SEC Form 4

FORM 4

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

		3 , 1				
Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).		Filed pursuant to Section 16(a) of the Securities Exchange Act of 193	OMB Number: 3235-0 Estimated average burden hours per response:			
		or Section 30(h) of the Investment Company Act of 1940	+	<u></u>		
1. Name and Address of Curci Brian	Reporting Person [*]	2. Issuer Name and Ticker or Trading Symbol <u>NRG ENERGY, INC.</u> [NRG]	(Check all applical Director	10% Owner		
(Last) (Firs 804 CARNEGIE CE	, , ,	3. Date of Earliest Transaction (Month/Day/Year) 09/03/2023	X Officer (g below) Exec V	vive title Other (specify below)		
,		4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joi Line)	int/Group Filing (Check Applicable		
(Street)			X Form filed by One Reporting Person			
PRINCETON NJ	08540		Form file Person	d by More than One Reporting		
(City) (Sta	te) (Zip)	Rule 10b5-1(c) Transaction Indication	1			

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

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)						5. Amount of Securities Beneficially Owned Following Reported	Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code	v	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)		(1130. 4)	
Common Stock, par value \$.01 per share	09/03/2023		F		179	D	\$0 ⁽¹⁾	70,678 ⁽²⁾	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. Transa Code (8)		n of		6. Date Exerc Expiration Da (Month/Day/Y	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	Amount or Number of Shares				

Explanation of Responses:

1. On September 3, 2021, the Reporting Person was issued a supplemental grant of 1,816 Restricted Stock Units ("RSUs") by NRG Energy, Inc. under 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, 2023, 605 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 179 shares of common stock to retrief the granted by a value of the exchange equal to the withholding obligation. satisfy the grantee's tax withholding obligation.

2. In connection with the vesting of the RSUs described above, 47 DERs vested, resulting in the Reporting Person holding 1,285 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 units or relative performance stock units.

> Christine Zoino, by Power of Attorney

** 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.

09/06/2023