SEC Form 3 FORM 3

UNITED STATES SECURITIES AND EXCHANGE

COMMISSION

Washington, D.C. 20549

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL

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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 [*] Liyanearachchi Dak	2. Date of Requiring (Month/Da 01/01/20	Statement y/Year)	3. Issuer Name and Ticker or Trading Symbol <u>NRG ENERGY, INC.</u> [NRG]						
(Last) (First) (Middle) 804 CARNEGIE CENTER	, 01/01/20	23	4. Relationship of Reportin Issuer (Check all applicable)	,	.,		5. If Amendment, Date of Original Filed (Month/Day/Year)		
(Street) PRINCETON NJ 08540 (City) (State) (Zip)			Director 10% Owner Officer (give Other (specify title below) below) Exec VP, Chief Technology Ofc.			 6. Individual or Joint/Group Filing (Check Applicable Line) Image: Form filed by One Reporting Person Form filed by More than One Reporting Person 			
Table I - Non-Derivative Securities Beneficially Owned									
1. Title of Security (Instr. 4)			2. Amount of Securities Beneficially Owned (Instr. 4)	3. Owne Form: D (D) or In (I) (Instr	Direct Ow Indirect		Nature of Indirect Beneficial wnership (Instr. 5)		
Common Stock, par value \$.01 per share			44,081 ⁽¹⁾	D					
Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)									
, ,	2. Date Exercisable and Expiration Date Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of		5. Ownership Form:	6. Nature of Indirect Beneficial Ownership (Instr.	
)ate Exercisable	Expiration Date	Title	Amount or Number of Shares	Derivative Security		Direct (D) or Indirect (I) (Instr. 5)	5)	
Relative Performance Stock Units	01/02/2025	01/02/2025	Common Stock, par value \$.01 per share	8,749 ⁽²⁾	(3)		D		
Relative Performance Stock Units	01/02/2026	01/02/2026	Common Stock, par value \$.01 per share	13,798(4)	(5)		D		
Relative Performance Stock Units	01/02/2027	01/02/2027	Common Stock, par value \$.01 per share	8,361(6)	(5))	D		

Explanation of Responses:

1. Includes 19,338 Restricted Stock Units ("RSUs") issued 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. Upon vesting of the RSU's, the Reporting Person will receive from NRG the following: 6,476 shares issued on January 2, 2025, 6,511 shares issued on October 15, 2025, 4,567 shares issued on January 2, 2026 and 1,784 shares issued on January 2, 2027. The Reporting Person will also accrue Dividend Equivalent Rights ("DERs") on the RSUs to which they relate that can only be settled in NRG Common Stock. Each DER is the economic equivalent to one share of NRG Common Stock. Includes 1,174 DERs.

2. On January 2, 2022, the Reporting Person was issued 8,749 Relative Performance Stock Units ("RPSUs") by NRG under the LTIP that vest on January 2, 2025, subject to certain performance conditions.

3. Conversion price not applicable.

4. On January 2, 2023, the Reporting Person was issued 13,798 RPSUs by NRG under the LTIP that vest on January 2, 2026, subject to certain performance conditions.

5. Conversion price is not applicable.

6. On January 2, 2024, the Reporting Person was issued 8,361 RPSUs by NRG under the LTIP that vest on January 2, 2027, subject to certain performance conditions.

Remarks:

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Christine Zoino, by Power 01/0<u>6/2025</u> 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 5 (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.

December 2, 2024

POWER OF ATTORNEY

KNOW ALL BY THESE PRESENTS, that the undersigned hereby constitutes and appoints each of Brian Curci and Christine Zoino, signing singly, the undersigned's true and lawful attorney-in-fact to: (i) execute for and on behalf of the undersigned, in the undersigned's capacity as an officer and/or director and/or owner of greater than 10% of the outstanding Common Stock of NRG Energy, Inc., a Delaware corporation (the "Company"), Forms 3, 4, and 5 in accordance with Section 16(a) of the Securities Exchange Act of 1934 and the rules thereunder; (ii) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Form 3, 4, or 5 and timely file such form with the United States Securities and Exchange Commission and any stock exchange or similar authority, including the New York Stock Exchange; and (iii) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. Each of the undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4, and 5 with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by each of the undersigned in a signed writing delivered to the foregoing attorneys-in-fact.

IN WITNESS WHEREOF, the undersigned have caused this Power of Attorney to be executed as of date first written above.

Dak Liyanearachchi

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[/]s/ Dak Liyanearachchi 2