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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**  
WASHINGTON, DC 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): **August 9, 2021**

**NRG ENERGY, INC.**

(Exact name of Registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction of incorporation)

**001-15891**  
(Commission File Number)

**41-1724239**  
(IRS Employer Identification No.)

**910 Louisiana Street, Houston, Texas 77002**  
(Address of principal executive offices, including zip code)

**(609) 524-4500**  
(Registrant's telephone number, including area code)

**N/A**  
(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))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, par value \$0.01	NRG	New York Stock Exchange

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

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**Item 8.01. Other Events.**

On August 9, 2021, NRG Energy, Inc. (“NRG”) issued a press release announcing its proposed offering (the “Offering”), and a press release announcing the pricing of such Offering, of \$1.1 billion in aggregate principal amount of 3.875% senior notes due 2032 (the “Notes”). Copies of the press releases announcing the Offering and the pricing of the Offering are attached hereto as Exhibit 99.1 and Exhibit 99.2, respectively, and incorporated by reference herein.

Also on August 9, 2021, NRG issued a notice of conditional redemption (the “Conditional Redemption Notice”) to (i) the holders of the \$1.0 billion outstanding aggregate principal amount of NRG’s 7.25% senior notes due 2026 (the “2026 Notes”), pursuant to the Indenture, dated as of May 23, 2016 (the “Base Indenture”), by and between NRG and Delaware Trust Company (as successor in interest to Law Debenture Trust Company of New York), as trustee (the “Trustee”), as amended and supplemented by the Supplemental Indenture, dated as of May 23, 2016, by and among NRG, the guarantors party thereto and the Trustee (the “2026 Notes Supplemental Indenture”), and (ii) the holders of the \$1.23 billion outstanding aggregate principal amount of NRG’s 6.625% senior notes due 2027 (the “2027 Notes”), pursuant to the Base Indenture, as amended and supplemented by the Third Supplemental Indenture, dated as of August 2, 2016, by and among NRG, the guarantors party thereto and the Trustee (the “2027 Notes Supplemental Indenture”). Pursuant to the Conditional Redemption Notice, NRG has elected, subject to the condition described below, to redeem (the “Redemption”) all of the 2026 Notes and \$355 million of the 2027 Notes on August 24, 2021 (the “Redemption Date”). The redemption price for the 2026 Notes, as set forth in the 2026 Notes Supplemental Indenture, is equal to 103.625% of the principal amount of such 2026 Notes redeemed, plus accrued and unpaid interest thereon to the Redemption Date. The redemption price for the 2027 Notes, as set forth in the 2027 Notes Supplemental Indenture, is equal to 103.313% of the principal amount of such 2027 Notes redeemed, plus accrued and unpaid interest thereon to the Redemption Date. The Redemption will be conditioned upon NRG’s consummation of an offering of senior unsecured notes in an aggregate principal amount that results in gross proceeds to NRG of at least \$1.1 billion, on or before the business day prior to the Redemption Date.

This Current Report on Form 8-K does not constitute a notice of redemption under the Base Indenture, 2026 Notes Supplemental Indenture or 2027 Notes Supplemental Indenture, nor an offer to purchase any 2026 Notes, 2027 Notes or any other security.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits

Exhibit No.	Description
<a href="#">99.1</a>	<a href="#">Press Release, dated August 9, 2021, announcing the Offering.</a>
<a href="#">99.2</a>	<a href="#">Press Release, dated August 9, 2021, announcing the pricing of the Offering.</a>
104	Cover Page Interactive Data File – the cover page XBRL tags are embedded within the IXBRL document.

**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.

Dated: August 9, 2021

**NRG Energy, Inc.**  
(Registrant)

By: /s/ Christine A. Zoino  
Christine A. Zoino  
Corporate Secretary



### **NRG Energy, Inc. Announces Proposed Offering of Sustainability-Linked Senior Notes**

PRINCETON, N.J.—August 9, 2021—NRG Energy, Inc. (NYSE:NRG) intends to commence an offering of \$1.1 billion in aggregate principal amount of senior notes due 2032 (the “New Notes”). The New Notes will be senior unsecured obligations of NRG and will be guaranteed by each of NRG’s current and future subsidiaries that guarantee indebtedness under NRG’s credit agreement. The New Notes are being issued under NRG’s Sustainability-Linked Bond Framework, which sets out certain sustainability targets, including reducing greenhouse gas emissions.

