

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM S-8**

**REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933**

**NRG ENERGY, INC.**

(Exact name of registrant as specified in its charter)

**Delaware**

(State or other jurisdiction of  
incorporation or organization)

**804 Carnegie Center  
Princeton, NJ**

(Address of Principal Executive Offices)

**41-1724239**

(I.R.S. Employer Identification No.)

**08540**

(Zip Code)

**NRG ENERGY, INC. AMENDED AND RESTATED  
LONG-TERM INCENTIVE PLAN**

**NRG ENERGY, INC. AMENDED AND RESTATED  
EMPLOYEE STOCK PURCHASE PLAN**

(Full title of the plan)

**Brian E. Curci**

**Deputy General Counsel and Corporate Secretary**

**NRG Energy, Inc.**

**804 Carnegie Center**

**Princeton, New Jersey 08540**

**(609) 524-4500**

(Name, address, including zip code, and telephone number, including area code, of agent for service)

**with a copy to:**

**Katayun I. Jaffari, Esquire**

Ballard Spahr LLP

1735 Market Street, 51st Floor

Philadelphia, PA 19103-7599

(215) 665-8500

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer  x

Non-accelerated filer  o

(Do not check if a smaller reporting company)

Accelerated filer  o

Smaller reporting company  o

Emerging growth company  o

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 7(a)(2)(B) of the Securities Act.  o

**CALCULATION OF REGISTRATION FEE**

Title of Securities to be Registered	Amount to be Registered(1)	Proposed Maximum Offering Price Per Share(2)	Proposed Maximum Aggregate Offering Price(2)	Amount of Registration Fee (3)
Common Stock, par value \$0.01 per share	3,000,000(4)	\$ 16.78	\$ 50,340,000	\$ 5,834.41
Common Stock, par value \$0.01 per share	3,000,000(5)	\$ 16.78	\$ 50,340,000	\$ 5,834.41
<b>Total</b>	6,000,000	N/A	\$ 100,680,000	\$ 11,668.82

- (1) This Registration Statement shall also cover an indeterminate number of additional shares of common stock of the Registrant which may become issuable under the NRG Energy, Inc. Amended and Restated Long-Term Incentive Plan (the "LTIP") and the NRG Energy, Inc. Amended and Restated Employee Stock Purchase Plan (the "ESPP") by reason of any stock dividend, stock split, or any other similar transactions.
- (2) Estimated pursuant to Rule 457(h) solely for the purposes of calculating the aggregate offering price and the amount of the registration fee based upon the average of the high and low prices of the Registrant's common stock as reported on the New York Stock Exchange on May 1, 2017.
- (3) Represents the proposed maximum aggregate offering price multiplied by \$0.0001159.
- (4) Represents additional shares of common stock reserved for issuance under the LTIP.
- (5) Represents additional shares of common stock reserved for issuance under the ESPP.

## REGISTRATION OF ADDITIONAL SECURITIES

This registration statement on Form S-8 is filed by NRG Energy, Inc., a Delaware corporation (the “Registrant”), and relates to the registration of (i) an additional 3,000,000 shares of its common stock, \$0.01 par value per share, issuable under the Registrant’s Amended and Restated Long-Term Incentive Plan (the “LTIP”) and (ii) an additional 3,000,000 shares of its common stock, \$0.01 par value per share, issuable under the Registrant’s Amended and Restated Employee Stock Purchase Plan (the “ESPP”).

Pursuant to General Instruction E of Form S-8, the contents of the following registration statements are incorporated herein by reference and made a part of this registration statement, except as amended hereby:

(a) With respect to the LTIP, the Registrant’s registration statements on Form S-8, SEC File No. 333-114007, filed on March 29, 2004, SEC File No. 333-135973, filed on July 21, 2006, and SEC File No. 333-171318 filed on December 21, 2010.

(b) With respect to the ESPP, the Registrant’s registration statements on Form S-8, SEC File No. 333-151992, filed on June 27, 2008, SEC File No. 333-182379, filed on June 27, 2012 and SEC File No. 333-197882, filed on August 5, 2014.

### PART I

All information required by Part I to be contained in the prospectus is omitted from this registration statement in accordance with Rule 428 under the Securities Act of 1933, as amended.

