

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

1. Name and Address of Reporting Person * <u>Gutierrez Mauricio</u> (Last) (First) (Middle) NRG ENERGY, INC. 804 CARNEGIE CENTER (Street) PRINCETON NJ 08540 (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) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>President & Chief Exec Officer</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>01/02/2020</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	01/02/2020		A		48,401 ⁽¹⁾	A	\$0.00 ⁽²⁾	715,629	D	
Common Stock, par value \$.01 per share	01/02/2020		F		6,623	D	⁽³⁾	709,006 ⁽⁴⁾	D	
Common Stock, par value \$.01 per share	01/02/2020		F		7,007	D	⁽⁵⁾	701,999 ⁽⁶⁾	D	
Common Stock, par value \$.01 per share	01/03/2020		M		440,280	A	⁽⁹⁾	1,142,279	D	
Common Stock, par value \$.01 per share	01/03/2020		M		5,764	A	⁽¹⁴⁾	1,148,043	D	
Common Stock, par value \$.01 per share	01/03/2020		F		227,285	D	⁽¹¹⁾	920,758	D	
Common Stock, par value \$.01 per share	01/03/2020		F		23,373	D	⁽¹²⁾	897,385 ⁽¹³⁾	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		Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Relative Performance Stock Units	⁽⁷⁾	01/02/2020		A		83,615	01/02/2023	01/02/2023	Common Stock, par value \$.01 per share	167,230 ⁽⁸⁾⁽⁹⁾	\$0	83,615	D	
Relative Performance Stock Units	⁽¹⁰⁾	01/03/2020		M		440,280	01/03/2020	01/03/2020	Common Stock, par value \$.01 per share	220,140	\$0	0	D	
Dividend Equivalent Rights	⁽¹⁴⁾	01/03/2020		M		5,764	⁽¹⁴⁾	01/03/2020	Common Stock, par value \$.01 per share	5,764	⁽¹⁴⁾	0	D	

Explanation of Responses:

- Represents Restricted Stock Units issued to the Reporting Person under NRG Energy, Inc.'s Amended and Restated 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 that will vest ratably over a three year period beginning on the first anniversary of the date of grant.
- On January 2, 2018, the Reporting Person was issued 59,692 Restricted Stock Units ("RSUs") by NRG Energy, Inc. under NRG Energy, Inc.'s Amended and Restated Long Term Incentive Plan. Each RSU is equivalent in value to one share of NRG's Common Stock, par value \$.01. On January 2, 2020, 19,877 shares vested. The Reporting Person elected to satisfy their tax obligation upon the exchange of common stock for RSUs having a value on the date of the exchange equal to the withholding obligation. This form reflects the surrender of 6,623 shares of common stock to satisfy the grantee's tax withholding obligation.

4. In connection with the vesting of the RSUs described above, 138 DERs vested, resulting in the Reporting Person holding 899 dividend equivalent rights in the aggregate. Dividend equivalent rights accrue on the Reporting Person's restricted stock units, market stock units or relative performance stock units, which become exercisable proportionately with the restricted stock units, market stock units or relative performance stock units to which they relate and may only be settled in NRG common stock. Each dividend equivalent right is the economic equivalent of one share of NRG common stock.

5. On January 2, 2019, the Reporting Person was issued 47,842 Restricted Stock Units ("RSUs") by NRG Energy, Inc. under NRG Energy, Inc.'s Amended and Restated Long Term Incentive Plan. Each RSU is equivalent in value to one share of NRG's Common Stock, par value \$.01. On January 2, 2020, 15,931 shares vested. The Reporting Person elected to satisfy their tax obligation upon the exchange of common stock for RSUs having a value on the date of the exchange equal to the withholding obligation. This form reflects the surrender of 7,007 shares of common stock to satisfy the grantee's tax withholding obligation.

6. In connection with the vesting of the RSUs described above, 49 DERs vested, resulting in the Reporting Person holding 850 dividend equivalent rights in the aggregate. Dividend equivalent rights accrue on the Reporting Person's restricted stock units, market stock units or relative performance stock units, which become exercisable proportionately with the restricted stock units, market stock units or relative performance stock units to which they relate and may only be settled in NRG common stock. Each dividend equivalent right is the economic equivalent of one share of NRG common stock.

