

**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): **September 24, 2025**

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 NYSE Texas |

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 7.01. Regulation FD Disclosure.

On September 24, 2025, NRG Energy, Inc. issued a press release announcing the pricing of its concurrent offerings of (1) senior secured first lien notes (the “Secured Notes Offering”), consisting of (i) \$625 million aggregate principal amount of 4.734% senior secured first lien notes due 2030 (the “2030 Notes”) and (ii) \$625 million aggregate principal amount of 5.407% senior secured first lien notes due 2035 (the “2035 Notes”) and, together with the 2030 Notes, the “Secured Notes”) and (2) senior unsecured notes (the “Unsecured Notes Offering” and, together with the Secured Notes Offering, the “Offerings”), consisting of (i) \$1,250 million aggregate principal amount of 5.750% senior notes due 2034 (the “2034 Notes”) and (ii) \$2,400 million aggregate principal amount of 6.000% senior notes due 2036 (the “2036 Notes”) and collectively with the Secured Notes and the 2034 Notes, the “Notes”). A copy of the press release announcing the pricing of the Notes 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 September 24, 2025, announcing the pricing of the Notes. |
| 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: September 24, 2025

NRG Energy, Inc.
(Registrant)

By: /s/ Christine A. Zoino

Christine A. Zoino

Corporate Secretary



PRESS RELEASE

**NRG Energy, Inc. Announces Pricing of
Senior Secured Notes and Senior Unsecured Notes**

HOUSTON – September 24, 2025 – NRG Energy, Inc. (NYSE:NRG) has priced its concurrent offerings of (1) senior secured first lien notes (the “Secured Notes Offering”), consisting of (i) \$625 million aggregate principal amount of 4.734% senior secured first lien notes due 2030 (the “2030 Notes”) and (ii) \$625 million aggregate principal amount of 5.407% senior secured first lien notes due 2035 (the “2035 Notes” and, together with the 2030 Notes, the “Secured Notes”) and (2) senior unsecured notes (the “Unsecured Notes Offering” and, together with the Secured Notes Offering, the “Offerings”), consisting of (i) \$1,250 million aggregate principal amount of 5.750% senior notes due 2034 (the “2034 Notes”) and (ii) \$2,400 million aggregate principal amount of 6.000% senior notes due 2036 (the “2036 Notes” and, collectively with the Secured Notes and the 2034 Notes, the “Notes”).

The Notes will be guaranteed by each of NRG’s current and future wholly-owned U.S. subsidiaries that guarantee the term loans under NRG’s credit agreement. The Secured Notes will be secured by a first priority security interest in the same collateral that is pledged for the benefit of the lenders under NRG’s credit agreement, which collateral consists of a substantial portion of the property and assets owned by NRG and the guarantors.

NRG intends to use a portion of the net proceeds from the Offerings to partially fund the cash portion of the purchase price of its previously announced acquisition (the “LSP Acquisition”) of the issued and outstanding equity interests of Lightning Power, LLC, Linebacker Power Holdings, LLC, CSS Intermediate HoldCo, LLC and Jack County Power Development, LLC. In addition, NRG intends to use a portion of the net proceeds from the offering of the 2035 Notes to repay in full its \$500 million aggregate principal amount of 2.000% senior secured first lien notes on the maturity date on December 2, 2025.

The consummation of the Secured Notes Offering is not conditioned upon the completion of the Unsecured Notes Offering or vice versa.

The 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”), and, 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 Notes, nor a solicitation for an offer to purchase any security, including the Notes. NRG does not intend to file a registration statement for the resale of the Notes.

About NRG

NRG Energy, Inc. is leading the future of energy—now. Our solutions power a smarter, brighter future by helping customers achieve today’s goals while solving for the challenges of tomorrow. Every day, we deliver innovative natural gas, electricity, and smart home solutions to customers large and small across North America.

Forward-Looking Statements

This news release contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended and Section 21E of the Securities Exchange Act of 1934, as amended. Forward-looking statements are subject to certain risks, uncertainties and assumptions and typically can be identified by the use of words such as “intend,” “expect,” “estimate,” “should,” “anticipate,” “forecast,” “plan,” “guidance,” “outlook,” “believe” and similar terms. Although NRG believes that the expectations are reasonable, it can give no assurance that these expectations will prove to be correct, and actual results may vary materially.

NRG undertakes no obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, except as required by law. Factors that could cause actual results to differ materially from those contemplated herein include, among others, general economic conditions; hazards customary in the power industry; the inability to close (or any delay in closing) the LSP Acquisition; and the other risks and uncertainties detailed in NRG's most recent Forms 10-K, 10-Q and 8-K filed with or furnished to the SEC at www.sec.gov. The foregoing review of factors that could cause NRG's actual results to differ materially from those contemplated in the forward-looking statements included in this news release 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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