
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

WASHINGTON, DC 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): **May 7, 2019**

NRG ENERGY, INC.

(Exact name of Registrant as specified in its charter)

Delaware
(State or other jurisdiction of incorporation)

001-15891
(Commission File Number)

41-1724239
(IRS Employer Identification No.)

804 Carnegie Center, Princeton, New Jersey 08540
(Address of principal executive offices, including zip code)

(609) 524-4500
(Registrant's telephone number, including area code)

N/A
(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Securities registered pursuant to Section 12(b) of the Act:

Title of Each Class	Trading Symbol(s)	Name of Exchange on Which Registered
Common Stock, par value \$0.01	NRG	New York Stock Exchange

Item 8.01. Other Events.

On May 7, 2019, NRG Energy, Inc. (“NRG”) issued a press release announcing its proposed offering (the “Offering”) of \$733.0 million in aggregate principal amount of senior notes due 2029 (the “Notes”). A copy of the press release announcing the Offering is attached hereto as Exhibit 99.1 and incorporated by reference herein.

Also on May 7, 2019, NRG issued a press release announcing the commencement of its cash tender offer to purchase any and all of the approximately \$733.6 million outstanding aggregate principal amount of its 6.25% senior notes due 2024 (the “2024 Notes”), subject to certain conditions, including the consummation of the Offering (the “Tender Offer”). A copy of the press release announcing the Tender Offer is attached hereto as Exhibit 99.2 and incorporated by reference herein.

Additionally, on May 7, 2019, NRG issued a notice of conditional redemption (the “Conditional Redemption Notice”) in the name of NRG to the holders of the 2024 Notes, pursuant to the Indenture, dated as of April 21, 2014, by and among NRG, the guarantors party thereto and Delaware Trust Company (as successor in interest to Law Debenture Trust Company of New York), as trustee, as amended and supplemented (the “Indenture”). Pursuant to the Conditional Redemption Notice, NRG has elected, subject to the condition described below, to redeem (the “Redemption”) any and all 2024 Notes that remain outstanding on June 6, 2019 (the “Redemption Date”). The redemption price for the 2024 Notes, as set forth in the Indenture, is equal to 103.125% of the principal amount of such 2024 Notes redeemed, plus accrued and unpaid interest thereon to the Redemption Date. The Redemption will be conditioned upon NRG’s consummation of an offering of senior unsecured notes in an aggregate principal amount that results in gross proceeds to NRG of at least \$733.0 million, on or before the business day prior to the Redemption Date.

This Current Report on Form 8-K does not constitute a notice of redemption under the Indenture, nor an offer to tender for, or purchase, any 2024 Notes or any other security.

Item 9.01. Financial Statements and Exhibits.

(d) *Exhibits*

Exhibit No.	Description
99.1	Press Release, dated May 7, 2019, announcing the Offering.
99.2	Press Release, dated May 7, 2019, announcing the Tender Offer.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Dated: May 7, 2019

NRG Energy, Inc.
(Registrant)

By: /s/ Christine A. Zoino
Christina A. Zoino
Corporate Secretary



NRG Energy, Inc. Announces Proposed Offering of Senior Notes

PRINCETON, N.J.—May 7, 2019—NRG Energy, Inc. (NYSE:NRG) intends to commence an offering of \$733.0 million in aggregate principal amount of senior notes due 2029 (the “New Notes”). The New Notes will be senior unsecured obligations of NRG and will be guaranteed by certain of its subsidiaries.

NRG intends to use the net proceeds from the offering, together with cash on hand, to repurchase any and all of the approximately \$733.6 million outstanding aggregate principal amount of its 6.25% senior notes due 2024 (the “2024 Notes”) and to pay fees and expenses related to the offering of the New Notes and incurred in connection with the repurchase of the 2024 Notes.

The New Notes and related guarantees are being offered only to qualified institutional buyers in reliance on Rule 144A under the Securities Act of 1933, as amended (the “Securities Act”), or, outside the United States, to persons other than “U.S. persons” in compliance with Regulation S under the Securities Act. The notes and related guarantees have not been registered under the Securities Act or the securities laws of any other jurisdiction and may not be offered or sold in the United States absent registration or an applicable exemption from the registration requirements. This press release does not constitute an offer to sell any security, including the New Notes, nor a solicitation for an offer to purchase any security, including the New Notes or the 2024 Notes.

About NRG

At NRG, we’re redefining power by putting customers at the center of everything we do. We create value by generating electricity and serving nearly 3 million residential and commercial customers through our portfolio of retail electricity brands. A Fortune 500 company, NRG delivers customer-focused solutions for managing electricity, while enhancing energy choice and working towards a sustainable energy future.

Forward-Looking Statements

This communication contains forward-looking statements that may state NRG’s or its management’s intentions, beliefs, expectations or predictions for the future. Such forward-looking statements are subject to certain risks, uncertainties and assumptions, and typically can be identified by the use of words such as “will,” “expect,” “estimate,” “anticipate,” “forecast,”

“plan,” “believe” and similar terms. Although NRG believes that its expectations are reasonable, it can give no assurance that these expectations will prove to have been correct, and actual results may vary materially. Factors that could cause actual results to differ materially from those contemplated above include, among others, risks and uncertainties related to the capital markets generally and whether NRG will offer the New Notes or consummate the offering, the anticipated terms of the New Notes and the anticipated use of proceeds.