### PART II

#### **Item 3. Incorporation of Documents by Reference.**

The documents listed in clauses 1 through 4 below are incorporated herein by this reference thereto, and all documents subsequently filed (other than respective filings or portions of filings that are furnished, under applicable Securities and Exchange Commission (“SEC”) rules, rather than filed) by the Registrant pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Securities Exchange Act of 1934, as amended, prior to the filing of a post-effective amendment which indicates that all securities offered have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by this reference in this registration statement and to be a part hereof from the date of filing of such documents:

1. Annual Report on Form 10-K for the fiscal year ended December 31, 2016, filed on February 28, 2017;
2. Quarterly Report on Form 10-Q for the quarter ended March 31, 2017, filed on May 2, 2017;
3. Current Reports on Form 8-K, filed on January 24, 2017 (two separate reports); February 13, 2017; and April 28, 2017; and
4. The description of the Registrant’s common stock contained in the Registrant’s registration statement on Form 8-A filed on December 10, 2003, as amended by Form 8-A/A filed on March 22, 2004.

---

Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for the purposes of this registration statement to the extent that a statement contained herein or in any other subsequently filed document which also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this registration statement.

#### **Item 4. Description of Securities.**

Not applicable.

#### **Item 5. Interests of Named Experts and Counsel.**

Not applicable.

#### **Item 6. Indemnification of Directors and Officers.**

#### ***Delaware General Corporation Law***

Section 145(a) of the Delaware General Corporation Law provides that a corporation shall have the power to indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the corporation) by reason of the fact that such person is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys’ fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding if such person acted in good faith and in a manner such person reasonably believed to be in or not opposed to the best interests of the corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe such person’s conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that such person did not act in good faith and in a manner which such person reasonably believed to be in or not opposed to the best interests of the corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that such person’s conduct was unlawful.

Section 145(b) of the Delaware General Corporation Law provides that a corporation shall have the power to indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the corporation to procure a judgment in its favor by reason of the fact that such person is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against expenses (including attorneys' fees) actually and reasonably incurred by such person in connection with the defense or settlement of such action or suit if such person acted in good faith and in a manner such person reasonably believed to be in or not opposed to the best interests of the corporation and except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable to the corporation unless and only to the extent that the Delaware Court of Chancery or the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which the Delaware Court of Chancery or such other court shall deem proper.

2

---

Section 145(c) of the Delaware General Corporation Law provides that to the extent that a present or former director or officer of a corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Section 145(a) and (b), or in defense of any claim, issue or matter therein, such person shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by such person in connection therewith.

Section 145(d) of the Delaware General Corporation Law provides that any indemnification under Section 145(a) and (b) (unless ordered by a court) shall be made by the corporation only as authorized in the specific case upon a determination that indemnification of the present or former director, officer, employee or agent is proper in the circumstances because such person has met the applicable standard of conduct set forth in Section 145(a) and (b). Such determination shall be made with respect to a person who is a director or officer at the time of such determination (1) by a majority vote of the directors who were not parties to such action, suit or proceeding, even though less than a quorum, or (2) by a committee of such directors designated by majority vote of such directors, even though less than a quorum, or (3) if there are no such directors, or if such directors so direct, by independent legal counsel in a written opinion, or (4) by the stockholders.

Section 145(e) of the Delaware General Corporation Law provides that expenses (including attorneys' fees) incurred by an officer or director of the corporation in defending any civil, criminal, administrative or investigative action, suit or proceeding may be paid by the corporation in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of such director or officer to repay such amount if it shall ultimately be determined that such person is not entitled to be indemnified by the corporation as authorized in Section 145. Such expenses (including attorneys' fees) incurred by former directors and officers or other employees and agents of the corporation or by persons serving at the request of the corporation as directors, officers, employees or agents of another corporation, partnership, joint venture, trust or other enterprise may be so paid upon such terms and conditions, if any, as the corporation deems appropriate.

Section 145(f) of the Delaware General Corporation Law provides that the indemnification and advancement of expenses provided by, or granted pursuant to, Section 145 shall not be deemed exclusive of any other rights to which those seeking indemnification or advancement of expenses may be entitled under any bylaw, agreement, vote of stockholders or disinterested directors or otherwise, both as to action in such person's official capacity and as to action in another capacity while holding such office. A right to indemnification or to advancement of expenses arising under a provision of the certificate of incorporation or a bylaw shall not be eliminated or impaired by an amendment to the certificate of incorporation or the bylaws after the occurrence of the act or omission that is the subject of the civil, criminal, administrative or investigative action, suit or proceeding for which indemnification or advancement of expenses is sought, unless the provision in effect at the time of such act or omission explicitly authorizes such elimination or impairment after such action or omission has occurred.

