

RELIANT RESOURCES INC
 Form 424B3
 February 06, 2004

Filed pursuant to Rule No. 424(b) (3)
 File Number 333-107295

PROSPECTUS SUPPLEMENT NO. 2
 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) |
|---|--|---------------------------------|---|
| Alexian Brothers Medical Center..... | \$ 325,000 | * | 34,064 |
| Aloha Airlines Non-Pilots Pension Trust | \$ 200,000 | * | 20,962 |
| Aloha Pilots Retirement Trust | \$ 100,000 | * | 10,481 |
| Argent Classic Convertible Arbitrage Fund (Bermuda) Ltd. | \$ 7,400,000 | 2.69% | 775,600 |
| Argent Classic Convertible Arbitrage Fund L.P. | \$ 2,000,000 | * | 209,622 |
| Argent LowLev Convertible Arbitrage Fund Ltd. | \$ 6,600,000 | 2.40% | 691,751 |
| Argent LowLev Convertible Arbitrage Fund LLC | \$ 2,307,000 | * | 241,799 |
| Argent LowLev Convertible Arbitrage Fund II LLC | \$ 293,000 | * | 30,710 |

Edgar Filing: RELIANT RESOURCES INC - Form 424B3

| | | | |
|---|--------------|-------|-----------|
| BNP Paribas Equity Strategies, SNC | \$ 1,805,000 | * | 189,183 |
| BNY Capital Markets, Inc. | \$ 1,000,000 | * | 104,811 |
| C & H Sugar Company Inc. | \$ 250,000 | * | 26,203 |
| CooperNeff Convertible Strategies (Cayman) Master Fund, L.P. | \$ 1,782,000 | * | 186,773 |
| DBAG - London | \$14,500,000 | 5.27% | 1,519,757 |
| Deutsche Bank Securities, Inc. | \$24,150,000 | 8.78% | 2,531,181 |
| | | | |
| Hawaiian Airlines Employees Pension Plan - IAM | \$ 35,000 | * | 3,668 |
| Hawaiian Airlines Pension Plan for Salaried Employees | \$ 10,000 | * | 1,048 |
| Hawaiian Airlines Pilots Retirement Plan | \$ 175,000 | * | 18,342 |
| Hillbloom Foundation | \$ 80,000 | * | 8,385 |
| Lyxor/Convertible Arbitrage Fund, Limited | \$ 171,000 | * | 17,923 |
| Lyxor Master Fund Ref: Argent/ LowLev CB c/o Argent | \$ 1,300,000 | * | 136,254 |
| Partners Group Alternative Strategies PCC LTD | \$ 300,000 | * | 31,443 |
| Plexus Fund LTD | \$20,000,000 | 7.27% | 2,096,216 |
| Silver Convertible Arbitrage Fund, LDC | \$ 800,000 | * | 83,849 |
| Singlehedge U.S. Convertible Arbitrage Fund | \$ 495,000 | * | 51,881 |
| State of Oregon/SAIF Corporation | \$ 3,000,000 | 1.09% | 314,432 |
| Sturgeon Limited | \$ 385,000 | * | 40,352 |
| Universal Institutional Funds Equity & Income Fund | \$ 529,000 | * | 55,445 |
| US Bank FBO Benedictine Health Systems | \$ 325,000 | * | 34,064 |

* Less than one percent (1%).

Edgar Filing: RELIANT RESOURCES INC - Form 424B3

- (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 January 31, 2004. 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 February 6, 2004.