

---

---

**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): **November 30, 2017**

**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.)

**804 Carnegie Center, Princeton, New Jersey 08540**  
(Address of principal executive offices, including zip code)

**(609) 524-4500**  
(Registrant's telephone number, including area code)

**N/A**  
(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:

- 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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

---

---

**Item 8.01. Other Events.**

On November 30, 2017, NRG Energy, Inc. (“NRG”) issued a press release announcing its proposed offering of \$870 million in aggregate principal amount of senior notes due 2028 (the “Offering”). A copy of the press release announcing the Offering is attached hereto as Exhibit 99.1 and incorporated by reference herein.

Also on November 30, 2017, NRG issued a press release announcing the commencement of a tender offer to purchase any and all of the approximately \$869.2 million outstanding aggregate principal amount of its 6.625% senior notes due 2023 (the “Tender Offer”). A copy of the press release announcing the Tender Offer is attached hereto as Exhibit 99.2 and incorporated by reference herein.

Additionally, on November 30, 2017, NRG issued a press release announcing the pricing of the senior notes to be issued and sold pursuant to the Offering. A copy of the press release announcing the pricing of the senior notes to be issued and sold pursuant to the Offering is attached hereto as Exhibit 99.3 and incorporated by reference herein.

**Item 9.01. Financial Statements and Exhibits.**

(d) *Exhibits*

<b>Exhibit No.</b>	<b>Description</b>
99.1	<a href="#"><u>Press Release, dated November 30, 2017, announcing the Offering.</u></a>
99.2	<a href="#"><u>Press Release, dated November 30, 2017, announcing the Tender Offer.</u></a>
99.3	<a href="#"><u>Press Release, dated November 30, 2017, announcing pricing of the Offering.</u></a>

**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.

November 30, 2017

**NRG Energy, Inc.**  
(Registrant)

By: /s/ Brian E. Curci  
Brian E. Curci  
Corporate Secretary



### **NRG Energy, Inc. Announces Proposed Offering of Senior Notes**

PRINCETON, N.J.—November 30, 2017—NRG Energy, Inc. (NYSE:NRG) intends to commence an offering of \$870 million in aggregate principal amount of senior notes due 2028 (the “New Notes”). The New Notes will be senior unsecured obligations of NRG and will be guaranteed by certain of its subsidiaries.

NRG intends to use the proceeds from the offering, together with cash on hand, to repurchase any and all of the approximately \$869.2 million outstanding aggregate principal amount of its 6.625% senior notes due 2023 (the “2023 Notes”) and to pay fees and expenses related to the offering of the New Notes and incurred in connection with the repurchase of the 2023 Notes.

The New Notes and related guarantees are being offered only to qualified institutional buyers in reliance on Rule 144A under the Securities Act of 1933, as amended (the “Securities Act”), or, outside the United States, to persons other than “U.S. persons” in compliance with Regulation S under the Securities Act. The notes and related guarantees have not been registered under the Securities Act or the securities laws of any other jurisdiction and may not be offered or sold in the United States absent registration or an applicable exemption from the registration requirements. This notice is issued pursuant to Rule 135c of the Securities Act, and does not constitute an offer to sell the notes, nor a solicitation for an offer to purchase the notes.

#### **About NRG**

NRG is the leading integrated power company in the U.S., built on the strength of our diverse competitive electric generation portfolio and leading retail electricity platform. A Fortune 500 company, NRG creates value through best-in-class operations, reliable and efficient electric generation, and a retail platform serving residential and commercial businesses. Working with electricity customers large and small, we implement sustainable solutions for producing and managing energy, developing smarter energy choices and delivering exceptional service as our retail electricity providers serve almost three million residential and commercial customers throughout the country.

#### **Forward-Looking Statements**

This communication contains forward-looking statements that may state NRG’s or its management’s intentions, beliefs, expectations or predictions for the future. Such forward-looking statements are subject to certain risks, uncertainties and assumptions, and typically can be identified by the use of words such as “will,” “expect,” “estimate,” “anticipate,” “forecast,” “plan,” “believe” and similar terms. Although NRG believes that its expectations are reasonable, it can give no assurance that these expectations will prove to have been correct, and actual results may vary materially. Factors that could cause actual results to differ materially from those contemplated above include, among others, risks and uncertainties related to the capital markets generally and whether NRG will offer the New Notes or consummate the offering, the anticipated terms of the New Notes and the anticipated use of proceeds.

