

NRG ENERGY, INC.
Form 4
February 15, 2017

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
Wilder John C Jr

(Last) (First) (Middle)

BLUESCAPE ENERGY PARTNERS LLC, 200 CRESCENT COURT, SUITE 200

(Street)

DALLAS, TX 75201

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
NRG ENERGY, INC. [NRG]

3. Date of Earliest Transaction (Month/Day/Year)
02/13/2017

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)

Form filed by One Reporting Person
 Form filed by More than One Reporting Person

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 Ownership (Instr. 4)
				(A) or (D) Code V Amount (D) Price			
Common Stock, par value \$.01 per share	02/13/2017		A	8,060 A 11	8,060	D	
Common Stock, par value \$.01 per share					7,807,214	I	See Footnotes (2) (3)

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

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(9-02)

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 Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned (Instr. 5)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Wilder John C Jr BLUESCAPE ENERGY PARTNERS LLC 200 CRESCENT COURT, SUITE 200 DALLAS, TX 75201		X		

Signatures

/s/ Brian Curci, by Power of Attorney
Date: 02/15/2017
**Signature of Reporting Person

Explanation of Responses:

- * 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).
- (1) Mr. Wilder (the "Reporting Person") was issued Deferred Stock Units ("DSUs") by NRG Energy, Inc. under NRG Energy, Inc.'s Amended and Restated Long-Term Incentive Plan on February 13, 2017. Each DSU was equivalent in value to one share of NRG Energy, Inc.'s Common Stock, par value \$.01 per share. On February 13, 2017, the Reporting Person received from NRG Energy, Inc. one such share of Common Stock in exchange for each DSU he was issued on that same date.
- (2) Represents shares of common stock, \$0.01 par value (the "Common Stock") of NRG Energy, Inc., directly beneficially owned by BEP Special Situations 2 LLC. The Reporting Person may be deemed to beneficially own such shares as he is the manager of Bluescape Resources GP Holdings LLC, which is acting as the manager of Bluescape Energy Partners III GP LLC, which is acting as the general partner of Bluescape Energy Recapitalization and Restructuring Fund III LP ("Main Fund"), and Main Fund is acting as a managing member of BEP Special Situations 2 LLC.

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(3) The Reporting Person disclaims beneficial ownership in such Common Stock except to the extent of his pecuniary interest therein.

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

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