

**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* <u>Liyanearachchi Dak</u>			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) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Exec VP, Chief Technology Ofc.</u>			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>01/02/2025</u>			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person			
<u>804 CARNEGIE CENTER</u>			4. If Amendment, Date of Original Filed (Month/Day/Year)						
(Street)	(City)	(State)	(Zip)						
<u>PRINCETON</u>	<u>NJ</u>	<u>08540</u>							

**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		17,498 <sup>(1)</sup>	A	\$0 <sup>(2)</sup>	61,579	D	
Common Stock, par value \$.01 per share	01/02/2025		A		4,447 <sup>(3)</sup>	A	\$0.0000	66,026	D	
Common Stock, par value \$.01 per share	01/02/2025		M		1,825 <sup>(4)</sup>	A	\$92.75	67,851	D	
Common Stock, par value \$.01 per share	01/02/2025		F		443 <sup>(5)</sup>	D	\$92.75	67,408	D	
Common Stock, par value \$.01 per share	01/02/2025		F		615 <sup>(6)</sup>	D	\$92.75	66,793	D	
Common Stock, par value \$.01 per share	01/02/2025		F		721 <sup>(7)</sup>	D	\$92.75	66,072	D	
Common Stock, par value \$.01 per share	01/02/2025		F		7,022 <sup>(8)</sup>	D	\$92.75	59,050	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		1,825		01/02/2025	01/02/2025	Common Stock, par value \$.01 per share	\$92.75	1,825	D	
Relative Performance Stock Units	<sup>(9)</sup>	01/02/2025		M		17,498		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		7,003 <sup>(10)</sup>		01/02/2028	01/02/2028	Common Stock, par value \$.01 per share	\$0.0000	7,003	D	

**Explanation of Responses:**

- The Reporting Person was issued 17,498 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.
- Unit price is \$92.75.
- 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 1,825 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, 2024, the Reporting Person was issued 5,339 RSUs by NRG under the LTIP. On January 2, 2025, 1,777 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 443 shares of Common Stock to satisfy the Reporting Person's tax withholding obligation. In connection with the vesting of the RSUs, 41 DERs vested, resulting in the Reporting Person holding 1,133 DERs in the aggregate.
- On January 2, 2022, the Reporting Person was issued 5,743 RSUs by NRG under the LTIP. On January 2, 2025, 1,919 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 615 shares of Common Stock to satisfy the Reporting Person's tax withholding obligation. In connection with the vesting of the RSUs, 200 DERs vested, resulting in the Reporting Person holding 933 DERs in the aggregate.
- On January 2, 2023, the Reporting Person was issued 8,349 RSUs by NRG under the LTIP. On January 2, 2025, 2,780 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 721 shares of Common Stock to satisfy the Reporting Person's tax withholding obligation. In connection with the vesting of the RSUs, 182 DERs vested, resulting in the Reporting Person holding 751 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 7,022 shares of Common Stock to satisfy the Reporting Person's tax withholding obligation.
- Conversion price is not applicable.

10. On January 2, 2025, the Reporting Person was issued 7,003 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.

**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.**