

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

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

| | | |
|--|--|---|
| 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 & Treasurer</u> |
| | 3. Date of Earliest Transaction (Month/Day/Year) <u>01/04/2016</u> | |
| 4. If Amendment, Date of Original Filed (Month/Day/Year) | | |

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 | 01/04/2016 | | A | | 29,444 ⁽¹⁾ | A | ⁽²⁾ | 195,828 | 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 | | | | | |
| Market Stock Units | ⁽³⁾ | 01/04/2016 | | A | | 46,824 | | 01/04/2019 | 01/04/2019 | Common Stock, par value \$.01 per share | \$0 | 46,824 | D | |

Explanation of Responses:

- Represents Restricted Stock Units issued to Reporting Person 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 \$.01 per share. The Reporting Person will receive from NRG one such share of Common Stock for each RSU on January 4, 2019.
- The Reporting Person was issued 46,824 Market Stock Units ("MSUs") by NRG under the LTIP on January 4, 2016. The MSUs will convert to shares of NRG Common Stock on January 4, 2019 only in the event the Company has achieved a certain level of total shareholder return ("TSR"). TSR will consist of the average of the closing price of NRG's Common Stock on January 4, 2019 and the nineteen preceding trading days and any dividends paid since the grant date as determined by the Compensation Committee.
- The Reporting Person will receive a maximum of 93,648 shares of Common Stock if the Company has achieved a 100% increase in TSR since the grant date (the "Maximum"); 46,824 shares of Common Stock if there is no change in TSR since the grant date (the "Target"), or 35,118 shares of Common Stock if there is a 25% decrease in TSR since the grant date (the "Threshold"). The Reporting Person will not receive any shares of Common Stock if TSR has decreased by more than 25% since the grant date. The number of shares of Common Stock that the Reporting Person may receive is interpolated for TSR falling between Threshold, Target, and Maximum levels.

/s/ Brian Curci, by Power of Attorney 01/06/2016
 ** 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.