

**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): **October 16, 2024**

**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)

**(713) 537-3000**  
(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.

**Item 8.01. Other Events.**

On October 16, 2024, NRG Energy, Inc. (“NRG”) issued a press release announcing the offering of \$1,500 million in aggregate principal amount of senior unsecured notes in two tranches, consisting of (i) senior notes due 2033 (the “2033 Notes”) and (ii) senior notes due 2034 (the “2034 Notes” and, together with the 2033 Notes, the “Notes”). A copy of the press release announcing the offering of the Notes is attached hereto as Exhibit 99.1, and incorporated by reference herein.

On October 16, 2024, NRG issued a press release announcing the upsizing and pricing of its offering of \$1,875 million in aggregate principal amount of senior unsecured notes, consisting of (i) \$925 million aggregate principal amount of 2033 Notes and (ii) \$950 million aggregate principal amount of 2034 Notes. The aggregate principal amount of the offering was increased from the previously announced offering size of \$1,500 million. NRG intends to use the net proceeds from the increase in the offering size of the Notes to redeem all of the outstanding 6.625% Senior Notes due 2027 issued by NRG, of which \$375 million aggregate principal amount is outstanding. A copy of the press release announcing the upsizing and pricing of the Notes is attached hereto as Exhibit 99.2, and incorporated by reference herein.

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

(d) *Exhibits*

Exhibit	
No.	Description
<a href="#">99.1</a>	<a href="#">Press Release, dated October 16, 2024, announcing the launch of the Notes.</a>
<a href="#">99.2</a>	<a href="#">Press Release, dated October 16, 2024, announcing the upsizing and pricing of the Notes.</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: October 16, 2024

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

By: /s/ Christine A. Zoino

Christine A. Zoino

Corporate Secretary

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**NRG Energy, Inc. Announces Offering of  
Senior Notes due 2033 and Senior Notes due 2034**

Houston, TX – October 16, 2024 – NRG Energy, Inc. (NYSE:NRG) announced the commencement of an offering of \$1,500 million in aggregate principal amount of senior unsecured notes in two tranches, consisting of (i) senior notes due 2033 (the “2033 Notes”) and (ii) senior notes due 2034 (the “2034 Notes”) and, together with the 2033 Notes, the “Notes”). The Notes will be guaranteed by each of NRG’s current and future subsidiaries that guarantee indebtedness under NRG’s credit agreement.

NRG intends to use the net proceeds from this offering, together with the net proceeds of its proposed new term loan B in an aggregate principal amount of \$450 million and cash on hand, to pay the tender price of the previously announced tender offer through its wholly-owned subsidiary, APX Group, Inc. (“APX”), for APX’s 6.75% Senior Secured Notes due 2027, to repay the APX secured term loans in an outstanding aggregate principal amount of approximately \$1.3 billion under APX’s senior secured credit agreement, to pay estimated transaction fees, expenses and premiums and, the remainder, if any, to refinance outstanding debt and for general corporate purposes.

The 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”), and, outside the United States, to persons other than “U.S. persons” in compliance with Regulation S under the Securities Act. The 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 Notes, nor a solicitation for an offer to purchase any security, including the Notes. NRG does not intend to file a registration statement for the resale of the Notes.

**About NRG**

NRG Energy is a leading energy and home services company powered by people and our passion for a smarter, cleaner, and more connected future. A Fortune 500 company operating in the United States and Canada, NRG delivers innovative solutions that help people, organizations, and businesses achieve their goals while also advocating for competitive energy markets and customer choice.

**Forward-Looking Statements**

This news release contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended and Section 21E of the Securities Exchange Act of 1934, as amended. Forward-looking statements are subject to certain risks, uncertainties and assumptions and typically can be identified by the use of words such as “expect,” “estimate,” “should,” “anticipate,” “forecast,” “plan,” “guidance,” “outlook,” “believe” and similar terms. Although NRG believes that the expectations are reasonable, it can give no assurance that these expectations will prove to be correct, and actual results may vary materially.

NRG undertakes no obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, except as required by law. The foregoing review of factors that could cause NRG’s actual results to differ materially from those contemplated in the forward-looking statements included in this news release 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:**

**Media**

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**Investors**

Brendan Mulhern  
609.524.4767

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PRESS RELEASE

**NRG Energy, Inc. Announces Upsizing and Pricing of  
Senior Notes due 2033 and Senior Notes due 2034**

Houston, TX – October 16, 2024 – NRG Energy, Inc. (NYSE:NRG) has priced its offering of \$1,875 million in aggregate principal amount of senior unsecured notes, consisting of (i) \$925 million aggregate principal amount of 6.00% senior notes due 2033 (the “2033 Notes”) and (ii) \$950 million aggregate principal amount of 6.25% senior notes due 2034 (the “2034 Notes” and, together with the 2033 Notes, the “Notes”). The aggregate principal amount of the offering was increased from the previously announced offering size of \$1,500 million.

The 2033 Notes mature on February 1, 2033 and the 2034 Notes mature on November 1, 2034. The offering of the Notes is expected to close on October 30, 2024, subject to customary closing conditions.

NRG intends to use the net proceeds from the offering of the Notes, together with the net proceeds of its proposed new term loan B in an aggregate principal amount of \$450 million, and cash on hand, to pay the tender price of the previously announced tender offer through its wholly-owned subsidiary, APX Group, Inc. (“APX”), for APX’s 6.75% Senior Secured Notes due 2027, to repay the APX secured term loans in an outstanding aggregate principal amount of approximately \$1.3 billion under APX’s senior secured credit agreement, to pay estimated transaction fees, expenses and premiums and, the remainder, if any, to refinance outstanding debt and for general corporate purposes. In addition, NRG intends to use the net proceeds from the increase in the offering size of the Notes to redeem all of the outstanding 6.625% Senior Notes due 2027 issued by NRG, of which \$375 million aggregate principal amount is outstanding.

The 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”), and, outside the United States, to persons other than “U.S. persons” in compliance with Regulation S under the Securities Act. The 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 Notes, nor a solicitation for an offer to purchase any security, including the Notes. NRG does not intend to file a registration statement for the resale of the Notes.

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