

Gaudette Robert J
 Form 3
 December 17, 2018

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
 Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *		2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
Gaudette Robert J		(Month/Day/Year)	NRG ENERGY, INC. [NRG]	
(Last)	(First)	(Middle)	4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
		12/06/2018		
NRG ENERGY, INC., 804			(Check all applicable)	
CARNEGIE CENTER			<input type="checkbox"/> Director	<input type="checkbox"/> 10% Owner
(Street)			<input checked="" type="checkbox"/> Officer	<input type="checkbox"/> Other
			(give title below)	(specify below)
PRINCETON, NJ		08540	Senior VP, Business Solutions	
(City)	(State)	(Zip)		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 Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock, par value \$.01 per share	68,918 ⁽¹⁾	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) Title	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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	Date Exercisable	Expiration Date	Common Stock, par value \$0.01 per share	Amount or Number of Shares		or Indirect (I) (Instr. 5)	
Non-Qualified Stock Option	12/03/2010	03/11/2020	Common Stock, par value \$0.01 per share	3,840	\$ 38.33	D	Â
Non-Qualified Stock Option	12/14/2012	02/22/2021	Common Stock, par value \$0.01 per share	11,197	\$ 31.34	D	Â
Market Stock Units	01/04/2019	01/04/2019	Common Stock, par value \$0.01 per share	20,570	\$ <u>(2)</u> <u>(3)</u>	D	Â
Relative Performance Stock Units	01/03/2020	01/03/2020	Common Stock, par value \$0.01 per share	25,004	\$ <u>(4)</u> <u>(5)</u>	D	Â
Relative Performance Stock Units	01/21/2021	01/21/2021	Common Stock, par value \$0.01 per share	11,456	\$ <u>(6)</u> <u>(7)</u>	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Gaudette Robert J NRG ENERGY, INC. 804 CARNEGIE CENTER PRINCETON, NJ 08540	Â	Â	Â Senior VP, Business Solutions	Â

Signatures

/s/ Christine Zoino, by Power of Attorney

12/17/2018

**Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(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).
- (1) Includes 57,093 Restricted Stock Units ("RSUs") issued to Mr. Gaudette by NRG Energy, Inc. under NRG's Long Term Incentive Plan ("LTIP") including 789 Dividend Equivalent Rights ("DERs"). Each RSU is equivalent in value to one share of NRG's Common Stock, par value \$0.01. Upon vesting of the RSUs, Mr. Gaudette will receive from NRG the following: (i) 2,325 shares issued on January 2, 2019; (ii) 2,326 shares issued on January 2, 2020; (iii) 2,333 shares issued on January 2, 2021; (iv) 5,305 shares issued on January 3, 2019; (v) 5,321 shares issued on January 3, 2020; (vi) 12,935 shares issued on January 4, 2019; (vii) 12,860 shares issued on January 6, 2019; and (viii) 12,899 shares issued on January 6, 2020. Each DER will accrue on Mr. Gaudette's RSUs and will become exercisable

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proportionately with the RSUs to which they relate and can only be settled in NRG common stock. Each DER is the economic equivalent to one share of NRG common stock.

- (2) Mr. Gaudette was issued 20,570 MSUs by NRG under the LTIP on January 4, 2016. The MSUs will convert to shares of NRG Common Stock on January 4, 2019 only in the event the Company has achieved a certain level of TSR. TSR will consist of the average of the closing price of NRG's Common Stock on January 2, 2018 the nineteen preceding trading days and any dividends paid since the grant date as determined by the Compensation Committee.

- (3) Mr. Gaudette will receive a maximum of 41,140 shares of Common Stock if the Company has achieved a 100% increase in TSR since the grant date (the "Maximum"); 20,570 shares of Common Stock if there is no change in TSR since the grant date (the "Target"), or 15,427 shares of Common Stock if there is a 25% decrease in TSR since the grant date (the "Threshold"). Mr. Gaudette will not receive any shares of Common Stock if TSR has decreased by more than 25% since the grant date. The number of shares of Common Stock that Mr. Gaudette may receive is interpolated for TSR falling between Threshold, Target, and Maximum levels.

- (4) Mr. Gaudette was issued 25,004 RPSUs by NRG under the LTIP on January 3, 2017. The RPSUs will convert to shares of NRG Common Stock on January 3, 2020 only in the event the Company has achieved a certain level of TSRs relative to the Peer Group (defined below) over a three-year performance period. The number of shares of Common Stock that the Reporting Person may receive is interpolated for TSR falling between Threshold, Target, and Maximum levels as described below.

- (5) Mr. Gaudette will receive (i) a maximum of 50,008 shares of Common Stock if the Company's TSR is ranked at or above the 75th percentile relative to a peer group of companies approved by the Company's Compensation Committee (the "Peer Group") for the performance period (the "Maximum"); (ii) 25,004 shares of Common Stock if the Company's TSR is ranked at the 55th percentile relative to the Peer Group for the performance period (the "Target"); provided, however, if TSR is less than negative fifteen percent (-15%), the Company's TSR must be ranked at the 65th percentile relative to the Peer Group for the performance period to receive the Target award; or (iii) 6,251 shares of Common Stock if the Company's TSR is ranked at the 25th percentile relative to the Peer Group for the performance period (the "Threshold"). Mr. Gaudette will not receive any shares of Common Stock if the Company's TSR is below the 25th percentile relative to the Peer Group for the performance period.

- (6) Mr. Gaudette was issued 11,456 RPSUs by NRG under the LTIP on January 3, 2017. The RPSUs will convert to shares of NRG Common Stock on January 3, 2020 only in the event the Company has achieved a certain level of TSRs relative to the Peer Group (defined below) over a three-year performance period. The number of shares of Common Stock that the Reporting Person may receive is interpolated for TSR falling between Threshold, Target, and Maximum levels as described below.

- (7) Mr. Gaudette will receive (i) a maximum of 22,912 shares of Common Stock if the Company's TSR is ranked at or above the 75th percentile relative to a peer group of companies approved by the Company's Compensation Committee (the "Peer Group") for the performance period (the "Maximum"); (ii) 11,456 shares of Common Stock if the Company's TSR is ranked at the 55th percentile relative to the Peer Group for the performance period (the "Target"); provided, however, if TSR is less than negative fifteen percent (-15%), the Company's TSR must be ranked at the 65th percentile relative to the Peer Group for the performance period to receive the Target award; or (iii) 2,864 shares of Common Stock if the Company's TSR is ranked at the 25th percentile relative to the Peer Group for the performance period (the "Threshold"). Mr. Gaudette will not receive any shares of Common Stock if the Company's TSR is below the 25th percentile relative to the Peer Group for the performance period.

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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