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| <b>OMB APPROVAL</b>                          |           |
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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

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|---|--|--|
| 1. Name and Address of Reporting Person*<br><u>Gutierrez Mauricio</u><br><br>(Last) (First) (Middle)<br>804 CARNEGIE CENTER<br><br>(Street)<br>PRINCETON NJ 08540<br><br>(City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol<br><u>NRG ENERGY, INC. [ NRG ]</u> | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable)<br><input checked="" type="checkbox"/> Director 10% Owner<br><input checked="" type="checkbox"/> Officer (give title below) Other (specify below)<br>President & CEO |
|   | 3. Date of Earliest Transaction (Month/Day/Year)<br>01/02/2021                 |  |
|   | 4. If Amendment, Date of Original Filed (Month/Day/Year)<br>01/05/2021         | 6. Individual or Joint/Group Filing (Check Applicable Line)<br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br>Form filed by More than One Reporting Person  |

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of Security (Instr. 3)         | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) |   | 4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5) |            |                         | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---|--------------------------------------|--|--------------------------------|---|---|------------|-------------------------|---|--|---|
|   |                                      |  | Code                           | V | Amount  | (A) or (D) | Price                   |   |  |   |
| Common Stock, par value \$.01 per share | 01/02/2021                           |  | F                              |   | 7,454   | D          | \$0.0000 <sup>(1)</sup> | 1,072,263   | D  |   |
| Common Stock, par value \$.01 per share | 01/02/2021                           |  | F                              |   | 7,593   | D          | \$0.0000 <sup>(2)</sup> | 1,064,670   | D  |   |
| Common Stock, par value \$.01 per share | 01/02/2021                           |  | F                              |   | 8,541   | D          | \$0.0000 <sup>(3)</sup> | 1,056,129   | D  |   |
| Common Stock, par value \$.01 per share | 01/02/2021                           |  | F                              |   | 65,833  | D          | \$0.0000 <sup>(4)</sup> | 990,296   | D  |   |

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) |     | 6. Date Exercisable and Expiration Date (Month/Day/Year) |                 | 7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|--|--|--------------------------------------|--|--------------------------------|--|-----|--|-----------------|---|--|--|---|--|
|  |  |                                      |  |                                | (A)  | (D) | Date Exercisable   | Expiration Date |   |  |  |   |  |

**Explanation of Responses:**

- This Form 4/A is filed to correct the number of shares withheld to cover for taxes as described in this and the footnotes below. On January 2, 2018, the Reporting Person was issued 59,692 Restricted Stock Units ("RSUs") by NRG Energy, Inc. under NRG Energy, Inc.'s Amended and Restated Long Term Incentive Plan. Each RSU is equivalent in value to one share of NRG's common stock, par value \$.01. On January 2, 2021 19,938 shares vested. The Reporting Person elected to satisfy their tax obligation upon the exchange of common stock for RSUs having a value on the date of the exchange equal to the withholding obligation. This form reflects the surrender of 7,454 shares of common stock to satisfy the grantee's tax withholding obligation.
- On January 2, 2019, the Reporting Person was issued 47,842 Restricted Stock Units ("RSUs") by NRG Energy, Inc. under NRG Energy, Inc.'s Amended and Restated Long Term Incentive Plan. Each RSU is equivalent in value to one share of NRG's common stock, par value \$.01. On January 2, 2021 15,931 shares vested. The Reporting Person elected to satisfy their tax obligation upon the exchange of common stock for RSUs having a value on the date of the exchange equal to the withholding obligation. This form reflects the surrender of 7,593 shares of common stock to satisfy the grantee's tax withholding obligation.
- On January 2, 2020, the Reporting Person was issued 48,401 Restricted Stock Units ("RSUs") by NRG Energy, Inc. under NRG Energy, Inc.'s Amended and Restated Long Term Incentive Plan. Each RSU is equivalent in value to one share of NRG's common stock, par value \$.01. On January 2, 2021 16,117 shares vested. The Reporting Person elected to satisfy their tax obligation upon the exchange of common stock for RSUs having a value on the date of the exchange equal to the withholding obligation. This form reflects the surrender of 8,541 shares of common stock to satisfy the grantee's tax withholding obligation.
- The Reporting Person elected to satisfy their tax withholding obligation upon the exchange of common stock for RPSUs having a value on the date of the exchange equal to the withholding obligation. This form reflects the surrender of 65,833 shares of common stock to satisfy the grantee's tax withholding obligation

Christine Zoino, by Power of Attorney 02/03/2021

\*\* Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.