FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington,	D.C.	20549
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STATEMENT	OF CHANGES	IN BENEFICIAL	OWNERSHIP

OMB APPRO	VAL
OMB Number:	3235-0287
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b)

Common Stock, par value \$.01 per share

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

Name and Address of Reporting Person*				2. Issuer Name and Ticker or Trading Symbol NRG ENERGY, INC. [NRG]						5. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
<u>Curci Brian</u>		TAKO LIVERO I, IIVO. [INKO]						Director	10% (· ·				
								Officer (give title below)	Other (specify below)					
(Last)	(First)	(Middle)		3. Date of Earliest Transaction (Month/Day/Year)						Exec VP & General Counsel				
804 CARNEGIE CENTER			01	01/02/2022						Exce vi & General Counser				
(Street)			4.1	4. If Amendment, Date of Original Filed (Month/Day/Year)						6. Individual or Joint/Group Filing (Check Applicable Line)				
PRINCETON	NJ	08540		·	Ü		` ,	,	X	, , , , , ,				
									Form filed by More	e than One Repo	rting Person			
(City)	(State)	(Zip)												
	Т	able I - No	on-Derivativ	e Securities Ac	quire	d, Di	sposed of	or Be	neficially O	wned				
Date		2. Transaction Date (Month/Day/Yea	Execution Date,		action (Instr.	4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 an			5. Amount of Securities Beneficially Owned Following Reported	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	Transaction(s) (Instr. 3 and 4)		(11/341. 4)		
Common Stock, p	ar value \$.01 per sh	are	01/02/2022		A		9,575(1)	A	\$0 ⁽²⁾	49,565	D			
Common Stock, p	ar value \$.01 per sh	are	01/02/2022		M		6,588	A	\$0 ⁽³⁾	56,153	D			
Common Stock, p	ar value \$.01 per sh	are	01/02/2022		M		485	A	\$0.0000(4)	56,638	D			
Common Stock, p	ar value \$.01 per sh	are	01/02/2022		F		495	D	\$0.0000(5)	56,143(6)	D			
Common Stock, p	ar value \$.01 per sh	are	01/02/2022		F		566	D	\$0.0000(7)	55,577 ⁽⁸⁾	D			
Common Stock, p	ar value \$.01 per sh	are	01/02/2022		F		571	D	\$0.0000(9)	55,006(10)	D			

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

1,940

D

\$0.0000(11)

53,066

D

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. Transa Code 8)		5. Number Derivative Securities Acquired (Disposed of (Instr. 3, 4 a	A) or of (D)	6. Date Exerc Expiration Da (Month/Day/Y	ate	7. Title an of Securit Underlyin Derivative (Instr. 3 ar	ies g Security	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		Transaction(s) (Instr. 4)		
Dividend Equivalent Rights	\$0.0000 ⁽⁴⁾	01/02/2022		М			485	01/02/2022	01/02/2022	Common Stock, par value \$.01 per share	485	\$0.0000	0.0000	D	
Relative Performance Stock Units	(3)	01/02/2022		М			6,588	01/02/2022	01/02/2022	Common Stock, par value \$.01 per share	6,588	\$0.0000	0.0000	D	
Relative Performance Stock Units	\$0.0000(12)	01/02/2022		A		14,588 ⁽¹³⁾		01/02/2025	01/02/2025	Common Stock, par value \$.01 per share	14,588	\$0.0000	14,588 ⁽¹⁴⁾	D	

Explanation of Responses:

1. Represents Restricted Stock Units issued to the Reporting Person under NRG Energy, Inc.'s Amended and Restated Long-Term Incentive Plan ("LTIP")

