
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 2, 2023**

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.)

910 Louisiana Street, Houston, Texas 77002
(Address of principal executive offices, including zip code)

(713) 537-3000
(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))

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

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, par value \$0.01	NRG	New York Stock Exchange

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 8.01. Other Events.

On March 2, 2023, NRG Energy, Inc. issued a press release announcing the pricing of its (i) \$740.0 million aggregate principal amount of 7.000% Senior Secured First Lien Notes due 2033 (the “Notes”) and (ii) 650,000 shares of 10.25% Series A Fixed-Rate Reset Cumulative Redeemable Perpetual Preferred Stock, with a \$1,000 liquidation preference per share (the “Preferred Shares”). A copy of the press release announcing the pricing of the Notes and the Preferred Shares is attached hereto as Exhibit 99.1, and incorporated by reference herein.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

Exhibit No.	Description
99.1	Press Release, dated March 2, 2023, announcing the pricing of the Notes and the Preferred Shares Offerings.
104	Cover Page Interactive Data File - the cover page XBRL tags are embedded within the IXBRL document.

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: March 2, 2023

NRG Energy, Inc.
(Registrant)

By: /s/ Christine A. Zoino

Christine A. Zoino

Corporate Secretary



PRESS RELEASE

**NRG Energy, Inc. Announces Pricing of
Senior Secured First Lien Notes due 2033
and
Series A Fixed-Rate Reset Cumulative Redeemable Perpetual Preferred Stock**

Houston—March 2, 2023—NRG Energy, Inc. (NYSE:NRG) has priced its offerings of (i) \$740.0 million aggregate principal amount of 7.000% Senior Secured First Lien Notes due 2033 at a price to the public of 98.749% of their face value (the “Notes”) and (ii) 650,000 shares of 10.25% Series A Fixed-Rate Reset Cumulative Redeemable Perpetual Preferred Stock, with a \$1,000 liquidation preference per share (the “Preferred Shares”).

The Notes mature on March 15, 2033. The Preferred Shares are perpetual, have no maturity date and may not be redeemed unless under certain limited exceptions. The offering of the Notes (the “Notes Offering”) and the offering of the Preferred Shares (the “Preferred Shares Offering”) and, together with the Notes Offering, the “Offerings”) are expected to close on March 9, 2023, subject to customary closing conditions.

NRG intends to use the net proceeds from the Offerings to partially fund the purchase price of its previously announced acquisition (the “Acquisition”) of Vivint Smart Home, Inc. (“Vivint”), pursuant to the previously disclosed Agreement and Plan of Merger, dated December 6, 2022, by and among NRG, a subsidiary of NRG and Vivint, and to pay fees and expenses relating to the Acquisition.

The Notes, related guarantees and the Preferred Shares are being offered only to qualified institutional buyers in reliance on Rule 144A under the Securities Act of 1933, as amended (the “Securities Act”), and, outside the United States, to persons other than “U.S. persons” in compliance with Regulation S under the Securities Act. The Notes, related guarantees and the Preferred Shares 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 Notes and the Preferred Shares, nor a solicitation for an offer to purchase any security, including the Notes or the Preferred Shares. NRG does not intend to file a registration statement for the resale of the Notes or the Preferred Shares.

About NRG

NRG Energy is a leading energy and home services company powered by people and our passion for a smarter, cleaner, and more connected future. A Fortune 500 company operating in the United States and Canada, NRG delivers innovative solutions that help people, organizations, and businesses achieve their goals while also advocating for competitive energy markets and customer choice.

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 Notes and Preferred Shares or consummate the Offerings, the anticipated terms of the Notes and Preferred Shares, 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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