
**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): **March 6, 2018**

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.

Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

The Board of Directors (the “Board”) of NRG Energy, Inc. (the “Company”) has been undergoing a Board succession and refreshment process to align Board oversight with the strategic direction of the Company.

In connection with this process, the Board has accepted the retirement of Evan Silverstein, Barry Smitherman and Walter Young from the Board, effective March 6, 2018 and has agreed to reduce the size of the Board from thirteen (13) to twelve (12) members. The retirements of Messrs. Silverstein, Smitherman and Young were not the result of any disagreement with the Company or its management and the Board recognizes the exemplary service they have provided during their tenure, and most recently in oversight, implementation and execution of the Company’s previously announced Transformation Plan. Mr. Smitherman will continue his involvement with the Company as a consultant on a variety of government and regulatory matters.

With the retirements of Messrs. Silverstein, Smitherman and Young, the Board identified Mr. Matthew Carter and Ms. Heather Cox as director candidates and has appointed such individuals to serve on the Board, effective March 6, 2018. Mr. Carter and Ms. Cox will serve as independent directors and there is no arrangement or understanding between each Mr. Carter or Ms. Cox and any other person, pursuant to which they were appointed as a director.

Item 9.01 Financial Statement and Exhibits

(c) Exhibits:

Exhibit No.	Description
99.1	Press release dated March 7, 2018



NEWS RELEASE

NRG Energy Refreshes Board to Strengthen Customer Focus

- New Directors Matthew Carter and Heather Cox Bring Fresh Perspectives and Additional Skills as NRG Makes Turn to More Customer-Focused Business
- Retiring Directors are Walt Young, Evan Silverstein and Barry Smitherman

PRINCETON, N.J. – March 7, 2018 – NRG Energy (NYSE: NRG) today announced changes to its Board of Directors, including the immediate retirement of Walt Young, Evan Silverstein and Barry Smitherman and the appointment of two new independent directors: Matthew Carter and Heather Cox. Following these changes, the Board size will be reduced to 12 directors.

“We are very pleased to welcome these two new independent directors to the Board, at a time when NRG is evolving its business to a more customer-focused approach. Their expertise and perspectives will serve NRG well going forward. On behalf of the Board and the entire company, I want to thank Walt, Evan and Barry for their dedicated leadership and unwavering commitment to NRG during their tenure,” said Larry Coben, NRG Board Chairman.

About the new directors:

Matthew Carter

Mr. Carter served as President and Chief Executive Officer and a director of Inteliquent, Inc., a publicly-traded provider of voice telecommunications services, from June 2015 until February 2017 when Inteliquent, Inc. was acquired. He served as President of the Sprint Enterprise Solutions business unit of Sprint Corporation, a publicly-traded telecommunications company, from September 2013 until January 2015 and, prior to that, as President, Sprint Global Wholesale & Emerging Solutions at Sprint Nextel Corporation. Mr. Carter is also a director of USG Corporation. He is a former director of Apollo Education Group, Inc. and Inteliquent, Inc. and has significant marketing, technology and operational experience in customer-focused businesses.

Heather Cox

Ms. Cox has most recently served as Executive Vice President, Chief Technology & Digital Officer of United Services Automobile Association, Inc. from October 2016 to March 2018. In 2017, Ms. Cox was ranked no. 3 on American Banker’s List of The Women to Watch. Ms. Cox served as Chief Executive Officer, Head of Citi FinTech of Citigroup, Inc. from November 2015 to October 2016, and as Chief Client Experience, Digital and Marketing Officer, Global Consumer Bank of Citigroup, Inc. from April 2014 to November 2015. Prior to that, Ms. Cox served at Capital One Financial Corporation for six years, most recently as Executive Vice

President, US Card Operations, Capital One from August 2011 to August 2014. Ms. Cox also served in various managerial and executive roles at E*Trade Financial for approximately ten years. Ms. Cox is able to provide the Board with significant insight based on digital and technology transformation, innovation, machine learning, artificial intelligence, and data and analytics experience.

As part of its pivot to greater consumer focus for both large and small customers, NRG continues on its three-year, three-part Transformation Plan aimed at reducing costs, optimizing the company's portfolio, and improving its capital structure. According to retiring NRG Board member Barry Smitherman, "As NRG evolves, this is an ideal time to refresh the Board and underscores the confidence in management and Board of Directors to guide the company through the execution of the Transformation Plan and beyond." Mr. Smitherman will continue his involvement with NRG as a consultant to the company on a variety of government and regulatory matters.

About NRG

NRG is the leading integrated power company in the U.S., built on the strength of our diverse competitive electric generation portfolio and leading retail electricity platform. A Fortune 500 company, NRG creates value through best in class operations, reliable and efficient electric generation, and a retail platform serving residential and commercial businesses. Working with electricity customers, large and small, we implement sustainable solutions for producing and managing energy, developing smarter energy choices and delivering exceptional service as our retail electricity providers serve almost three million residential and commercial customers throughout the country. More information is available at www.nrg.com. Connect with NRG Energy on Facebook and follow us on Twitter @nrgenergy.

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