01/02/2022

- 2. Each RSU is equivalent in value to one share of NRG's Common Stock, par value \$.01 per share. The Reporting Person will receive from NRG one such share of Common Stock for each RSU that will vest ratably over a three year period beginning on the first anniversary of the date of grant.
- 3. The Reporting Person was issued 8,235 RPSUs by NRG under the LTIP on January 2, 2019 that vested on January 2, 2022. On the vesting date the Reporting Person was entitled to receive a maximum of 16,470 shares of Common Stock if the company achieved 100% increase in total shareholder return since the grant date (the "Maximum"), 8,235 shares of Common Stock if there is no change in total shareholder return since the grant date (the "Target") or 2058 shares of Common Stock if there is a 25% decrease in total shareholder return since the grant date (the "Threshold"). The Reporting Person would not have received any shares of Common Stock if total shareholder return had decreased by more than 25% since the grant date. The number of shares that the Reporting Person could have received in interpolated for total shareholder return fall between Threshold, Target and Maximum levels. On January 2, 2022 the reporting person vested in 6,588 shares
- 4. In connection with the vesting of the RPSUs described above, an incremental 485 DERs vested. Dividend equivalent rights accrue on the Reporting Person's restricted stock units, market stock units orrelative performance stock units, which become exercisable proportionately with the restricted stock units or relative performance stock units to which they relate and may only be settled in NRG common stock. Each dividend equivalent right is the economic equivalent of one share of NRG common stock.
- 5. On January 2, 2021, the Reporting Person was issued 5,358 Restricted Stock Units ("RSUs") by NRG Energy, Inc. under NRG Energy, Inc.'s Amended and Restated Long Term Incentive Plan. Each RSU is equivalentin value to one share of NRG's common stock, par value \$.01. On January 2, 2022 1,784 shares vested. The Reporting Person elected to satisfy their tax obligation upon the exchange of common stock for RSUs having avalue on the date of the exchange equal to the withholding obligation. This form reflects the surrender of 495 shares of common stock to satisfy the grantee's tax withholding obligation.
- 6. In connection with the vesting of the RSUs described above, 59 DERs vested, resulting in the Reporting Person holding 482 dividend equivalent rights in the aggregate. Dividend equivalent rights accrue on the Reporting Person's restricted stock units, market stock units or relative performance stock units, which become exercisable proportionately with the restricted stock units, market stock units or relative performance stockunits.
- 7. On January 2, 2020, the Reporting Person was issued 4.892 Restricted Stock Units ("RSUs") by NRG Energy, Inc. under NRG Energy, Inc.'s Amended and Restated Long Term Incentive Plan. Each RSU is equivalentin value to one share of NRG's common stock, par value \$.01. On January 2, 2022 1,629 shares vested. The Reporting Person elected to satisfy their tax obligation upon the exchange of common stock to satisfy the grantee's tax withholding obligation. This form reflects the surrender of 566 shares of common stock to satisfy the grantee's tax withholding obligation.
- 8. In connection with the vesting of the RSUs described above, 114 DERs vested, resulting in the Reporting Person holding 368 dividend equivalent rights in the aggregate. Dividend equivalent rights accrue on the Reporting Person's restricted stock units, market stock units or relative performance stock units, which become exercisable proportionately with the restricted stock units, market stock units or relative performance stockunits
- 9. On January 2, 2019, the Reporting Person was issued 4,871 Restricted Stock Units ("RSUs") by NRG Energy, Inc. under NRG Energy, Inc. 's Amended and Restated Long Term Incentive Plan. Each RSU is equivalentin value to one share of NRG's common stock, par value \$.01. On January 2, 2022 1,627 shares vested. The Reporting Person elected to satisfy their tax obligation upon the exchange of common stock for RSUs having avalue on the date of the exchange equal to the withholding obligation. This form reflects the surrender of 571 shares of common stock to satisfy the grantee's tax withholding obligation.

- 10. In connection with the vesting of the RSUs described above, 119 DERs vested, resulting in the Reporting Person holding 249 dividend equivalent rights in the aggregate. Dividend equivalent rights accrue on the Reporting Person's restricted stock units, market stock units or relative performance stock units, which become exercisable proportionately with the restricted stock units, market stock units or relative performance stock units.
- 11. 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 1,940 shares of common stock to satisfy the grantee's tax withholding obligation
- 12. The Reporting Person was issued 14,588 Relative Performance Stock Units ("RPSUs") by NRG Energy, Inc. under the LTIP on January 2, 2022. The RPSUs will convert to shares of NRG Common Stockon January 2, 2025 only in the event the Company has achieved a certain level of total shareholder return ("TSR") relative to the Peer Group (defined below) over a three-year performance period. The number of shares of Common Stock that the Reporting Person may receive is interpolated for TSR falling between Threshold, Target, and Maximum levels as described below.
- 13. Reporting Person will receive(i) a maximum of 29,176 shares of Common Stock if Company's TSR is ranked at or above the 75th percentile relative to a peer group approved by the Company's Compensation Committee (the "Peer Group") for the performance period (the "Maximum"); (ii) 14,588 shares of Common Stock if Company's TSR is ranked at the 55th percentile relative to the Peer Group for the performance period (the "Target"); provided, however, if TSR is less than negative fifteen percent (-15%), the Company's TSR must be ranked at the 65th percentile relative to the Peer Group for the performance period to receive the Target award; or (iii) 3,647 shares of Common Stock if Company's TSR is ranked at the 25th percentile relative to the Peer Group for the performance period (the "Threshold"). The Reporting Person will not receive any shares of Common Stock if Company's TSR is below the 25th percentile relative to the Peer Group for the performance period.
- 14. The Maximum award that the Reporting Person will receive shall not exceed six (6) times the fair market value of the Target award, determined as of the date of grant.

Christine Zoino, by Power of Attorney

** 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.