

**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): **January 6, 2026**

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.)

1301 McKinney Street, Houston, Texas 77010
(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 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers

On January 6, 2026, the board of directors (the “Board”) of NRG Energy, Inc. (the “Company”) appointed Robert Gaudette, the Company’s current Executive Vice President, NRG Business and Wholesale Operations, as President of the Company, effective immediately, and as Chief Executive Officer, effective April 30, 2026, the date of the Company’s next annual meeting of stockholders (the “Annual Meeting”). Mr. Gaudette will also be named as a director nominee seeking election at the Annual Meeting.

Concurrently therewith, Lawrence Coben informed the Board of his intention to step down from the Company on April 30, 2026. Dr. Coben will resign as the Company’s President, effective immediately, and will remain as Chief Executive Officer and Chair of the Board through April 30, 2026. Dr. Coben will serve as an advisor to the Company from April 30, 2026 through the end of the 2026 fiscal year in order to facilitate an orderly transition. Dr. Coben’s departure is not the result of any disagreement with the Company on any matter relating to the Company’s operations, policies, or practices. In connection with Dr. Coben’s departure from the Board on April 30, 2026, the Board has appointed Antonio Carrillo, who has served on the Board since 2019, to succeed Dr. Coben as Chair of the Board.

Biographical and other information about Mr. Gaudette is included the Company’s definitive proxy statement on Schedule 14A filed with the SEC on March 19, 2025. Mr. Gaudette does not have any family relationships with any director or executive officer of the Company, and there are no arrangements or understandings with any persons pursuant to which Mr. Gaudette has been appointed to his position. In addition, there have been no transactions directly or indirectly involving Mr. Gaudette that would be required to be disclosed pursuant to Item 404(a) of Regulation S-K promulgated under the Securities Exchange Act of 1934, as amended (the “Exchange Act”).

As of the filing of this report, the Compensation Committee of the Board and the Board have not finalized the compensation of Mr. Gaudette in connection with his appointment as Chief Executive Officer and President. The Company will provide this information by filing an amendment to this Report after the information becomes available.

Item 7.01 Regulation FD

On January 7, 2026, the Company issued a press release announcing the matters described in Item 5.02 hereof. A copy of the news release is attached hereto and filed as Exhibit 99.1 and incorporated by reference herein.

Item 9.01 Financial Statements and Exhibits

Exhibits

Exhibit Number	Document
99.1	Press Release, dated January 7, 2026
104	Cover Page Interactive Data File (formatted as Inline XBRL)

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.

NRG Energy, Inc.
(Registrant)

By: /s/ Christine A. Zoino
Christine A. Zoino
Corporate Secretary

Dated: January 7, 2026



NRG Energy Announces Leadership Succession Plan

Robert J. Gaudette, EVP, President of NRG Business and Wholesale Operations, Named President; To Become Chief Executive Officer Effective as of NRG's 2026 Annual Shareholder Meeting

HOUSTON—January 07, 2026—NRG Energy, Inc. (NYSE: NRG) today announced that its Board of Directors has appointed Robert J. Gaudette, Executive Vice President, President of NRG Business and Wholesale Operations, as Chief Executive Officer, effective April 30, 2026, the date of the Company's 2026 Annual Meeting of Stockholders. In connection with his appointment as CEO, the Board has named Mr. Gaudette President of NRG, effective today. The Board also plans to nominate Mr. Gaudette for election to the Board at the 2026 Annual Meeting.

As part of a planned succession, Lawrence Coben, Ph.D., will step down as President today and will remain as Chair and CEO until April 30, 2026. He will serve as an advisor to the company for the remainder of 2026. In addition, NRG's Board has appointed Antonio Carrillo, Lead Independent Director, as Chair, effective April 30, 2026.

"Serving as CEO of NRG has been a great privilege and highlight of my career. I am grateful to have worked alongside NRG's talented team during this exciting time for our industry and am proud of all that we have accomplished together," said Dr. Coben.

Dr. Coben continued, "Rob has played a central role in strengthening NRG's position as a leader in our industry through strategic growth, operational excellence, and customer-focused innovation. He is a strong, decisive leader with extensive knowledge of our business, markets, and customers. The Board and I are confident that Rob is the right person to lead NRG forward and take the NRG rocket ship to new heights. I can't wait to see what comes next."

In his current role, Mr. Gaudette manages one of the largest business-to-business retail gas, power and demand response platforms in North America. He oversees NRG's broad portfolio of commercial and industrial products and services as well as its market operations, including gas and power trading, origination, commercial analytics, and real-time operations. He also leads all of NRG's power generation, including plant operations, asset management, development, engineering, and procurement. Mr. Gaudette joined NRG in 2001 from a predecessor company and has progressed over his 25 years with the company through numerous positions of increasing responsibility.



“It is an honor to be appointed NRG’s next CEO at this transformative time for the energy sector and our company,” said Mr. Gaudette. “With NRG’s electricity, natural gas and smart home portfolio, we are ideally positioned to meet America’s evolving energy needs. I am grateful to Larry and all my NRG colleagues, both past and present, who built our great company and positioned us for the future. I look forward to leading our incredible team to deliver affordable, resilient power for the customers and communities we serve, while creating substantial value for our shareholders.”

“The Board sincerely thanks Larry for his leadership, strategic vision, and guidance during his time at NRG. Under his stewardship, NRG achieved excellent operational and financial performance. His many contributions to the Company will be felt for years to come,” said Mr. Carrillo. “Rob is a proven leader with an exceptional track record who is deeply respected within NRG and across the energy sector. We know he will lead NRG to continued success.”

About Robert J. Gaudette

Mr. Gaudette has served as Executive Vice President of NRG Business and Market Operations since 2022 and President of NRG Business and Market Operations since 2024. He served as Senior Vice President, Business Solutions from 2013 to 2022, leading the largest business-to-business retail gas and power platform in North America. Prior to 2013, Mr. Gaudette held several executive positions at NRG. He joined NRG in 2001 from a predecessor company and has progressed over his 25 years with the company through numerous positions spanning trading, asset management, government and regulatory affairs, finance, strategy, sales, origination, customer care, and product development.

Mr. Gaudette earned a Bachelor of Science degree in chemistry from The College of William and Mary and a Master of Business Administration from Rice University, where he was a Jones Scholar.

Mr. Gaudette served four years as an Army officer, including a one-year deployment to Bosnia with the Second Armored Cavalry Regiment.

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. Visit [nrg.com](https://www.nrg.com) for more information, and connect with us on [Facebook](#), [Instagram](#), [LinkedIn](#), and [X](#).



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 be correct, and actual results may vary materially. Factors that could cause actual results to differ materially from those contemplated above include, among others, general economic conditions, hazards customary in the power industry, 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.

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