
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): **June 7, 2013**

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.)

211 Carnegie Center, Princeton, New Jersey 08540
(Address of principal executive offices, including zip code)

(609) 524-4500
(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))
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Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers

To the extent required by Item 5.02 of Form 8-K, the information contained in Item 8.01 of this Current Report is hereby incorporated by reference herein.

Item 8.01 Other Events

On June 7, 2013, NRG Energy, Inc. (“NRG”) issued a press release announcing that its wholly owned subsidiary, NRG Yield, Inc. (“NRG Yield”), has filed a Registration Statement on Form S-1 (the “Registration Statement”) with the Securities and Exchange Commission in anticipation of a proposed initial public offering of the Class A common stock of NRG Yield.

As disclosed in the Registration Statement, Mr. John Chlebowski, a director of NRG, will be joining the Board of Directors of NRG Yield effective immediately prior to the closing of the initial public offering and has agreed to resign as a director of NRG on such date. Mr. Chlebowski’s decision to resign was not as a result of any disagreement with NRG, its Board of Directors or its management. NRG believes that Mr. Chlebowski’s knowledge of NRG’s business and his overall governance experience in the energy industry will bring valuable expertise to the Board of Directors of NRG Yield. Mr. Chlebowski has served on the NRG Board of Directors since NRG’s emergence from bankruptcy in December 2003.

A copy of the press release is filed herewith as Exhibit 99.1 and incorporated by reference herein. The press release attached hereto as Exhibit 99.1 is for informational purposes only and does not constitute an offer to sell or the solicitation of an offer to buy, nor shall there be any sale of NRG Yield securities in any state or jurisdiction in which such offer, solicitation, or sale would be unlawful prior to registration or qualification under the securities laws of any such state or jurisdiction.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

The Exhibit Index attached to this Form 8-K is incorporated herein by reference.

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.

By: /s/ David R. Hill

David R. Hill

Executive Vice President and General Counsel

June 7, 2013

EXHIBIT INDEX

Exhibit No.	Document
99.1	Press Release of NRG dated June 7, 2013.

PRESS
RELEASE

FOR IMMEDIATE RELEASE

NRG Energy, Inc. Announces Filing of Registration Statement for Proposed Initial Public Offering of NRG Yield, Inc.

PRINCETON, NJ; June 7, 2013 — NRG Energy, Inc. (NYSE: NRG), today announced that its wholly owned subsidiary, NRG Yield, Inc. (“NRG Yield”), has filed a registration statement on Form S-1 with the Securities and Exchange Commission (the “Commission”) in anticipation of a proposed initial public offering of the Class A common stock of NRG Yield. NRG Yield was formed by NRG to own and operate a diversified portfolio of long-term contracted renewable energy, conventional generation facilities and thermal infrastructure assets in the U.S. Following the offering, NRG is expected to retain a majority voting interest in NRG Yield and a corresponding economic interest in its subsidiaries. The number of shares to be offered and the price range for the offering have not yet been determined.

BofA Merrill Lynch, Goldman, Sachs & Co., and Citigroup will serve as joint book-running managers in the proposed offering.

The registration statement on Form S-1 filed with the Commission has not yet become effective and the shares to be registered may not be sold nor may offers to buy be accepted prior to the time when the registration statement becomes effective. Copies of the registration statement can be accessed through the Commission’s website at www.sec.gov. This press release shall not constitute an offer to sell or the solicitation of an offer to buy, nor shall there be any sale of these securities in any state or jurisdiction in which such offer, solicitation, or sale would be unlawful prior to registration or qualification under the securities laws of any such state or jurisdiction.

The proposed offering will be made only by means of a prospectus. When available, copies of the preliminary prospectus related to the offering may be obtained from BofA Merrill Lynch at 222 Broadway, New York, NY 10038, Attn: Prospectus Department or by emailing dg.prospectus_requests@baml.com; from Goldman, Sachs & Co., Prospectus Department, 200 West Street, New York, NY 10282 or by emailing prospectus-ny@ny.email.gs.com; or Citigroup, c/o Broadridge Financial Solutions, 1155 Long Island Avenue, Edgewood, New York 11717, email batprospectusdept@citi.com, telephone 1-800-831-9146.

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.

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