of a Group (See Instructions)  
(a) ..... [ ]  
(b) ..... [ ]

3. SEC Use Only .....

4. Citizenship or Place of Organization

DELAWARE.....

Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person  
With

5. Sole Voting Power  
-0-.....

6. Shared Voting Power  
6,798,735.....

7. Sole Dispositive Power  
-0-.....

8. Shared Dispositive Power  
6,798,735.....

9. Aggregate Amount Beneficially Owned by Each Reporting Person  
6,798,735.....

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See  
Instructions)..... [ ]

11. Percent of Class Represented by Amount in Row (9)  
2.3%.....

12. Type of Reporting Person (See Instructions)  
PN

CUSIP No. 75952B105

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1. Names of Reporting Persons.

I.R.S. Identification Nos. of above persons (entities only).

Palomino Fund Ltd.....

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a) ..... [ ]

(b) ..... [ ]

3. SEC Use Only.....

4. Citizenship or Place of Organization

BRITISH VIRGIN ISLANDS.....

Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person  
With

5. Sole Voting Power

-0-.....

6. Shared Voting Power

5,956,865.....

7. Sole Dispositive Power

-0-.....

8. Shared Dispositive Power

5,956,865.....

9. Aggregate Amount Beneficially Owned by Each Reporting Person

5,956,865.....

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)..... [ ]

11. Percent of Class Represented by Amount in Row (9)

2.1%.....

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12. Type of Reporting Person (See Instructions)  
CO

CUSIP No. 75952B105

1. Names of Reporting Persons.

I.R.S. Identification Nos. of above persons (entities only).  
Appaloosa Management L.P.....

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a) ..... [ ]  
(b) ..... [ ]

3. SEC Use Only .....

4. Citizenship or Place of Organization

DELAWARE.....

Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person  
With

5. Sole Voting Power  
-0-.....

6. Shared Voting Power  
12,755,600.....

7. Sole Dispositive Power  
-0-.....

8. Shared Dispositive Power  
12,755,600.....

9. Aggregate Amount Beneficially Owned by Each Reporting Person  
12,755,600.....

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)..... [ ]

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11. Percent of Class Represented by Amount in Row (9)  
4.4%.....

12. Type of Reporting Person (See Instructions)  
PN

CUSIP No. 75952B105

1. Names of Reporting Persons.

I.R.S. Identification Nos. of above persons (entities only).  
Appaloosa Partners Inc.....

2. Check the Appropriate Box if a Member of a Group (See Instructions)  
(a) ..... [ ]  
(b) ..... [ ]

3. SEC Use Only.....

4. Citizenship or Place of Organization  
DELAWARE.....

Number of Shares Beneficially Owned by Each Reporting Person With	5. Sole Voting Power
	-0-.....
	6. Shared Voting Power
	12,755,600.....

7. Sole Dispositive Power  
-0-.....

8. Shared Dispositive Power  
12,755,600.....

9. Aggregate Amount Beneficially Owned by Each Reporting Person  
12,755,600.....

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10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)..... [ ]

11. Percent of Class Represented by Amount in Row (9)  
4.4%.....

12. Type of Reporting Person (See Instructions)  
CO

CUSIP No. 75952B105

1. Names of Reporting Persons.

I.R.S. Identification Nos. of above persons (entities only).  
David A. Tepper.....

2. Check the Appropriate Box if a Member of a Group (See Instructions)  
(a) ..... [ ]  
(b) ..... [ ]

3. SEC Use Only.....

4. Citizenship or Place of Organization  
USA.....

Number of Shares Beneficially Owned by Each Reporting Person With

5. Sole Voting Power  
4,000,000.....

6. Shared Voting Power  
12,755,600.....

7. Sole Dispositive Power  
4,000,000.....

8. Shared Dispositive Power  
12,755,600.....

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9. Aggregate Amount Beneficially Owned by Each Reporting Person  
16,755,600.....

-----  
10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See  
Instructions).....[\_]

-----  
11. Percent of Class Represented by Amount in Row (9)  
5.8%.....

-----  
12. Type of Reporting Person (See Instructions)  
IN

ITEM 1.

- (a) NAME OF ISSUER  
RELIANT RESOURCES, INC.
- (b) ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES  
1111 Louisiana Street, Houston, TX 77002

ITEM 2.

- (a) NAME OF PERSON FILING  
This statement is being filed by Appaloosa Investment Limited Partnership I ("AILP"), Palomino Fund Ltd. ("Palomino"), Appaloosa Management L.P. ("AMLP"), Appaloosa Partners Inc. ("API"), and David A. Tepper ("Mr. Tepper" and, together with AILP, Palomino, AMLP and API, the "Reporting Persons"). The Reporting Persons have entered into a Joint Filing Agreement, dated April 4, 2003, a copy of which is attached hereto as Exhibit I.
- (b) ADDRESS OF PRINCIPAL BUSINESS OFFICE, OR IF NONE, RESIDENCE  
The address of the principal business office of Palomino is c/o Trident Trust Company (Cayman) Ltd., 1 Capital Place, P.O. Box 847, Grand Cayman, Cayman Islands. The address of the principal business office for each of AILP, AMLP, API and Mr. Tepper is c/o Appaloosa Partners Inc., 26 Main Street, First Floor, Chatham, NJ 07928.
- (c) CITIZENSHIP  
See item 4 of pages 2-6 of this Schedule 13G.
- (d) TITLE OF CLASS OF SECURITIES  
Common Stock, par value \$0.001 per share
- (e) CUSIP NUMBER  
75952B105

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ITEM 3. This statement is filed pursuant to Rule 13d-1(c).

