

HELLMAN & FRIEDMAN CAPITAL PARTNERS IV LP

Form 3

August 11, 2006

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

OMB APPROVAL

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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIESFiled 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 *

H&F INVESTORS IV LLC

(Last) (First) (Middle)

ONE MARITIME
PLAZA, 12TH FLOOR

(Street)

SAN
FRANCISCO, CA 94111

(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 ☒ 10% Owner☐ Officer ☒ Other
(give title below) (specify below)

See Remarks

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 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	6,415,953	I	See footnotes (1) (2)
Common stock, par value \$0.01 per share	1,322,024	I	See footnotes (1) (2)
Common stock, par value \$0.01 per share	524,231	I	See footnotes (1) (2)
Common stock, par value \$0.01 per share	2,358	I	See footnotes (1) (2)
Common stock, par value \$0.01 per share	169,176	I	See footnotes (1) (2)

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

SEC 1473 (7-02)

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information contained in this form are not
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currently valid OMB control number.****Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

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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)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
H&F INVESTORS IV LLC ONE MARITIME PLAZA 12TH FLOOR SAN FRANCISCO, CA 94111	^	^ X	^	See Remarks
HELLMAN & FRIEDMAN CAPITAL PARTNERS IV LP ONE MARITIME PLAZA 12TH FLOOR SAN FRANCISCO, CA 94111	^	^ X	^	See Remarks
H&F TGN AIV, L.P. ONE MARITIME PLAZA 12TH FLOOR SAN FRANCISCO, CA 94111	^	^ X	^	See Remarks
H&F INTERNATIONAL PARTNERS IV-A, L.P. ONE MARITIME PLAZA 12TH FLOOR SAN FRANCISCO, CA 94111	^	^ X	^	See Remarks
H&F International Partners IV-C, L.P. ONE MARITIME PLAZA 12TH FLOOR SAN FRANCISCO, CA 94111	^	^ X	^	See Remarks
H&F EXECUTIVE FUND IV, L.P. ONE MARITIME PLAZA 12TH FLOOR SAN FRANCISCO, CA 94111	^	^ X	^	See Remarks

Signatures

/s/ Georgia Lee as Managing Director of H&F Investors IV, LLC	08/11/2006
**Signature of Reporting Person	Date
/s/ Georgia Lee as Managing Director of H&F Investors IV, LLC, as General Partner of Hellman & Friedman Capital Partners IV, L.P.	08/11/2006
**Signature of Reporting Person	Date
/s/ Georgia Lee as Managing Director of H&F Investors IV, LLC, as General Partner of H&F TGN AIV, L.P.	08/11/2006

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__Signature of Reporting Person

Date

/s/ Georgia Lee as Managing Director of H&F Investors IV, LLC, as General Partner of H&F International Partners IV-A, L.P.

08/11/2006

__Signature of Reporting Person

Date

/s/ Georgia Lee as Managing Director of H&F Investors IV, LLC, as General Partner of H&F International Partners IV-C, L.P.

08/11/2006

__Signature of Reporting Person

Date

/s/ Georgia Lee as Managing Director of H&F Investors IV, LLC, as General Partner of H&F Executive Fund IV, L.P.

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) Hellman & Friedman Capital Partners IV, L.P., H&F TGN AIV, L.P., H&F International Partners IV-A, L.P., H&F International Partners IV-C, L.P. and H&F Executive Fund IV, L.P., (collectively, the "H&F Partnerships") directly own respectively 6,415,953, 1,322,024, 524,231, 2,358 and 169,176 shares of NRG Energy, Inc.'s common stock (the "Common Stock") reported as beneficially owned in the above table. H&F Investors IV, LLC ("H&F Investors") is the general partner of each of the H&F Partnerships. The investment decisions of each of the H&F Partnerships are made by the investment committee of H&F Investors, which indirectly exercises voting and investment power with respect to the Common Stock held by the H&F Partnerships. Accordingly, H&F Investors may be deemed to share beneficial ownership of the shares of Common Stock held by the H&F Partnerships.

(2) Pursuant to Rule 16a-1(a)(4) of the Securities Exchange Act of 1934, as amended, H&F Investors herein states that this filing shall not be deemed an admission that it is the beneficial owner of any of the shares of Common Stock covered by this Statement. H&F Investors disclaims beneficial ownership of the Common Stock, except to the extent of its pecuniary interest in such shares of Common Stock.

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Remarks:

AsÂ describedÂ inÂ AmendmentÂ No.Â 1Â toÂ ScheduleÂ 13DÂ filedÂ onÂ AugustÂ 11,Â 2006Â withÂ respectÂ toÂ the

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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