---

The foregoing review of factors that could cause NRG's actual results to differ materially from those contemplated in the forward-looking statements included herein should be considered in connection with information regarding risks and uncertainties that may affect NRG's future results included in NRG's filings with the SEC at [www.sec.gov](http://www.sec.gov).

**Contacts:**

**Media:**

Sheri Woodruff  
609.524.4608

Marijke Shugrue  
609.524.5262

**Investors:**

Kevin L. Cole, CFA  
609.524.4526

Lindsey Puchyr  
609.524.4527

---



**NRG Energy, Inc. Announces Cash Tender Offer for Any and All of Its Outstanding 6.625% Senior Notes Due 2023**

PRINCETON, N.J.—November 30, 2017—NRG Energy, Inc. (NYSE:NRG) announced that it has commenced a tender offer to purchase any and all of the approximately \$869.2 million outstanding aggregate principal amount of its 6.625% senior notes due 2023 (the “2023 Notes”) through a cash tender offer with the net proceeds from NRG’s concurrent private placement of \$870 million in aggregate principal amount of senior notes due 2028 (the “New Notes”), which was also announced today by NRG, as well as with cash on hand. The tender offer is being made pursuant to offers to purchase and consent solicitation statements and related letters of transmittal, each dated as of November 30, 2017. The tender offer will expire at 11:59 p.m., New York City time, on December 28, 2017 (as such time and date may be extended, the “expiration date”).

In connection with the tender offer, NRG is soliciting the consents of holders of the 2023 Notes to certain proposed amendments to the indentures governing the 2023 Notes (the “indentures”). The primary purpose of the consent solicitation and proposed amendments is to eliminate substantially all of the restrictive covenants and certain events of default and related provisions, and to reduce the notice period required for optional redemption of the 2023 Notes. NRG intends to redeem any 2023 Notes that remain outstanding after the expiration of the tender offer as promptly as practicable after the expiration date in accordance with the terms of the applicable indenture, as such indentures are amended pursuant to the proposed amendments.

Under the terms of the tender offer, holders of the 2023 Notes that validly tender and do not validly withdraw their 2023 Notes and consents prior to 5:00 p.m. New York City time on December 13, 2017 (as such time and date may be extended, the “consent date”) will receive the “total consideration” of \$1,036.25 per \$1,000 principal amount of notes, which includes the consent payment of \$30.00 per \$1,000 principal amount of notes, plus an amount equal to any accrued and unpaid interest up to, but not including, the initial payment date. Holders of the 2023 Notes that validly tender their 2023 Notes after the consent date but on or before the expiration date will receive only the “tender offer consideration” of \$1,006.25 per \$1,000 principal amount of notes, plus an amount equal to any accrued and unpaid interest up to, but not including, the final payment date. Holders of notes tendered after the consent date will not receive the consent payment.

---

This press release does not constitute a notice of redemption under the optional redemption provisions of the indentures governing the 2023 Notes, nor does it constitute an offer to sell, or a solicitation of an offer to buy, any security, including the New Notes, nor does it constitute an offer, solicitation or sale in any jurisdiction in which such offer, solicitation or sale is unlawful.

The tender offer is contingent upon the satisfaction of certain conditions, including the condition that NRG shall have raised at least \$870 million in gross proceeds from the offering of the New Notes on or prior to the initial payment date. Adoption of the proposed amendments is not a condition to the obligation of NRG to purchase the 2023 Notes under the tender offer. Full details of the terms and conditions of the tender offer and consent solicitation are included in NRG's offers to purchase and consent solicitation statements, dated November 30, 2017.

Requests for documents relating to the tender offer and consent solicitation may be directed to D.F. King & Co., Inc., the Information Agent, at (800) 269-6427 (Toll-Free) or (212) 269-5550. Citigroup Global Markets Inc. will act as Dealer Manager and Solicitation Agent for the tender offer and the consent solicitation. Questions regarding the tender offer and consent solicitation may be directed to Citigroup Global Markets Inc. at 388 Greenwich Street, 7th Floor, New York, New York 10013, Attn: Liability Management Group, (800) 558-3745 (U.S. Toll-Free) or (212) 723-6106 (Collect).

#### **About NRG**

NRG is the leading integrated power company in the U.S., built on the strength of our diverse competitive electric generation portfolio and leading retail electricity platform. A Fortune 500 company, NRG creates value through best-in-class operations, reliable and efficient electric generation, and a retail platform serving residential and commercial businesses. Working with electricity customers large and small, we implement sustainable solutions for producing and managing energy, developing smarter energy choices and delivering exceptional service as our retail electricity providers serve almost three million residential and commercial customers throughout the country.

