

NRG ENERGY, INC.

Form 3

August 11, 2006

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

OMB APPROVAL

OMB
Number: 3235-0104Expires: January 31,
2005Estimated average
burden hours per
response... 0.5**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 *

TPG ADVISORS III INC

(Last) (First) (Middle)

C/O TEXAS PACIFIC
GROUP, 301 COMMERCE
STREET, SUITE 3300

(Street)

FORT WORTH, TX 76102

(City) (State) (Zip)

2. Date of Event Requiring
Statement

(Month/Day/Year)

08/09/2006

3. Issuer Name and Ticker or Trading Symbol
NRG ENERGY, INC. [NRG]4. Relationship of Reporting
Person(s) to Issuer5. If Amendment, Date Original
Filed (Month/Day/Year)

(Check all applicable)

____ Director ____X____ 10% Owner

____ Officer ____X____ Other

(give title below) (specify below)

See remarks

6. Individual or Joint/Group

Filing (Check Applicable Line)

____X____ Form filed by One Reporting
Person____ 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 \$0.01 per share

3,145,561

I

Through funds managed by the
Reporting Person; see footnotes
(1) (2)Reminder: Report on a separate line for each class of securities beneficially
owned directly or indirectly.

SEC 1473 (7-02)

**Persons who respond to the collection of
information contained in this form are not
required to respond unless the form displays a
currently valid OMB control number.****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 Date3. Title and Amount of
Securities Underlying

4. Conversion

5. Ownership

6. Nature of Indirect
Beneficial Ownership

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(Month/Day/Year)	Derivative Security (Instr. 4)	or Exercise Price of Derivative Security	Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	(Instr. 5)
Date Exercisable	Expiration Date	Title	Amount or Number of Shares	

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

TPG ADVISORS III INC
C/O TEXAS PACIFIC GROUP
301 COMMERCE STREET, SUITE 3300
FORT WORTH, TX 76102

^ ^ X ^ See remarks

Signatures

/s/ David A. Spuria, Vice President, on behalf of TPG Advisors III,
Inc.

08/11/2006

__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) TPG Advisors III, Inc. (the "Reporting Person") is the general partner of TPG GenPar III, L.P., which in turn is the general partner of TPG III - AIV 1, L.P., TPG III - AIV 2, L.P. and TPG III - AIV 3, L.P. (together, the "TPG Funds"). Collectively, the TPG Funds directly hold 3,145,561 shares of NRG Energy, Inc.'s common stock (the "Common Stock").

The Reporting Person is deemed to be the beneficial owner of the Common Stock beneficially owned by the TPG Funds only to the extent of the greater of its direct or indirect interest in the profits or capital accounts of such TPG Funds. Pursuant to Rule 16a-1(a)(4) under the Securities and Exchange Act (the "Exchange Act"), this filing shall not be deemed an admission that the Reporting Person is, for purposes of Section 16 of the Exchange Act or otherwise, the beneficial owner of any securities beneficially owned by the TPG Funds in excess of such amount. The shareholders of the Reporting Person are David Bonderman, James G. Coulter and William S. Price, III (collectively, the "Shareholders"). Each Shareholder disclaims beneficial ownership of any of the Common Stock reported herein.

^

Remarks:

As described in Amendment No. 1 to Schedule 13D filed on August 11, 2006 with respect to the

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.