

NRG ENERGY, INC.  
Form 3  
January 05, 2016

**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 <b>and</b> Ticker or Trading Symbol	
Killing Elizabeth R		(Month/Day/Year)	NRG ENERGY, INC. [NRG]	
(Last)	(First)	(Middle)	12/31/2015	
NRG ENERGY, INC., 211			4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
CARNEGIE CENTER				
(Street)			(Check all applicable)	
PRINCETON, NJ 08540			<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner	6. Individual or Joint/Group Filing(Check Applicable Line)
(City)	(State)	(Zip)	<input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other	<input checked="" type="checkbox"/> Form filed by One Reporting Person
			Sr. VP & President, NRG Retail	<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	63,629 <sup>(1)</sup>	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 \$01 per share	Amount or Number of Shares		or Indirect (I) (Instr. 5)	
Non-Qualified Stock Option	01/04/2010	01/04/2020	Common Stock, par value \$01 per share	4,500	\$ 23.87	D	Â
Non-Qualified Stock Option	01/03/2011	01/03/2021	Common Stock, par value \$01 per share	14,200	\$ 19.83	D	Â
Market Stock Units	01/02/2016	01/02/2016	Common Stock, par value \$01 per share	24,200	\$ <u>(2)</u> <u>(3)</u>	D	Â
Market Stock Units	01/02/2017	01/02/2017	Common Stock, par value \$01 per share	22,088	\$ <u>(4)</u> <u>(5)</u>	D	Â
Market Stock Units	01/02/2018	01/02/2018	Common Stock, par value \$01 per share	39,788	\$ <u>(6)</u> <u>(7)</u>	D	Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Killinger Elizabeth R NRG ENERGY, INC. 211 CARNEGIE CENTER PRINCETON, NJ 08540	Â	Â	Â Sr. VP & President, NRG Retail	Â

## Signatures

/s/ Brian Curci, by Power of Attorney

01/05/2016

\_\_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 24,062 Restricted Stock Units ("RSUs") issued to Ms. Killinger by NRG Energy, Inc. under NRG's Long Term Incentive Plan ("LTIP"), 2,965 dividend equivalent rights ("DERs"), and 536 shares acquired under NRG Energy, Inc.'s Employee Stock Purchase Plan. Each RSU is equivalent in value to one share of NRG's Common Stock, par value \$.01. Upon vesting of the RSUs, Ms. Killinger will receive from NRG the following: 7,200 shares issued on January 2, 2016; (ii) 6,062 shares issued on January 2, 2017; (iii) 10,800 shares issued on January 2, 2018. Each DER will accrue on Ms. Killinger's RSUs or MSUs and will become exercisable proportionately with the RSUs or MSUs to which they relate and can only be settled in NRG common stock. Each DER is the economic equivalent to one share of

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NRG common stock.

- (2) Ms. Killinger was issued 12,100 Market Stock Units ("MSUs") by NRG under the LTIP on January 2, 2013. The MSUs will convert to shares of NRG Common Stock on January 2, 2016 only in the event the Company has achieved a certain level of total shareholder return ("TSR"). TSR will consist of the average of the closing price of NRG's Common Stock on January 2, 2016 and the nineteen preceding trading days and any dividends paid since the grant date as determined by the Compensation Committee.

- (3) Ms. Killinger will receive a maximum of 24,200 shares of Common Stock if the Company has achieved a 100% increase in TSR since the grant date (the "Maximum"); 12,100 shares of Common Stock if there is no change in TSR since the grant date (the "Target"), or 6,050 shares of Common Stock if there is a 50% decrease in TSR since the grant date (the "Threshold"). Ms. Killinger will not receive any shares of Common Stock if TSR has decreased by more than 50% since the grant date. The number of shares of Common Stock that Ms. Killinger may receive is interpolated for TSR falling between Threshold, Target, and Maximum levels.

- (4) Ms. Killinger was issued 11,044 Market Stock Units ("MSUs") by NRG under the LTIP on January 2, 2014. The MSUs will convert to shares of NRG Common Stock on January 2, 2017 only in the event the Company has achieved a certain level of total shareholder return ("TSR"). TSR will consist of the average of the closing price of NRG's Common Stock on January 2, 2017 and the nineteen preceding trading days and any dividends paid since the grant date as determined by the Compensation Committee.

- (5) Ms. Killinger will receive a maximum of 22,088 shares of Common Stock if the Company has achieved a 100% increase in TSR since the grant date (the "Maximum"); 11,044 shares of Common Stock if there is no change in TSR since the grant date (the "Target"), or 8,283 shares of Common Stock if there is a 25% decrease in TSR since the grant date (the "Threshold"). Ms. Killinger 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 Ms. Killinger may receive is interpolated for TSR falling between Threshold, Target, and Maximum levels.

- (6) Ms. Killinger was issued 19,894 Market Stock Units ("MSUs") by NRG under the LTIP on January 2, 2015. The MSUs will convert to shares of NRG Common Stock on January 2, 2018 only in the event the Company has achieved a certain level of total shareholder return ("TSR"). TSR will consist of the average of the closing price of NRG's Common Stock on January 2, 2018 and the nineteen preceding trading days and any dividends paid since the grant date as determined by the Compensation Committee.

- (7) Ms. Killinger will receive a maximum of 39,788 shares of Common Stock if the Company has achieved a 100% increase in TSR since the grant date (the "Maximum"); 19,894 shares of Common Stock if there is no change in TSR since the grant date (the "Target"), or 14,921 shares of Common Stock if there is a 25% decrease in TSR since the grant date (the "Threshold"). Ms. Killinger 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 Ms. Killinger may receive is interpolated for TSR falling between Threshold, Target, and Maximum levels.

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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