Section 145(g) of the Delaware General Corporation Law provides that a corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against such person and incurred by such person in any such capacity, or arising out of such person's capacity as such, whether or not the corporation would have the power to indemnify such person against such liability under Section 145.

3

---

### ***NRG Energy, Inc. Amended and Restated Certificate of Incorporation and By-laws***

The Amended and Restated Certificate of Incorporation of the Registrant, as amended, provides, to the fullest extent permitted by the Delaware General Corporation Law and except as otherwise provided in its by-laws, no director of the Registrant shall be liable to it or its stockholders for monetary damages for breach of fiduciary duty owed to the Registrant or its stockholders and the Registrant shall indemnify its officers and directors. Furthermore, the Fourth Amended and Restated By-laws of the Registrant provide that each person who was or is made a party or is threatened to be made a party to or is otherwise involved (including involvement as a witness) in any action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he or she is or was a director, officer or employee of the Registrant or a wholly owned subsidiary of the Registrant or, while a director or officer of the Registrant or a wholly owned subsidiary of the Registrant, is or was serving at the request of the Registrant or a wholly owned subsidiary of the Registrant as a director, officer, employee, partner, member, manager, trustee, fiduciary or agent of another corporation or of a partnership, joint venture, limited liability company, trust or other entity or enterprise, including service with respect to an employee benefit plan (an "indemnitee"), shall be indemnified and held harmless by the Registrant to the fullest extent authorized by Delaware General Corporation Law, against all expense, liability and loss (including attorneys' fees, judgments, fines, excise taxes or penalties and amounts paid in settlement) reasonably incurred or suffered by such indemnitee in connection therewith, and such indemnification shall continue as to an indemnitee who has ceased to be a director, officer, employee, partner, member, manager, trustee, fiduciary or agent and shall inure to the benefit of the indemnitee's heirs, executors and administrators. This right of indemnification includes the Registrant's obligation to provide an advance of expenses, although the indemnitee may be required to repay such an advance if there is a judicial determination that the indemnitee was not entitled to the indemnification.

The Fourth Amended and Restated By-laws of the Registrant also permits the Registrant to purchase and maintain insurance on its own behalf and on behalf of any other person who is or was a director, officer, employee or agent of the Registrant or a subsidiary of the Registrant or was serving at request of the Registrant or a subsidiary of the Registrant. The Registrant has purchased and maintains such insurance.

**Item 7. Exemption From Registration Claimed.**

Not applicable.

**Item 8. Exhibits.**

The following is a list of exhibits filed as part of the registration statement:

- 4.1 Amended and Restated Certificate of Incorporation of NRG Energy, Inc. (incorporated herein by reference to Exhibit 3.1 of NRG Energy, Inc.'s Quarterly Report on Form 10-Q for the quarter ended March 31, 2012, filed on May 3, 2012).
- 4.2 Certificate of Amendment of Amended and Restated Certificate of Incorporation of NRG Energy, Inc. (incorporated herein by reference to Exhibit 3.1 of NRG Energy, Inc.'s Current Report on Form 8-K, filed on December 14, 2012).
- 4.3 Fourth Amended and Restated By-laws of NRG Energy, Inc. (incorporated herein by reference to Exhibit 3.1 of NRG Energy, Inc.'s Current Report on Form 8-K, filed on February 13, 2017).

