

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

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

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

1. Name and Address of Reporting Person* <u>Gutierrez Mauricio</u> (Last) (First) (Middle) 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) President & CEO
	3. Date of Earliest Transaction (Month/Day/Year) 01/02/2023	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person

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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock, par value \$.01 per share	01/02/2023		A		120,361	A	\$0.0000	1,231,729 ⁽¹⁾	D	
Common Stock, par value \$.01 per share	01/02/2023		F		4,622	D	\$0.0000	1,227,107 ⁽²⁾	D	
Common Stock, par value \$.01 per share	01/02/2023		F		4,992	D	\$0.0000	1,222,115 ⁽³⁾	D	
Common Stock, par value \$.01 per share	01/02/2023		F		8,168	D	\$0.0000	1,213,947 ⁽⁴⁾	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	Title	Amount or Number of Shares				
Relative Performance Stock Units	(5)	01/02/2023		J			83,615 ⁽⁵⁾	01/02/2023	01/02/2023	Common Stock, par value \$.01 per share	83,615	\$0.0000	0.0000 ⁽⁵⁾	D	
Relative Performance Stock Units	\$0.0000	01/02/2023		A		198,921 ⁽⁶⁾		01/02/2026	01/02/2026	Common Stock, par value \$.01 per share	198,921	\$0.0000	198,921	D	

Explanation of Responses:

- Represents Restricted Stock Units ("RSUs") issued to the Reporting Person under the LTIP. Each RSU is equivalent in value to one share of NRG's Common Stock, par value \$.01 per share ("Common Stock"). 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 date of the grant.
- On January 2, 2020, the Reporting Person was issued 48,401 RSUs by NRG under the LTIP. On January 2, 2023, 16,166 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 4,622 shares of Common Stock to satisfy the Reporting Person's tax withholding obligation. In connection with the vesting of the RSUs, 1,765 DERs vested, resulting in the Reporting Person holding 4,981 DERs in the aggregate.
- On January 2, 2021, the Reporting Person was issued 50,012 RSUs by NRG under the LTIP. On January 2, 2023, 16,654 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 4,992 shares of Common Stock to satisfy the Reporting Person's tax withholding obligation. In connection with the vesting of the RSUs, 1,176 DERs vested, resulting in the Reporting Person holding 3,805 DERs in the aggregate.
- On January 2, 2022, the Reporting Person was issued 60,157 RSUs by NRG under the LTIP. On January 2, 2023, 20,032 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 8,168 shares of Common Stock to satisfy the Reporting Person's tax withholding obligation. In connection with the vesting of the RSUs, 726 DERs vested, resulting in the Reporting Person holding 3,079 DERs in the aggregate.
- The Reporting Person did not vest in shares associated with RPSUs granted on January 2, 2020 because of performance conditions.
- On January 2, 2023, the Reporting Person was issued 198,921 RPSUs by NRG under the LTIP that vest on January 2, 2026, subject to certain performance conditions.

Christine Zoino, by Power of Attorney

01/04/2023

** 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.