

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL	
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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 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>Gaudette Robert J</u> (Last) (First) (Middle) 804 CARNEGIE CENTER (Street) PRINCETON NJ 08540 (City) (State) (Zip)	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>
	3. Date of Earliest Transaction (Month/Day/Year) <u>01/02/2024</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	
Rule 10b5-1(c) Transaction Indication <input type="checkbox"/> 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)	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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock, par value \$.01 per share	01/02/2024		M		16,189	A	\$0.0000 ⁽¹⁾	94,007	D	
Common Stock, par value \$.01 per share	01/02/2024		A		13,463 ⁽²⁾	A	\$0.0000	107,470	D	
Common Stock, par value \$.01 per share	01/02/2024		M		1,858	A	\$0.0000 ⁽³⁾	109,328	D	
Common Stock, par value \$.01 per share	01/02/2024		F		638	D	\$51.25	108,690 ⁽⁴⁾	D	
Common Stock, par value \$.01 per share	01/02/2024		F		674	D	\$0.0000	108,016 ⁽⁵⁾	D	
Common Stock, par value \$.01 per share	01/02/2024		F		1,777	D	\$0.0000	106,239 ⁽⁶⁾	D	
Common Stock, par value \$.01 per share	01/02/2024		F		5,980	D	\$51.25	100,259 ⁽⁷⁾	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	01/02/2024		M		1,858		01/02/2024	01/02/2024	Common Stock, par value \$.01 per share	1,858	\$51.25	0.0000	D	
Relative Performance Stock Units	(8)	01/02/2024		M		16,189		01/02/2024	01/02/2024	Common Stock, par value \$.01 per share	16,189	\$51.25	0.0000	D	

Explanation of Responses:

- The Reporting Person was issued 16,189 Relative Performance Stock Units by NRG Energy, Inc. under the Amended and Restated Long-Term Incentive Plan that vested subject to certain performance conditions on January 2, 2024.
- Represents Restricted Stock Units issued to the Reporting Person under the LTIP. Each RSU is equivalent in value to one share of Common Stock, par value \$.01 per share. The Reporting Person will receive from NRG one such share of Common Stock for each RSU that will vest ratably over a three-year period beginning on the first anniversary date of the grant.
- In connection with the vesting of the RPSUs described above, an incremental 1,858 DERs vested. Dividend equivalent rights accrue on the restricted stock units, market stock units or relative performance stock units to which they relate and may only be settled in NRG common stock. Each dividend equivalent right is the economic equivalent of one share of NRG common stock.
- On January 2, 2021, the Reporting Person was issued 5,774 RSUs by NRG under the LTIP. On January 2, 2024, 1,929 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 638 shares of Common Stock to satisfy the Reporting Person's tax withholding obligation. In connection with the vesting of the RSUs, 221 DERs vested, resulting in the Reporting Person holding 1,303 DERs in the aggregate.
- On January 2, 2022, the Reporting Person was issued 7,186 RSUs by NRG under the LTIP. On January 2, 2024, 2,393 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 674 shares of Common Stock to satisfy the Reporting Person's tax withholding obligation. In connection with the vesting of the RSUs, 189 DERs vested, resulting in the Reporting Person holding 1,114 DERs in the aggregate.
- On January 2, 2023, the Reporting Person was issued 21,053 RSUs by NRG under the LTIP. On January 2, 2024, 7,010 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 1,777 shares of Common Stock to satisfy the Reporting Person's tax withholding obligation. In connection with the vesting of the RSUs, 288 DERs vested, resulting in the Reporting Person holding 826 DERs in the aggregate.
- The Reporting Person elected to satisfy their tax withholding obligation upon the exchange of Common Stock for Relative Performance Stock Units having a value on the date of the exchange equal to the withholding obligation. This form reflects the surrender of 5,980 shares of Common Stock to satisfy their tax withholding obligation.
- Conversion Price not applicable.

Christine Zoino, by Power of Attorney

01/05/2024

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.