4

- 
- 4.4 NRG Energy, Inc. Amended and Restated Long-Term Incentive Plan (incorporated herein by reference to Exhibit 10.1 of NRG Energy, Inc.'s Current Report on Form 8-K, filed on April 28, 2017).
  - 4.5 NRG Energy, Inc. Amended and Restated Employee Stock Purchase Plan (incorporated herein by reference to Exhibit 10.2 of NRG Energy, Inc.'s Current Report on Form 8-K, filed on April 28, 2017).
  - 5 Opinion of Ballard Spahr LLP.\*
  - 23.1 Consent of KPMG LLP.\*
  - 23.2 Consent of Ballard Spahr LLP (contained in Exhibit No. 5).\*
  - 24 Power of Attorney (included on signature page of the registration statement).\*

\*Filed herewith

**Item 9. Undertakings.**

(a) Rule 415 Offering. The undersigned Registrant hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this registration statement:

(i) To include any prospectus required by Section 10(a)(3) of the Securities Act of 1933, as amended;

(ii) To reflect in the prospectus any facts or events arising after the effective date of this registration statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in this registration statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Securities and Exchange Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than a 20 percent change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective registration statement; and

(iii) To include any material information with respect to the plan of distribution not previously disclosed in this registration statement or any material change to such information in this registration statement;

provided, however, that paragraphs (a)(1)(i) and (a)(1)(ii) do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in reports filed with or furnished to the Securities and Exchange Commission by the Registrant pursuant to Section 13 or Section 15(d) of the Securities Exchange Act of 1934 that are incorporated by reference in this registration statement.

5

---

(2) That, for the purpose of determining any liability under the Securities Act of 1933, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(b) Subsequent Exchange Act Documents. The undersigned Registrant hereby undertakes that, for purposes of determining any liability under the Securities Act of 1933, each filing of the Registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Securities Exchange Act of 1934 that

is incorporated by reference in the registration statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(c) **Indemnification.** Insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted to directors, officers and controlling persons of the Registrant pursuant to the foregoing provisions, or otherwise, the Registrant has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Securities Act of 1933 and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Registrant of expenses incurred or paid by a director, officer or controlling person of the Registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act of 1933 and will be governed by the final adjudication of such issue.

6

## SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunder duly authorized, in the City of Princeton, State of New Jersey, on May 2, 2017.

NRG ENERGY, INC.

By: /s/ Mauricio Gutierrez  
Mauricio Gutierrez  
President and Chief Executive Officer

## POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that each person whose signature appears below hereby makes, constitutes and appoints David R. Hill and Brian E. Curci, and each or any of them, with full power to act without the other, his or her true and lawful attorney-in-fact and agent with full power of substitution and resubstitution, for him or her and in his or her name, place and stead, in any and all capacities to sign any and all amendments to this registration statement on Form S-8, including post-effective amendments, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite or necessary to be done in connection therewith, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or any of them, or any substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/Mauricio Gutierrez</u> Mauricio Gutierrez	President, Chief Executive Officer and Director (Principal Executive Officer)	May 2, 2017
<u>/s/Kirkland B. Andrews</u> Kirkland B. Andrews	Chief Financial Officer (Principal Financial Officer)	May 2, 2017
<u>/s/ David Callen</u> David Callen	Chief Accounting Officer (Principal Accounting Officer)	May 2, 2017

7

<u>/s/Lawrence S. Coben</u> Lawrence S. Coben	Chairman of the Board	May 2, 2017
<u>/s/E. Spencer Abraham</u> E. Spencer Abraham	Director	May 2, 2017
<u>/s/Kirbyjon H. Caldwell</u> Kirbyjon H. Caldwell	Director	May 2, 2017

<u>/s/Terry G. Dallas</u> Terry G. Dallas	Director	May 2, 2017
<u>/s/William E. Hantke</u> William E. Hantke	Director	May 2, 2017
<u>/s/Paul W. Hobby</u> Paul W. Hobby	Director	May 2, 2017
<u>/s/Anne C. Schaumburg</u> Anne C. Schaumburg	Director	May 2, 2017
<u>/s/Evan J. Silverstein</u> Evan J. Silverstein	Director	May 2, 2017
<u>/s/Barry T. Smitherman</u> Barry T. Smitherman	Director	May 2, 2017
<u>/s/Thomas H. Weidemeyer</u> Thomas H. Weidemeyer	Director	May 2, 2017
<u>/s/C. John Wilder</u> C. John Wilder	Director	May 2, 2017
<u>/s/Walter R. Young</u> Walter R. Young	Director	May 2, 2017

