

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

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 to indicate that a transaction was made pursuant to a contract, instruction or written plan for the purchase or sale of equity securities of the issuer that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

|  |         |          |  |  |  |   |  |  |
|--|---------|----------|--|--|--|---|--|--|
| 1. Name and Address of Reporting Person*<br><b>Curci Brian</b> |         |          | 2. Issuer Name and Ticker or Trading Symbol<br><b>NRG ENERGY, INC. [ NRG ]</b> |  |  | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable)<br>Director 10% Owner<br><input checked="" type="checkbox"/> Officer (give title below) Other (specify below)<br><b>Exec VP &amp; General Counsel</b> |  |  |
| (Last)   | (First) | (Middle) | 3. Date of Earliest Transaction (Month/Day/Year)<br><b>01/02/2025</b>          |  |  | 6. Individual or Joint/Group Filing (Check Applicable Line)<br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br>Form filed by More than One Reporting Person   |  |  |
| 804 CARNEGIE CENTER  |         |          | 4. If Amendment, Date of Original Filed (Month/Day/Year)                       |  |  |   |  |  |
| (Street)<br><b>PRINCETON NJ 08540</b>                          |         |          |  |  |  |   |  |  |
| (City) (State) (Zip)   |         |          |  |  |  |   |  |  |

**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 | 01/02/2025                           |  | M                              |   | 29,176 <sup>(1)</sup>   | A          | \$0.0000 | 123,630   | D  |   |
| Common Stock, par value \$.01 per share | 01/02/2025                           |  | A                              |   | 7,472 <sup>(2)</sup>  | A          | \$0.0000 | 131,102   | D  |   |
| Common Stock, par value \$.01 per share | 01/02/2025                           |  | M                              |   | 3,043 <sup>(3)</sup>  | A          | \$92.75  | 134,145   | D  |   |
| Common Stock, par value \$.01 per share | 01/02/2025                           |  | F                              |   | 1,067   | D          | \$92.75  | 133,078 <sup>(4)</sup>  | D  |   |
| Common Stock, par value \$.01 per share | 01/02/2025                           |  | F                              |   | 1,636   | D          | \$92.75  | 131,442 <sup>(5)</sup>  | D  |   |
| Common Stock, par value \$.01 per share | 01/02/2025                           |  | F                              |   | 1,819   | D          | \$92.75  | 129,623 <sup>(6)</sup>  | D  |   |
| Common Stock, par value \$.01 per share | 01/02/2025                           |  | F                              |   | 13,667 <sup>(7)</sup>   | D          | \$92.75  | 115,956   | 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 |   |  |  |   |  |
| Dividend Equivalent Rights                 | \$0.0000   | 01/02/2025                           |  | M                              |   | 3,043  |     | 01/02/2025   | 01/02/2025      | Common Stock, par value \$.01 per share   | \$92.75                                    | 3,043  | D   |  |
| Relative Performance Stock Units           | \$0.0000   | 01/02/2025                           |  | M                              |   | 29,176   |     | 01/02/2025   | 01/02/2025      | Common Stock, par value \$.01 per share   | \$92.75                                    | 0.0000   | D   |  |
| Relative Performance Stock Units           | \$0.0000   | 01/02/2025                           |  | A                              |   | 11,765 <sup>(8)</sup>  |     | 01/02/2028   | 01/02/2028      | Common Stock, par value \$.01 per share   | \$0.0000                                   | 11,765   | D   |  |

**Explanation of Responses:**

- The Reporting Person was issued 29,176 Relative Performance Stock Units ("RPSUs") by NRG Energy, Inc. under NRG's Amended and Restated Long-Term Incentive Plan ("LTIP") that vested subject to certain performance conditions on January 2, 2025.
- 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.
- In connection with the vesting of the RPSUs described above, an incremental 3,043 DERs vested. Dividend equivalent rights accrue on the Reporting Person's 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.
- On January 2, 2022, the Reporting Person was issued 9,575 RSUs by NRG under the LTIP. On January 2, 2025, 3,199 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 1,067 shares of Common Stock to satisfy the Reporting Person's tax withholding obligation. In connection with the vesting of the RSUs, 333 DERs vested, resulting in the Reporting Person holding 1,100 DERs in the aggregate.
- On January 2, 2024, the Reporting Person was issued 11,955 RSUs by NRG under the LTIP. On January 2, 2025, 3,981 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 1,636 shares of Common Stock to satisfy the Reporting Person's tax withholding obligation. In connection with the vesting of the RSUs, 93 DERs vested, resulting in the Reporting Person holding 1,007 DERs in the aggregate.
- On January 2, 2023, the Reporting Person was issued 18,693 RSUs by NRG under the LTIP. On January 2, 2025, 6,225 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 1,819 shares of Common Stock to satisfy the Reporting Person's tax withholding obligation. In connection with the vesting of the RSUs, 408 DERs vested, resulting in the Reporting Person holding 599 DERs in the aggregate.
- 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 13,667 shares of Common Stock to satisfy the Reporting Person's tax withholding obligation.
- On January 2, 2025, the Reporting Person was issued 11,765 RPSUs by NRG under the LTIP that vest on January 2, 2028, subject to certain performance conditions.

Christine Zoino, by Power of Attorney      01/06/2025

\*\* 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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