

OMB APPROVAL	
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**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES**

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

1. Name and Address of Reporting Person* <u>H&amp;F INVESTORS IV LLC</u> <hr/> (Last) (First) (Middle) ONE MARITIME PLAZA 12TH FLOOR <hr/> (Street) SAN FRANCISCO CA 94111 <hr/> (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 08/09/2006	3. Issuer Name and Ticker or Trading Symbol <u>NRG ENERGY, INC. [ NRG ]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) <input checked="" type="checkbox"/> Other (specify below) <p style="text-align: center;">See Remarks</p>	5. 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 <input type="checkbox"/> 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 <sup>(1)(2)</sup>
Common stock, par value \$0.01 per share	1,322,024	I	See footnotes <sup>(1)(2)</sup>
Common stock, par value \$0.01 per share	524,231	I	See footnotes <sup>(1)(2)</sup>
Common stock, par value \$0.01 per share	2,358	I	See footnotes <sup>(1)(2)</sup>
Common stock, par value \$0.01 per share	169,176	I	See footnotes <sup>(1)(2)</sup>

**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 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: 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			

1. Name and Address of Reporting Person* <u>H&amp;F INVESTORS IV LLC</u> <hr/> (Last) (First) (Middle) ONE MARITIME PLAZA 12TH FLOOR <hr/> (Street) SAN FRANCISCO CA 94111 <hr/> (City) (State) (Zip)		
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1. Name and Address of Reporting Person\*

HELLMAN & FRIEDMAN CAPITAL PARTNERS IV LP

(Last) (First) (Middle)

ONE MARITIME PLAZA  
12TH FLOOR

(Street)

SAN FRANCISCO CA 94111

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

H&F TGN AIV, L.P.

(Last) (First) (Middle)

ONE MARITIME PLAZA  
12TH FLOOR

(Street)

SAN FRANCISCO CA 94111

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

H&F INTERNATIONAL PARTNERS IV-A, L.P.

(Last) (First) (Middle)

ONE MARITIME PLAZA  
12TH FLOOR

(Street)

SAN FRANCISCO CA 94111

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

H&F International Partners IV-C, L.P.

(Last) (First) (Middle)

ONE MARITIME PLAZA  
12TH FLOOR

(Street)

SAN FRANCISCO CA 94111

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

H&F EXECUTIVE FUND IV, L.P.

(Last) (First) (Middle)

ONE MARITIME PLAZA  
12TH FLOOR

(Street)

SAN FRANCISCO CA 94111

(City) (State) (Zip)

**Explanation of Responses:**

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.

**Remarks:**

As described in Amendment No. 1 to Schedule 13D filed on August 11, 2006 with respect to the Common Stock by the Reporting Persons and the other filers listed on the signature pages thereto (the "Other 13D Filers"), the H&F Partnerships and certain Other 13D Filers may be deemed to be a "group" under Section 13(d) of the Securities Exchange Act and each Reporting Person may be deemed to have beneficial ownership of 10% or more of the Common Stock. Each Reporting Person expressly disclaims membership in any such group under Section 13(d) of the Securities Exchange Act or for any other purpose.

/s/ Georgia Lee as Managing  
Director of H&F Investors IV,  
LLC 08/11/2006

/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

/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

/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

/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

/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

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 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).

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.**