8

**EXHIBIT INDEX**

<u>Exhibit No.</u>	<u>Exhibit</u>
4.1	Amended and Restated Certificate of Incorporation of NRG Energy, Inc. (incorporated herein by reference to Exhibit 3.1 of NRG Energy, Inc.'s Quarterly Report on Form 10-Q for the quarter ended March 31, 2012, filed on May 3, 2012).
4.2	Certificate of Amendment of Amended and Restated Certificate of Incorporation of NRG Energy, Inc. (incorporated herein by reference to Exhibit 3.1 of NRG Energy, Inc.'s Current Report on Form 8-K, filed on December 14, 2012).
4.3	Fourth Amended and Restated By-laws of NRG Energy, Inc. (incorporated herein by reference to Exhibit 3.1 of NRG Energy, Inc.'s Current Report on Form 8-K, filed on February 13, 2017).
4.4	NRG Energy, Inc. Amended and Restated Long-Term Incentive Plan (incorporated herein by reference to Exhibit 10.1 of NRG Energy, Inc.'s Current Report on Form 8-K, filed on April 28, 2017).
4.5	NRG Energy, Inc. Amended and Restated Employee Stock Purchase Plan (incorporated herein by reference to Exhibit 10.2 of NRG Energy, Inc.'s Current Report on Form 8-K, filed on April 28, 2017).
5	Opinion of Ballard Spahr LLP.*
23.1	Consent of KPMG LLP.*
23.2	Consent of Ballard Spahr LLP (contained in Exhibit No. 5).*
24	Power of Attorney (included on signature page of the registration statement).*

\*Filed herewith

9

**Ballard Spahr**  
LLP

1735 Market Street, 51st Floor  
Philadelphia, PA 19103-7599  
TEL 215.665.8500  
FAX 215.864.8999  
www.ballardspahr.com

May 2, 2017

NRG Energy, Inc.  
804 Carnegie Center  
Princeton, NJ 08540

Ladies and Gentlemen:

We refer to the Registration Statement on Form S-8 (the "Registration Statement") of NRG Energy, Inc., a Delaware corporation (the "Company"), to be filed with the Securities and Exchange Commission covering the registration under the Securities Act of 1933, as amended (the "Securities Act"), of 3,000,000 shares of common stock, par value \$.01 per share, of the Company (the "LTIP Shares"), issuable under the Company's Amended and Restated Long-Term Incentive Plan (the "LTIP") and 3,000,000 shares of common stock, par value \$0.01 per share, of the Company (the "ESPP Shares") issuable under the Company's Amended and Restated Employee Stock Purchase Plan (the "ESPP").

We have examined the Registration Statement and such records, certificates and documents as we have deemed necessary or appropriate for the purposes of this opinion. In all such examinations, we have assumed the genuineness of signatures on original documents and the conformity to such original documents of all copies submitted to us as certified, conformed or photographic copies, and as to certificates of public officials, we have assumed the same to have been properly given and to be accurate. As to matters of fact material to this opinion, we have relied upon statements and representations of representatives of the Company and of public officials.

Based on and subject to the foregoing, it is our opinion that:

1. the Company is validly existing and in good standing under the laws of the State of Delaware;
2. the issuance of the LTIP Shares has been duly authorized and, when issued in accordance with the terms of the LTIP, the LTIP Shares will be duly and validly issued, fully paid and non-assessable; and
3. the issuance of the ESPP Shares has been duly authorized and, when issued in accordance with the terms of the ESPP, the ESPP Shares will be duly and validly issued, fully paid and non-assessable.

We consent to the filing of this opinion as Exhibit 5 to the Registration Statement. In giving the foregoing consent, we do not thereby admit that we are in the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations of the Securities and Exchange Commission thereunder.

Very truly yours,

/s/ Ballard Spahr LLP

---

**Consent of Independent Registered Public Accounting Firm**

The Board of Directors  
NRG Energy, Inc.:

We consent to the use of our reports dated February 28, 2017 with respect to the consolidated balance sheets of NRG Energy, Inc. as of December 31, 2016 and 2015, and the related consolidated statements of operations, comprehensive (loss)/income, cash flows, and stockholders' equity for each of the years in the three-year period ended December 31, 2016 and the effectiveness of internal control over financial reporting incorporated by reference herein on the registration statement on Form S-8 to register 6,000,000 shares of common stock of NRG Energy, Inc.

Our report dated February 28, 2017 contains an emphasis of matter paragraph regarding GenOn Energy, Inc. and its consolidated subsidiaries' ability to continue as a going concern.

(signed) KPMG LLP

Philadelphia, Pennsylvania  
May 2, 2017

---