
UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

FORM 8-K

CURRENT REPORT PURSUANT
TO SECTION 13 OR 15(D) OF THE
SECURITIES EXCHANGE ACT OF 1934

Date of report (Date of earliest event reported) **December 3, 2008**

NRG Energy, Inc.

(Exact Name of Registrant as Specified in Its Charter)

Delaware

(State or Other Jurisdiction of Incorporation)

001-15891

(Commission File Number)

41-1724239

(IRS Employer Identification No.)

211 Carnegie Center

(Address of Principal Executive Offices)

Princeton, NJ 08540

(Zip Code)

609-524-4500

(Registrant's Telephone Number, Including Area Code)

Not Applicable

(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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Item 5.02 Departure of Directors or Principal Officers; Election of Directors; Appointment of Principal Officers; Compensatory Arrangements of Certain Officers

(e) Compensatory Arrangements of Certain Officers

The Compensation Committee of the Board of Directors (the "Board") of NRG Energy, Inc. ("NRG") and the Board, in the case of the Chief Executive Officer, approved effective January 1, 2009, the 2009 base salary, equity compensation and incentive design for annual compensation for the Company's named executive officers which, based upon management's overall recommendation for senior executives of the Company in light of current market conditions, remain unchanged from the prior year. The Compensation Committee also approved, effective January 1, 2009, the 2009 base salary, equity compensation and incentive design for annual compensation for Clint Freeland, Senior Vice President and Chief Financial Officer of NRG, which was contemplated as part of Mr. Freeland's promotion to Chief Financial Officer in March 2008. Mr. Freeland's approved 2009 compensation is set forth in and filed as Exhibit 10.1 to this current report on Form 8-K.

In addition, in order to ensure compliance with Section 409A of the Internal Revenue Code, the Board of Directors approved an amendment to the employment agreement for David Crane, President and Chief Executive Officer of NRG, and to NRG's Executive Change-in-Control and General Severance Plan (the "Plan"). Furthermore, in the case of the amendment to Mr. Crane's employment agreement, changes were made to preserve the ability of the Company to deduct under Section 162(m) of the Internal Revenue Code any annual bonus compensation paid to Mr. Crane. These amendments do not otherwise alter or amend Mr. Crane's employment agreement or the Plan in any material respect. Mr. Crane's contract and the Plan will be filed with the Company's Annual Report on Form 10-K.

Item 9.01 Financial Statements and Exhibits

<u>Exhibit No.</u>	<u>Document</u>
10.1	CFO Compensation Table for 2009

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

NRG Energy, Inc.
(Registrant)

By: /s/ J. Andrew Murphy
J. Andrew Murphy
Executive Vice President and General Counsel

Dated: December 9, 2008

NRG Energy, Inc.
CFO Compensation Table for 2009

Name and Title	2009 Base Salary	2009 Annual Incentive Plan Design		Grants Under the Long Term Incentive Plan		
		Target	Maximum	Restricted Stock Units(2)	Non- Qualified Stock Options(3)	Performance Units(4)
		Clint Freeland, Senior Vice President and Chief Financial Officer	\$385,000	75%(1)	150%(1)	3,300

- (1) For fiscal 2009, Mr. Freeland's target incentive for annual incentive compensation will be 75% of base salary with a maximum opportunity of 112.5% of base salary. Incentive components for Mr. Freeland will include targets based on NRG's free cash flow and EBITDA in 2009, as well as other relevant operating performance objectives.
- (2) Each Restricted Stock Unit ("RSU") is equivalent to one share of NRG's common stock, par value \$0.01. Mr. Freeland will receive from NRG one such share of common stock for each RSU on January 2, 2012. The number of units shown is subject to change based on the NRG closing price on January 2, 2009.
- (3) Non-Qualified Stock Options will vest and become exercisable as follows: 33 1/3% on January 2, 2010, 33 1/3% on January 2, 2011 and 33 1/3% on January 2, 2012. Stock options will expire six years from the date of grant. The number of options shown is subject to change based on the NRG closing price on January 2, 2009.
- (4) Mr. Freeland will be issued Performance Units ("PU's") by NRG under its Long-Term Incentive Plan on January 2, 2009. Each PU will be paid out on January 2, 2012 if the closing price of NRG's Common Stock January 2, 2012 (the "Measurement Price") is equal to or greater than 9% growth in the NRG stock price compounded annually over three years, i.e. cost of equity at target, based on the closing share price on January 2, 2009 (the "Threshold Price"). The payout for each PU will be equal to a pro-rated amount in between one-half and one share of common stock if the Measurement Price equals or exceeds the Threshold Price but less than 12% growth in the NRG stock price compounded annually over three years, i.e. cost of equity at target, based on the closing share price on January 2, 2009 (the "Target Price"). The payout for each PU will be equal to a pro-rated amount in between one and two shares of common stock, if the Measurement Price is equal to the Target Price but less than 18% growth in the NRG stock price compounded annually over three years, i.e. cost of equity at maximum, based on the closing share price on January 2, 2009 (the "Maximum Price"). The payout for each PU will be equal to two shares of common stock if the Measurement Price is equal to or greater than the Maximum Price. The number of units shown is subject to change based on the NRG closing price on January 2, 2009.