

NRG ENERGY, INC.  
Form 8-K  
May 23, 2016

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

WASHINGTON, D.C. 20549

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**FORM 8-K**

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**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of  
the Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): **May 23, 2016**

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**NRG Energy, Inc.**

(Exact name of registrant as specified in its charter)

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**Delaware**

(State or Other Jurisdiction of  
Incorporation)

**001-15891**

(Commission File Number)

**41-1724239**

(IRS Employer Identification No.)

**211 Carnegie Center  
Princeton, NJ**

**08540**

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(Address of Principal Executive Offices)

(Zip Code)

**(609) 524-4500**

(Registrant's Telephone Number, Including Area Code)

**N/A**

(Former Name or Former Address, if Changed Since Last Report.)

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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:

- o Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - o Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 1.01 Entry into a Material Definitive Agreement.**

On May 23, 2016, NRG Energy, Inc. ( "NRG" ) completed the sale of \$1.0 billion aggregate principal amount of 7.250% senior notes due 2026 (the "Senior Notes" ) pursuant to the terms of the purchase agreement, dated May 9, 2016 (the "Purchase Agreement" ), among NRG, the guarantors named therein, and the initial purchasers named therein (the "Initial Purchasers" ). The Senior Notes were issued under a base indenture, dated May 23, 2016 (the "Base Indenture" ), between NRG and Law Debenture Trust Company of New York, as trustee (the "Trustee" ), as supplemented by a supplemental indenture, dated May 23, 2016 (the "Supplemental Indenture" and together with the Base Indenture, the "Indenture" ) among NRG, the guarantors named therein and the Trustee. The Indenture and the form of Senior Note, which is attached as an exhibit to the Supplemental Indenture, provides, among other things, that the Senior Notes will be senior unsecured obligations of NRG. Interest is payable on the Senior Notes on May 15 and November 15 of each year beginning on November 15, 2016 until their maturity date of May 15, 2026.

The terms of the Indenture, among other things, limit the ability of NRG and certain of its subsidiaries to create liens on assets and consolidate, merge or transfer all or substantially all of its assets and the assets of its subsidiaries.

The Indenture provides for customary events of default, which include (subject in certain cases to customary grace and cure periods), among others: nonpayment of principal or interest; breach of other agreements in the indentures; defaults in failure to pay certain other indebtedness; the rendering of judgments to pay certain amounts of money against NRG and its subsidiaries; the failure of certain guarantees to be enforceable; and certain events of bankruptcy or insolvency. Generally, if an event of default occurs and is not cured within the time periods specified, the Trustee or the holders of at least 25% in principal amount of the then outstanding series of Senior Notes may declare all the Senior Notes of such series to be due and payable immediately.

The Senior Notes were sold to the Initial Purchasers for resale to qualified institutional buyers under Rule 144A and to persons outside the United States under Regulation S. Pursuant to the terms of the registration rights agreement, dated May 23, 2016 (the "Registration Rights Agreement" ), among NRG, the guarantors named therein, and the Initial Purchasers, NRG has agreed to offer to exchange substantially identical senior notes that have been registered under the Securities Act of 1933, as amended (the "Securities Act" ), for the Senior Notes, or, in certain circumstances, to register resales of the Senior Notes.

The Senior Notes were issued in a transaction exempt from registration under the Securities Act or any state securities laws. Therefore, Senior Notes may not be offered or sold in the United States absent registration or an applicable exemption from the registration requirements of the Securities Act and any applicable state securities laws. This Form 8-K and the Exhibits hereto do not constitute an offer to sell any securities or a solicitation of an offer to purchase any securities.

The Base Indenture, Supplemental Indenture, the form of Senior Notes and the Registration Rights Agreement, are filed as exhibits 4.1, 4.2, 4.3 and 4.4, respectively, to this Current Report on Form 8-K and are incorporated herein by reference.

**Item 2.03 Creation of a Direct Financial Obligation or an Obligation Under an Off-Balance Sheet Arrangement of the Registrant.**

The disclosures under Item 1.01 of this Current Report on Form 8-K relating to the Indenture and the form of Senior Notes are also responsive to Item 2.03 of this report and are incorporated by reference into this Item 2.03.

**Item 8.01 Other Events.**

On May 23, 2016, NRG issued a press release announcing amendments to its offer (the Tender Offer ) to purchase a portion of its outstanding 7.625% senior notes due 2018, 8.250% senior notes due 2020, 7.875% senior notes due 2021, 6.250% senior notes due 2022, 6.625% senior notes due 2023 and 6.250% senior notes due 2024. A

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copy of that press release is attached as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein by reference.

On May 23, 2016, NRG also issued a press release announcing the early tender results of the Tender Offer. A copy of that press release is attached as Exhibit 99.2 to this Current Report on Form 8-K and is incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits**

(d) Exhibits

<b>Exhibit No.</b>	<b>Document</b>
4.1	Indenture, dated May 23, 2016, between NRG Energy, Inc. and Law Debenture Trust Company of New York.
4.2	Supplemental Indenture, dated May 23, 2016, among NRG Energy, Inc., the guarantors named therein and Law Debenture Trust Company of New York.
4.3	Form of 7.250% Senior Note due 2026 (incorporated by reference to Exhibit 4.2 filed herewith).
4.4	Registration Rights Agreement, dated May 23, 2016, among NRG Energy, Inc., the guarantors named therein and Deutsche Bank Securities Inc., as representative to the initial purchasers listed in Schedule I thereto.
99.1	Press Release, dated May 23, 2016.
99.2	Press Release, dated May 23, 2016.

**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, thereunto duly authorized.

**NRG Energy, Inc.**

By: /s/ Brian Curci  
Brian Curci  
Deputy General Counsel & Corporate Secretary

Dated: May 23, 2016

**Exhibit Index**

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