7. The Reporting Person was issued 83,615 Relative Performance Stock Units ("RPSUs") by NRG Energy, Inc. under the LTIP on January 2, 2020. The RPSUs will convert to shares of NRG Common Stock on January 2, 2023 only in the event the Company has achieved a certain level of total shareholder return ("TSR") relative to the Peer Group (defined below) over a three-year performance period. The number of shares of Common Stock that the Reporting Person may receive is interpolated for TSR falling between Threshold, Target, and Maximum levels as described below.

8. Reporting Person will receive (i) a maximum of 167,230 shares of Common Stock if Company's TSR is ranked at or above the 75th percentile relative to a peer group of companies approved by the Company's Compensation Committee (the "Peer Group") for the performance period (the "Maximum"); (ii) 83,615 shares of Common Stock if Company's TSR is ranked at the 55th percentile relative to the Peer Group for the performance period (the "Target"); provided, however, if TSR is less than negative fifteen percent (-15%), the Company's TSR must be ranked at the 65th percentile relative to the Peer Group for the performance period to receive the Target award; or (iii) 20,903 shares of Common Stock if Company's TSR is ranked at the 25th percentile relative to the Peer Group for the performance period (the "Threshold"). The Reporting Person will not receive any shares of Common Stock if Company's TSR is below the 25th percentile relative to the Peer Group for the performance period.

9. The Maximum award that the Reporting Person will receive shall not exceed six (6) times the fair market value of the Target award, determined as of the date of grant.

10. The Reporting Person was issued 220,140 RPSUs by NRG under the LTIP on January 3, 2017 that vested on January 3, 2020. On the vesting date the Reporting Person was entitled to receive a maximum of 440,280 shares of Common Stock if the company achieved 100% increase in total shareholder return since the grant date (the "Maximum"), 220,140 shares of Common Stock if there is no change in total shareholder return since the grant date (the "Target") or 55,035 shares of Common Stock if there is a 25% decrease in total shareholder return since the grant date (the "Threshold"). The Reporting Person would not have received any shares of Common Stock if total shareholder return had decreased by more than 25% since the grant date. The number of shares that the Reporting Person could have received in interpolated for total shareholder return fall between Threshold, Target and Maximum levels. On January 3, 2020 the reporting person vested in 440,280 shares.

11. The Reporting Person elected to satisfy their tax withholding obligation upon the exchange of common stock for RPSUs having a value on the date of the exchange equal to the withholding obligation. This form reflects the surrender of 227,285 shares of common stock to satisfy the grantee's tax withholding obligation.

12. On January 3, 2017, the Reporting Person was issued 140,532 Restricted Stock Units ("RSUs") by NRG Energy, Inc. under NRG Energy, Inc.'s Amended and Restated Long Term Incentive Plan. Each RSU is equivalent in value to one share of NRG's Common Stock, par value \$.01. On January 3, 2020, 46,844 shares vested. The Reporting Person elected to satisfy their tax obligation upon the exchange of common stock for RSUs having a value on the date of the exchange equal to the withholding obligation. This form reflects the surrender of 23,373 shares of common stock to satisfy the grantee's tax withholding obligation.

13. In connection with the vesting of the RSUs described above, 613 DERs vested, resulting in the Reporting Person holding 237 dividend equivalent rights in the aggregate. Dividend equivalent rights accrue on the Reporting Person's restricted stock units, market stock units or relative performance stock units, which become exercisable proportionately with the restricted stock units, market stock units or relative performance stock units to which they relate and may only be settled in NRG common stock. Each dividend equivalent right is the economic equivalent of one share of NRG common stock.

14. In connection with the vesting of the RPSUs described above, an incremental 5,764 DERs vested. Dividend equivalent rights accrue on the Reporting Person's restricted stock units, market stock units or relative performance stock units, which become exercisable proportionately with the restricted stock units, market stock units or relative performance stock units to which they relate and may only be settled in NRG common stock. Each dividend equivalent right is the economic equivalent of one share of NRG common stock.

/s/ Christine Zoino, by Power 01/06/2020
of Attorney

** 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.

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