NRG intends to use the net proceeds from the offering, together with cash on hand and borrowings under one or more of its liquidity facilities, to repurchase, pursuant to NRG’s concurrent exercise of its optional redemption rights, (i) all of the \$1.0 billion outstanding aggregate principal amount of its 7.25% senior notes due 2026 (the “2026 Notes”) and (ii) \$355 million of the \$1.23 billion outstanding aggregate principal amount of its 6.625% senior notes due 2027 (the “2027 Notes”), and to pay fees and expenses incurred in connection with the repurchase of the 2026 Notes and 2027 Notes.

The New Notes and related guarantees are being offered only to qualified institutional buyers in reliance on Rule 144A under the Securities Act of 1933, as amended (the “Securities Act”), or, outside the United States, to persons other than “U.S. persons” in compliance with Regulation S under the Securities Act. The New Notes and related guarantees have not been registered under the Securities Act or the securities laws of any other jurisdiction and may not be offered or sold in the United States absent registration or an applicable exemption from the registration requirements. This press release does not constitute an offer to sell any security, including the New Notes, nor a solicitation for an offer to purchase any security, including the New Notes, the 2026 Notes or the 2027 Notes.

#### **About NRG**

At NRG, we’re bringing the power of energy to people and organizations by putting customers at the center of everything we do. We generate electricity and provide energy solutions and natural gas to millions of customers through our diverse portfolio of retail brands. A Fortune 500 company, operating in the United States and Canada, NRG delivers innovative solutions while advocating for competitive energy markets and customer choice, working towards a sustainable energy future.

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## **Forward-Looking Statements**

This communication contains forward-looking statements that may state NRG's or its management's intentions, beliefs, expectations or predictions for the future. Such forward-looking statements are subject to certain risks, uncertainties and assumptions, and typically can be identified by the use of words such as "will," "expect," "estimate," "anticipate," "forecast," "plan," "believe" and similar terms. Although NRG believes that its expectations are reasonable, it can give no assurance that these expectations will prove to have been correct, and actual results may vary materially. Factors that could cause actual results to differ materially from those contemplated above include, among others, risks and uncertainties related to the capital markets generally and whether NRG will offer the New Notes or consummate the offering, the anticipated terms of the New Notes and the anticipated use of proceeds.

The foregoing review of factors that could cause NRG's actual results to differ materially from those contemplated in the forward-looking statements included herein should be considered in connection with information regarding risks and uncertainties that may affect NRG's future results included in NRG's filings with the SEC at [www.sec.gov](http://www.sec.gov).

### **Contacts:**

#### **Investors:**

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### **NRG Energy, Inc. Prices Sustainability-Linked Senior Notes Offering**

HOUSTON—August 9, 2021—NRG Energy, Inc. (NYSE:NRG) has priced its offering of \$1.1 billion in aggregate principal amount of 3.875% senior notes due 2032 (the “New Notes”). The New Notes will be senior unsecured obligations of NRG and will be guaranteed by each of NRG’s current and future subsidiaries that guarantee indebtedness under NRG’s credit agreement. The New Notes are being issued under NRG’s Sustainability-Linked Bond Framework, which sets out certain sustainability targets, including reducing greenhouse gas emissions.

The New Notes mature on February 15, 2032. The offering is expected to close on August 23, 2021, subject to customary closing conditions. Failure to meet the sustainability targets with respect to the New Notes will result in a 25 basis point increase to the interest rate payable on the New Notes from and including August 15, 2026.

NRG intends to use the net proceeds from the offering, together with cash on hand and borrowings under one or more of its liquidity facilities, to repurchase, pursuant to NRG’s concurrent exercise of its optional redemption rights, (i) all of the \$1.0 billion outstanding aggregate principal amount of its 7.25% senior notes due 2026 (the “2026 Notes”) and (ii) \$355 million of the \$1.23 billion outstanding aggregate principal amount of its 6.625% senior notes due 2027 (the “2027 Notes”), and to pay fees and expenses incurred in connection with the repurchase of the 2026 Notes and 2027 Notes.

The New Notes and related guarantees are being offered only to qualified institutional buyers in reliance on Rule 144A under the Securities Act of 1933, as amended (the “Securities Act”), or, outside the United States, to persons other than “U.S. persons” in compliance with Regulation S under the Securities Act. The New Notes and related guarantees have not been registered under the Securities Act or the securities laws of any other jurisdiction and may not be offered or sold in the United States absent registration or an applicable exemption from the registration requirements. This press release does not constitute an offer to sell any security, including the New Notes, nor a solicitation for an offer to purchase any security, including the New Notes, the 2026 Notes or the 2027 Notes.

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The foregoing review of factors that could cause NRG's actual results to differ materially from those contemplated in the forward-looking statements included herein should be considered in connection with information regarding risks and uncertainties that may affect NRG's future results included in NRG's filings with the SEC at [www.sec.gov](http://www.sec.gov).

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