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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 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):

December 21, 2007

NRG Energy, Inc.

(Exact name of registrant as specified in its charter)

Delaware

001-15891

41-1724239

(State or other jurisdiction  
of incorporation)

(Commission  
File Number)

(I.R.S. Employer  
Identification No.)

211 Carnegie Center, Princeton, New Jersey

08540

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code:

609-524-4500

Not Applicable

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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[Top of the Form](#)

**Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

(e) Compensatory Arrangements of Certain Officers

The Board of Directors of NRG Energy, Inc. ("NRG") approved, effective January 2, 2008, the 2008 base salary, equity compensation and incentive design for annual incentive compensation for David Crane, President and Chief Executive Officer of NRG, which is set forth in and filed as Exhibit 10.1 to this current report on Form 8-K.

The Compensation Committee of the Board of Directors approved, effective January 2, 2008, the 2008 base salary, equity compensation and incentive design for annual compensation for Robert Flexon, Executive Vice President and Chief Financial Officer of NRG, which is also set forth in and filed as Exhibit 10.1 to this current report on Form 8-K.

**Item 9.01 Financial Statements and Exhibits.**

Exhibit No. - Document

10.1 - CEO and CFO Compensation Table for 2008

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[Top of the Form](#)

**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.

December 26, 2007

By: */s/ J. Andrew Murphy*

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*Name: J. Andrew Murphy*

*Title: Executive Vice President & General Counsel*

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Exhibit Index

<u>Exhibit No.</u>	<u>Description</u>
10.1	CEO and CFO Compensation Table for 2008

**NRG Energy, Inc.**  
**CEO and CFO Compensation Table for 2008**

<u>Name and Title</u>	<u>2008 Base Salary</u>	<u>2008 Annual Incentive Plan Design</u>		<u>Grants Under the Long Term Incentive Plan</u>		
		<u>Target</u>	<u>Maximum</u>	<u>Restricted Stock Units(3)</u>	<u>Non-Qualified Stock Options(4)</u>	<u>Performance Units(5)</u>
David Crane, President and Chief Executive Officer	\$1,100,000	100%(1)	200%(1)	19,100	192,000	37,100
Robert C. Flexon, Executive Vice President and Chief Financial Officer	\$ 605,000	75%(2)	150%(2)	5,300	52,800	10,200

- (1) For fiscal 2008, Mr. Crane's target incentive for annual incentive compensation will be 100% of base salary with a maximum opportunity of 200% of base salary. Incentive components for Mr. Crane include targets based on NRG's free cash flow and EBITDA in 2008, as well other relevant operating performance objectives.
- (2) For fiscal 2008, Mr. Flexon's target incentive for annual incentive compensation will be 75% of base salary with a maximum opportunity of 150% of base salary. Incentive components for Mr. Flexon include targets based on NRG's free cash flow and EBITDA in 2008, as well as other relevant operating performance objectives.
- (3) Each Restricted Stock Unit ("RSU") is equivalent to one share of NRG's common stock, par value \$0.01. Messrs. Crane and Flexon will receive from NRG one such share of common stock for each RSU on January 2, 2011.
- (4) Non-Qualified Stock Options will vest and become exercisable as follows: 33 1/3% on January 2, 2009, 33 1/3% on January 2, 2010 and 33 1/3% on January 2, 2011. Stock options will expire six years from the date of grant.
- (5) Messrs. Crane and Flexon will be issued Performance Units ("PU's") by NRG under its Long-Term Incentive Plan on January 2, 2008. Each PU will be paid out on January 2, 2011 if the average closing price of NRG's Common Stock for the ten trading days prior to January 2, 2011 (the "Measurement Price") is equal to or greater than 12% growth in the NRG stock price compounded annually over three years, i.e cost of equity at target, based on the closing share price on January 2, 2008 (the "Target Price"). The payout for each PU will be equal to: (i) one share of common stock, if the Measurement Price equals to the Target Price; (ii) a pro-rated amount in between one and two shares of common stock, if the Measurement Price equals to the Target Price but less than 18% growth in the NRG stock price compounded annually over three years, i.e cost of equity at maximum, based on the closing share price on January 2, 2008 (the "Maximum Price"); and (iii) two shares of common stock, if the Measurement Price is equal to or greater than the Maximum Price.