ITEM 4. OWNERSHIP.

(a) AMOUNT BENEFICIALLY OWNED:

AILP and Palomino beneficially own, in the aggregate, 12,755,600 shares of the issuer's common stock. AILP is the direct beneficial owner of 6,798,735 of such shares and Palomino is the direct beneficial owner of 5,956,865 of such shares. Each of AMLP, API and Mr. Tepper is an indirect beneficial owner of the aggregate of 12,755,600 shares of the issuer's common stock held by AILP and Palomino. AMLP is the general partner of AILP and makes all of the investment decisions for Palomino as its investment adviser. Accordingly, through these capacities, AMLP may be deemed to beneficially own the 12,755,600 shares of common stock of the issuer held by AILP and Palomino. API is the sole general partner of AMLP and, as such, may be deemed to beneficially own the 12,755,600 shares of common stock of the issuer held by AILP and Palomino through its interest in AMLP. Mr. Tepper is the sole stockholder and President of API and, as such, may be deemed to beneficially own the 12,755,600 shares of common stock of the issuer held by AILP and Palomino through his interests in API and AMLP. In addition, Mr. Tepper directly owns 4,000,000 shares of the issuer's common stock for his own account.

(b) PERCENT OF CLASS: See item 11 of pages 2-6 of this Schedule 13G. (As disclosed in Reliant Resources, Inc.'s Form 10-Q for the quarterly period ended September 30, 2002, as of November 8, 2002, there were 290,441,403 shares of common stock outstanding.)

(c) NUMBER OF SHARES AS TO WHICH THE PERSON HAS:

- (i) Sole power to vote or to direct the vote: See item 5 of pages 2-6 of this Schedule 13G.
- (ii) Shared power to vote or to direct the vote: See item 6 of pages 2-6 of this Schedule 13G.
- (iii) Sole power to dispose or to direct the disposition of: See item 7 of pages 2-6 of this Schedule 13G.
- (iv) Shared power to dispose or to direct the disposition of: See item 8 of pages 2-6 of this Schedule 13G.

ITEM 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following [\_\_\_].

ITEM 6. OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON.

Not applicable.

ITEM 7. IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY OR CONTROL PERSON.

Not applicable.



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ITEM 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP

See Exhibit II attached hereto.

ITEM 9. NOTICE OF DISSOLUTION OF GROUP

Not applicable.

ITEM 10. CERTIFICATION

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: April 4, 2003

APPALOOSA INVESTMENT LIMITED PARTNERSHIP I

By: APPALOOSA MANAGEMENT L.P.,  
Its General Partner

By: APPALOOSA PARTNERS INC.,  
Its General Partner

By: /s/ David A. Tepper

-----  
Name: David A. Tepper  
Title: President

PALOMINO FUND LTD.

By: APPALOOSA MANAGEMENT L.P.,  
Its Investment Adviser

By: APPALOOSA PARTNERS INC.,  
Its General Partner

By: /s/ David A. Tepper

-----  
Name: David A. Tepper  
Title: President

APPALOOSA MANAGEMENT L.P.

By: APPALOOSA PARTNERS INC.,  
Its General Partner

/s/ David A. Tepper

-----  
Name: David A. Tepper

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Title: President

APPALOOSA PARTNERS INC.

By: /s/ David A. Tepper

-----  
Name: David A. Tepper

Title: President

/s/ David A. Tepper

-----  
David A. Tepper

EXHIBIT I

JOINT FILING AGREEMENT

In accordance with Rule 13d-1(k)(1) under the Securities Exchange Act of 1934, as amended, the persons below agree to the joint filing on behalf of each of them of a Statement on Schedule 13G, and any all amendments thereto, with regard to the beneficial ownership of Common Stock, par value \$0.001 per share, of Reliant Resources, Inc., a Delaware corporation.

Dated: April 4, 2003

APPALOOSA INVESTMENT LIMITED PARTNERSHIP I

By: APPALOOSA MANAGEMENT L.P.,  
Its General Partner

By: APPALOOSA PARTNERS INC.,  
Its General Partner

By: /s/ David A. Tepper

-----  
Name: David A. Tepper

Title: President

PALOMINO FUND LTD.

By: APPALOOSA MANAGEMENT L.P.,  
Its Investment Adviser

By: APPALOOSA PARTNERS INC.,  
Its General Partner

By: /s/ David A. Tepper

-----  
Name: David A. Tepper

Title: President

APPALOOSA MANAGEMENT L.P.

By: APPALOOSA PARTNERS INC.,  
Its General Partner

/s/ David A. Tepper

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-----  
Name: David A. Tepper  
Title: President

APPALOOSA PARTNERS INC.

By: /s/ David A. Tepper

-----  
Name: David A. Tepper  
Title: President

/s/ David A. Tepper

-----  
David A. Tepper

EXHIBIT II

ITEM 8  
IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP

The members of the group that has filed this Schedule 13G pursuant to ss.240.13d-1(c) are as follows:

Appaloosa Investment Limited Partnership I  
Palomino Fund Ltd.  
Appaloosa Management L.P.  
Appaloosa Partners Inc.  
David A. Tepper