

NRG ENERGY, INC.  
Form 4/A  
February 05, 2014

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

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).

**STATEMENT OF CHANGES IN 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 \*  
Andrews Kirkland B

2. Issuer Name and Ticker or Trading Symbol  
NRG ENERGY, INC. [NRG]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
211 CARNEGIE CENTER  
  
(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)  
09/06/2013

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
EVP & CFO

PRINCETON, NJ 08540  
  
(City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)  
09/10/2013

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

**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 Ownership (Instr. 4) |
|---------------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                       |                                      |  | Code                           | V   | Amount (D) Price  |  |                                   |
| Common Stock, par value .01 per share | 09/06/2013                           |  | F                              |   | 12,439 <sup>(1)</sup> D \$ 0 114,723 <sup>(3)</sup>   | D  |                                   |
| Common Stock, par value .01 per share | 09/06/2013                           |  | F                              |   | 10,370 <sup>(2)</sup> D \$ 0 104,353 <sup>(3)</sup>   | D  |                                   |

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

Persons who respond to the collection of information contained in this form are not

SEC 1474 (9-02)

required to respond unless the form displays a currently valid OMB control number.

**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 Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Following Transaction (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|

## Reporting Owners

| Reporting Owner Name / Address                                   | Relationships |           |           |       |
|--|---------------|-----------|-----------|-------|
|  | Director      | 10% Owner | Officer   | Other |
| Andrews Kirkland B<br>211 CARNEGIE CENTER<br>PRINCETON, NJ 08540 |               |           | EVP & CFO |       |

## Signatures

/s/ Brian Curci, under Power of Attorney  
Date: 02/05/2014

Signature of Reporting Person Date

## Explanation of Responses:

- \* 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).
- (1) Mr. Andrews elected to satisfy his tax withholding obligation upon the exchange of common stock for Market Stock Units having a value on the date of the exchange equal to the withholding obligation. Due to a transcription error, the amount of shares transferred for the payment of taxes was misstated in the Form 4 filed on September 10, 2013. This Amended Form 4 is being filed to report the correct amount of shares withheld for taxes.
- (2) On September 6, 2011, Mr. Andrews was issued 60,000 Restricted Stock Units ("RSUs") by NRG Energy, Inc. under NRG Energy, Inc.'s Long-Term Incentive Plan ("LTIP"). Each RSU is equivalent in value to one share of NRG's Common Stock, par value \$0.01. On September 6, 2013, 20,000 shares vested. Mr. Andrews elected to satisfy his tax withholding obligation upon the exchange of common stock for RSUs having a value on the date of the exchange equal to the withholding obligation. Due to a transcription error, the amount of shares transferred for the payment of taxes was misstated in the Form 4 filed on September 10, 2013. This Amended Form 4 is being filed to report the correct amount of shares withheld for taxes.
- (3) As a result of the tax withholding misstatements reported in this Amended Form 4, the beneficial ownership reported in column 5 of Mr. Andrews' Forms 4 filed on September 10, 2013, November 5, 2013 and January 6, 2014 are incorrect. As of January 30, 2014, the amount

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of securities beneficially owned by Mr. Andrews is 119,232 which reflects a decrease of 1,628 shares.

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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