#### **Forward-Looking Statements**

This communication contains forward-looking statements that may state NRG's or its management's intentions, beliefs, expectations or predictions for the future. Such forward-looking statements are subject to certain risks, uncertainties and assumptions, and typically can be identified by the use of words such as "will," "expect," "estimate," "anticipate," "forecast," "plan," "believe" and similar terms. Although NRG believes that its expectations are reasonable, it can give no assurance that these expectations will prove to have been correct, and actual results may vary materially. Factors that could cause actual results to differ materially from those contemplated above include, among others, risks and uncertainties related to the capital markets generally and whether NRG will offer the New Notes or consummate the offering, the anticipated terms of the New Notes and the anticipated use of proceeds.

The foregoing review of factors that could cause NRG's actual results to differ materially from those contemplated in the forward-looking statements included herein should be considered in connection with information regarding risks and uncertainties that may affect NRG's future results included in NRG's filings with the SEC at [www.sec.gov](http://www.sec.gov).

---

**Contacts:**

**Media:**

Sheri Woodruff  
609.524.4608

Marijke Shugrue  
609.524.5262

**Investors:**

Kevin L. Cole, CFA  
609.524.4526

Lindsey Puchyr  
609.524.4527

---



### **NRG Energy, Inc. Prices Senior Notes Offering**

PRINCETON, N.J.—November 30, 2017—NRG Energy, Inc. (NYSE:NRG) has priced its offering of \$870 million in aggregate principal amount of 5.75% senior notes due 2028 (the “New Notes”). The New Notes will be senior unsecured obligations of NRG and will be guaranteed by certain of its subsidiaries.

The New Notes mature on January 15, 2028. The offering is expected to close on December 7, 2017, subject to customary closing conditions.

NRG intends to use the net proceeds from the offering, together with cash on hand, to repurchase any and all of the approximately \$869.2 million outstanding aggregate principal amount of its 6.625% senior notes due 2023 (the “2023 Notes”) and to pay fees and expenses related to the offering of the New Notes and incurred in connection with the repurchase of the 2023 Notes.

The New Notes and related guarantees are being offered only to qualified institutional buyers in reliance on Rule 144A under the Securities Act of 1933, as amended (the “Securities Act”), or, outside the United States, to persons other than “U.S. persons” in compliance with Regulation S under the Securities Act. The notes and related guarantees have not been registered under the Securities Act or the securities laws of any other jurisdiction and may not be offered or sold in the United States absent registration or an applicable exemption from the registration requirements. This notice is issued pursuant to Rule 135c of the Securities Act, and does not constitute an offer to sell the notes, nor a solicitation for an offer to purchase the notes.

#### **About NRG**

NRG is the leading integrated power company in the U.S., built on the strength of our diverse competitive electric generation portfolio and leading retail electricity platform. A Fortune 500 company, NRG creates value through best-in-class operations, reliable and efficient electric generation, and a retail platform serving residential and commercial businesses. Working with electricity customers large and small, we implement sustainable solutions for producing and managing energy, developing smarter energy choices and delivering exceptional service as our retail electricity providers serve almost three million residential and commercial customers throughout the country.

---

## Forward-Looking Statements

This communication contains forward-looking statements that may state NRG's or its management's intentions, beliefs, expectations or predictions for the future. Such forward-looking statements are subject to certain risks, uncertainties and assumptions, and typically can be identified by the use of words such as "will," "expect," "estimate," "anticipate," "forecast," "plan," "believe" and similar terms. Although NRG believes that its expectations are reasonable, it can give no assurance that these expectations will prove to have been correct, and actual results may vary materially. Factors that could cause actual results to differ materially from those contemplated above include, among others, risks and uncertainties related to the capital markets generally and whether NRG will offer the New Notes or consummate the offering, the anticipated terms of the New Notes and the anticipated use of proceeds.

The foregoing review of factors that could cause NRG's actual results to differ materially from those contemplated in the forward-looking statements included herein should be considered in connection with information regarding risks and uncertainties that may affect NRG's future results included in NRG's filings with the SEC at [www.sec.gov](http://www.sec.gov).

### Contacts:

**Media:**

Sheri Woodruff  
609.524.4608

Marijke Shugrue  
609.524.5262

**Investors:**

Kevin L. Cole, CFA  
609.524.4526

Lindsey Puchyr  
609.524.4527

---