The foregoing review of factors that could cause NRG’s actual results to differ materially from those contemplated in the forward-looking statements included herein should be considered in connection with information regarding risks and uncertainties that may affect NRG’s future results included in NRG’s filings with the SEC at www.sec.gov.

Contacts:

Media:

Candice Adams
609.524.5428

Investors:

Kevin L. Cole, CFA
609.524.4526

**NRG Energy, Inc. Announces Cash Tender Offer and Concurrent Redemption Notice for Any and All of Its Outstanding 6.25% Senior Notes Due 2024**

PRINCETON, N.J.—May 7, 2019—NRG Energy, Inc. (NYSE:NRG) announced that it has commenced a cash tender offer to purchase any and all of the approximately \$733.6 million outstanding aggregate principal amount of its 6.25% senior notes due 2024 (the “2024 Notes”) with the net proceeds from NRG’s concurrent private placement of \$733.0 million in aggregate principal amount of senior notes due 2029 (the “New Notes”), which was also announced today by NRG, as well as with cash on hand. The tender offer is being made pursuant to an offer to purchase, related letter of transmittal and notice of guaranteed delivery, each dated as of May 7, 2019. The tender offer will expire at 5:00 p.m., New York City time, on May 13, 2019 (as such time and date may be extended, the “expiration time”). Tendered 2024 Notes may be withdrawn at any time before the expiration time.

Under the terms of the tender offer, holders of the 2024 Notes that are validly tendered and accepted at or prior to the expiration time, or holders who deliver to the depository and information agent a properly completed and duly executed notice of guaranteed delivery and subsequently deliver such 2024 Notes, each in accordance with the instructions described in the offer to purchase, will receive total cash consideration of \$1,033.75 per \$1,000 principal amount of 2024 Notes, plus an amount equal to any accrued and unpaid interest up to, but not including, the settlement date, which is expected to be May 14, 2019, subject to satisfaction of the Financing Condition described below.

The tender offer is contingent upon the satisfaction of certain conditions, including the condition that NRG shall have raised at least \$733.0 million in gross proceeds from the offering of the New Notes on or prior to the settlement date (the “Financing Condition”). The tender offer is not conditioned on any minimum amount of 2024 Notes being tendered. NRG may amend, extend or terminate the tender offer in its sole discretion. Concurrently with the launch of the tender offer, NRG is exercising its right to optionally redeem any 2024 Notes not validly tendered and purchased in the tender offer at a price equal to 103.125% of the principal amount thereof, plus accrued and unpaid interest, if any, to the redemption date, pursuant to the terms of the indenture governing the 2024 Notes, conditioned upon and subject to satisfaction of the Financing Condition.

The tender offer is being made pursuant to the terms and conditions contained in the offer to purchase and related letter of transmittal and notice of guaranteed delivery, each dated May 7, 2019, copies of which may be requested from the information agent for the tender offer, D.F. King & Co., Inc., at (800) 755-3105 (Toll-Free) or (212) 269-5550, by email at nrg@dfking.com,

or via the following web address: www.dfking.com/nrg. J.P. Morgan Securities LLC, Credit Agricole Securities (USA) Inc. and MUFG Securities Americas Inc. will act as Joint Dealer Managers for the tender offer. Questions regarding the tender offer may be directed to the Joint Dealer Managers at the telephone numbers shown below:

J.P. Morgan Securities LLC
Tel (toll-free): (866) 834-4666
Tel (collect): (212) 834-3424

Credit Agricole Securities (USA) Inc.
Tel (toll-free): (866) 807-6030
Tel (collect): (212) 261-7802

MUFG Securities Americas Inc.
Tel (toll-free): 1 (877) 744-4532
Tel (collect): (212) 405-7481

This press release does not constitute a notice of redemption under the optional redemption provisions of the indenture governing the 2024 Notes, nor does it constitute an offer to sell, or a solicitation of an offer to buy, any security, including the New Notes, nor does it constitute an offer, solicitation or sale in any jurisdiction in which such offer, solicitation or sale is unlawful.

About NRG

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This communication contains forward-looking statements that may state NRG's or its management's intentions, beliefs, expectations or predictions for the future. Such forward-looking statements are subject to certain risks, uncertainties and assumptions, and typically can be identified by the use of words such as "will," "expect," "estimate," "anticipate," "forecast," "plan," "believe" and similar terms. Although NRG believes that its expectations are reasonable, it can give no assurance that these expectations will prove to have been correct, and actual results may vary materially. Factors that could cause actual results to differ materially from those contemplated above include, among others, risks and uncertainties related to the capital markets generally and whether NRG will offer the New Notes or consummate the offering, the anticipated terms of the New Notes and the anticipated use of proceeds.

The foregoing review of factors that could cause NRG's actual results to differ materially from those contemplated in the forward-looking statements included herein should be considered in connection with information regarding risks and uncertainties that may affect NRG's future results included in NRG's filings with the SEC at www.sec.gov.

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