

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

| OMB APPROVAL | |
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| OMB Number: | 3235-0287 |
| Estimated average burden hours per response: | 0.5 |

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

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| 1. Name and Address of Reporting Person* <u>Andrews Kirkland B</u> _____ (Last) (First) (Middle) <u>211 CARNEGIE CENTER</u> _____ (Street) <u>PRINCETON NJ 08540</u> _____ (City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol <u>NRG ENERGY, INC. [NRG]</u> | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>EVP & CFO</u> |
| | 3. Date of Earliest Transaction (Month/Day/Year) <u>09/06/2013</u> | |
| 4. If Amendment, Date of Original Filed (Month/Day/Year) <u>09/10/2013</u> | | |

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | | 4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5) | | | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 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 | | | |
| Common Stock, par value .01 per share | 09/06/2013 | | F | | 12,439 ⁽¹⁾ | D | \$0.00 | 114,723 ⁽³⁾ | D | |
| Common Stock, par value .01 per share | 09/06/2013 | | F | | 10,370 ⁽²⁾ | D | \$0.00 | 104,353 ⁽³⁾ | D | |

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

| 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. Transaction Code (Instr. 8) | | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | 7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 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 | | | | | |

Explanation of Responses:

- Mr. Andrews elected to satisfy his tax withholding obligation upon the exchange of common stock for Market Stock Units having a value on the date of the exchange equal to the withholding obligation. Due to a transcription error, the amount of shares transferred for the payment of taxes was misstated in the Form 4 filed on September 10, 2013. This Amended Form 4 is being filed to report the correct amount of shares withheld for taxes.
- On September 6, 2011, Mr. Andrews was issued 60,000 Restricted Stock Units ("RSUs") by NRG Energy, Inc. under NRG Energy, Inc.'s Long-Term Incentive Plan ("LTIP"). Each RSU is equivalent in value to one share of NRG's Common Stock, par value \$0.01. On September 6, 2013, 20,000 shares vested. Mr. Andrews elected to satisfy his tax withholding obligation upon the exchange of common stock for RSUs having a value on the date of the exchange equal to the withholding obligation. Due to a transcription error, the amount of shares transferred for the payment of taxes was misstated in the Form 4 filed on September 10, 2013. This Amended Form 4 is being filed to report the correct amount of shares withheld for taxes.
- As a result of the tax withholding misstatements reported in this Amended Form 4, the beneficial ownership reported in column 5 of Mr. Andrews' Forms 4 filed on September 10, 2013, November 5, 2013 and January 6, 2014 are incorrect. As of January 30, 2014, the amount of securities beneficially owned by Mr. Andrews is 119,232 which reflects a decrease of 1,628 shares.

/s/ Brian Curci, under Power of Attorney 02/05/2014

** 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.