

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan for the purchase or sale of equity securities of the issuer that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

1. Name and Address of Reporting Person* <u>Gaudette Robert J</u>			2. Issuer Name and Ticker or Trading Symbol <u>NRG ENERGY, INC. [ NRG ]</u>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director _____ 10% Owner _____ <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) _____ <u>Exec VP, NRG Business</u>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>09/03/2024</u>					
<u>804 CARNEGIE CENTER</u>			4. If Amendment, Date of Original Filed (Month/Day/Year)			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person _____		
(Street) <u>PRINCETON NJ 08540</u>								
(City) (State) (Zip)								

**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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock, par value \$.01 per share	09/03/2024		M		6,422	A	\$0.0000 <sup>(1)</sup>	107,266	D	
Common Stock, par value \$.01 per share	09/03/2024		M		693	A	\$0.0000 <sup>(2)</sup>	107,959	D	
Common Stock, par value \$.01 per share	09/03/2024		F		284	D	\$0.0000 <sup>(3)</sup>	107,675 <sup>(4)</sup>	D	
Common Stock, par value \$.01 per share	09/03/2024		F		2,800	D	\$0.0000 <sup>(5)</sup>	104,875	D	

**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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Dividend Equivalent Rights	\$0.0000 <sup>(6)</sup>	09/03/2024		M	V		693	09/03/2024	09/03/2024	Common Stock, par value \$.01 per share	693	\$0.0000	0.0000	D	
Relative Performance Stock Units	\$0.0000	09/03/2024		M			6,422	09/03/2024	09/03/2024	Common Stock, par value \$.01 per share	6,422	\$79.75	0.0000	D	

**Explanation of Responses:**

- The Reporting Person was issued 6,422 Relative Performance Stock Units (RPSUs) by NRG Energy, Inc. (NRG) under NRG's Amended and Restated Long-Term Incentive Plan (LTIP) that vested subject to certain performance conditions on September 3, 2024.
- In connection with the vesting of the RPSUs described above, an incremental 693 Dividend Equivalent Rights (DERs) vested. Each DER is the economic equivalent of one share of Common Stock.
- On September 3, 2021, the Reporting Person was issued 1,947 Restricted Stock Units ("RSUs") by NRG Energy, Inc.'s Amended and Restated Long Term Incentive Plan. Each RSU is equivalent in value to one share of NRG's common stock, par value \$.01. On September 3, 2024, 651 shares vested. The Reporting Person elected to satisfy their tax obligation upon the exchange of common stock for RSUs having a value on the date of the exchange equal to the withholding obligation. This form reflects the surrender of 284 shares of common stock to satisfy the grantee's tax withholding obligation.
- In connection with the vesting of the RSUs described above, 70 DERs vested, resulting in the Reporting Person holding 1,342 dividend equivalent rights in the aggregate. Dividend equivalent rights accrue on the Reporting Person's restricted stock units or relative performance stock units, which become exercisable proportionately with the restricted stock unit or relative performance stock units.
- The Reporting Person elected to satisfy their tax withholding obligation upon the exchange of Common Stock for Relative Performance Stock Units (RPSUs) having a value on the date of the exchange equal to the withholding obligation. This form reflects the surrender of 2,800 shares of Common Stock to satisfy the Reporting Person's tax withholding obligation.
- Conversion price not applicable.

Christine Zoino, by Power of Attorney 09/05/2024

\*\* Signature of Reporting Person Date

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

\* 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).

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

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 Number.