

NRG ENERGY, INC.
Form SC 13G/A
December 09, 2011

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934
(Amendment No. 3)*

NRG ENERGY INC.

(Name of Issuer)

Common Stock

(Title of Class of Securities)

629377508

(CUSIP Number)

November 30, 2011

(Date of Event which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- ☒ Rule 13d-1(b)
☐ Rule 13d-1(c)
☐ Rule 13d-1(d)

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see Instructions).

CUSIP No.: 629377508

1	NAME OF REPORTING PERSON
	Orbis Investment Management Limited
	("OIML"); Orbis Asset Management
	Limited ("OAML")

I.R.S. IDENTIFICATION NO. OF
ABOVE PERSON (ENTITIES ONLY)
Orbis Investment Management Limited
("OIML"); Orbis Asset Management
Limited ("OAML")

CHECK THE APPROPRIATE BOX IF
A MEMBER OF A GROUP

2
(a) ☒
(b) ☐

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF
ORGANIZATION
The Reporting Persons are companies
organized under the laws of Bermuda.

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER 13,373,906
	6	SHARED VOTING POWER 0
	7	SOLE DISPOSITIVE POWER 13,373,906
	8	SHARED DISPOSITIVE POWER 0

9 AGGREGATE AMOUNT
BENEFICIALLY OWNED BY EACH
REPORTING PERSON
OIML 13,352,278; OAML 21,628

10 CHECK BOX IF THE AGGREGATE
AMOUNT IN ROW (9) EXCLUDES
CERTAIN SHARES ☐

11 PERCENT OF CLASS REPRESENTED
BY AMOUNT IN ROW (9)
5.8%

12 TYPE OF REPORTING PERSON
FI (OIML); OO (OAML)

CUSIP No.: 629377508

ITEM 1(a). NAME OF
ISSUER:

NRG ENERGY
INC.

ITEM 1(b). ADDRESS OF
ISSUER'S
PRINCIPAL
EXECUTIVE
OFFICES:

211 Carnegie
Center
Princeton, NJ
08540

ITEM 2(a). NAME OF
PERSON
FILING:

Orbis
Investment
Management
Limited
("OIML"); Orbis
Asset
Management
Limited
("OAML")

ITEM 2(b). ADDRESS OF
PRINCIPAL
BUSINESS
OFFICE OR, IF
NONE,
RESIDENCE:

Orbis House, 25
Front Street,
Hamilton
Bermuda HM11

ITEM 2(c). CITIZENSHIP:

The Reporting
Persons are
companies
organized under
the laws of
Bermuda.

ITEM 2(d). TITLE OF
CLASS OF
SECURITIES:

Common Stock

ITEM 2(e). CUSIP
NUMBER:

629377508

ITEM 3. IF THIS STATEMENT IS FILED PURSUANT TO SECTION 240.13d-1(b), or 13d-2(b) or (c) CHECK WHETHER THE PERSON FILING IS A:

- (a) ☐ Broker or dealer registered under Section 15 of the Act (15 U.S.C. 78c);
- (b) ☐ Bank as defined in Section 3(a)(6) of the Act (15 U.S.C. 78c);
- (c) ☐ Insurance company as defined in Section 3(a)(19) of the Act (15 U.S.C. 78c);
- (d) ☐ Investment company registered under Section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8);
- (e) ☐ An investment adviser in accordance with 240.13d-1(b)(1)(ii)(E);
- (f) ☐ An employee benefit plan or endowment fund in accordance with 240.13d-1(b)(1)(ii)(F);
- (g) ☐ A parent holding company or control person in accordance with 240.13d-1(b)(1)(ii)(G);
- (h) ☐ A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i) ☐ A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
- (j) ☒ A non-U.S. institution in accordance with 240.13d-1(b)(1)(ii)(J); for OIML
☒ Group, in accordance with 240.13d-1(b)(1)(ii)(K). If filing as a non-U.S. institution
 (k) in accordance with 240.13d1(b)(1)(ii)(J), please specify the type of institution: Equivalent to IA (only for OIML)

ITEM 4. OWNERSHIP:

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

- (a) Amount beneficially owned:
 OIML 13,352,278; OAML 21,628
- (b) Percent of class:
 5.8%
- (c) Number of shares as to which the person has:
 - (i) Sole power to vote or to direct the vote:
 13,373,906
 - (ii) Shared power to vote or to direct the vote:
 0
 - (iii) Sole power to dispose or to direct the disposition of:
 13,373,906
 - (iv) Shared power to dispose or to direct the disposition of:
 0

OWNERSHIP OF

ITEM 5. FIVE PERCENT OR LESS OF A CLASS:

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following [☐].

ITEM 6.

OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON:

Other persons have the right to receive and the power to direct the receipt of dividends from, or the proceeds from the sale of the 13,352,278 shares of common stock of NRG Energy, Inc. beneficially owned by Orbis Investment Management Limited. Another person has the right to receive and the power to direct the receipt of dividends from, or the proceeds from the sale of, the 21,628 shares of common stock of NRG Energy, Inc. beneficially owned by Orbis Asset Management Limited.

ITEM 7.

IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY

WHICH ACQUIRED
THE SECURITY
BEING REPORTED
ON BY THE
PARENT HOLDING
COMPANY:

ITEM 8. IDENTIFICATION
AND
CLASSIFICATION
OF MEMBERS OF
THE GROUP:

Orbis Investment
Management Limited
("OIML") and Orbis
Asset Management
Limited ("OAML")
are together making
this filing because
they may be deemed
to constitute a
"group" for the
purposes of Section
13(d)(3) of the
Securities Exchange
Act of 1934, as
amended.
Information with
respect to each of
OIML and OAML
(collectively, the
"Reporting Persons")
is given solely by
each such Reporting
Person and no
Reporting Person has
responsibility for the
accuracy or
completeness of
information supplied
by the other
Reporting Person.
OIML is the
beneficial owner of
13,352,278 shares of
common stock or
5.8% of the
229,967,461 shares of
common stock of

NRG Energy, Inc.
believed to be
outstanding. OAML
is the beneficial
owner of 21,628
shares of common
stock or 0.0% of the
229,967,461 shares of
common stock of
NRG Energy, Inc.
believed to be
outstanding.

ITEM 9. NOTICE OF
DISSOLUTION OF
GROUP:

ITEM 10. CERTIFICATION:

By signing below I
certify that, to the
best of my knowledge
and belief, the
securities referred to
above were acquired
and are held in the
ordinary course of
business and were not
acquired and are not
held for the purpose
of or with the effect
of changing or
influencing the
control of the issuer
of the securities and
were not acquired and
are not held in
connection with or as
a participant in any
transaction having
that purpose or effect.

By signing below I
certify that, to the
best of my knowledge
and belief, the foreign
regulatory scheme
applicable to Orbis
Investment
Management Limited
is substantially

comparable to the
regulatory scheme
applicable to the
functionally
equivalent U.S.
institution(s). I also
undertake to furnish
to the Commission
staff, upon request,
information that
would otherwise be
disclosed in a
Schedule 13D.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

December 09, 2011

Date

Orbis Investment Management Limited ("OIML"); Orbis Asset Management Limited ("OAML")

/s/James Dorr

Signature

James Dorr, General Counsel

Name/Title

Attention: Intentional misstatements or omissions of fact constitute Federal criminal violations (see 18 U.S.C. 1001).

SIGNATURE