

NRG ENERGY, INC.

Form 4

August 31, 2018

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

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**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

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
NRG ENERGY, INC.

(Last) (First) (Middle)

C/O NRG YIELD, INC., 211
CARNEGIE CENTER

(Street)

PRINCETON, NJ 08540

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
NRG Yield, Inc. [NYLD]

3. Date of Earliest Transaction
(Month/Day/Year)
08/31/2018

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
X 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 Indirect Beneficial Ownership (Instr. 4)
				(A) or (D)			
			Code	V	Amount	(D)	Price

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

**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 control
number.**

SEC 1474
(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	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities Acquired	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)

Edgar Filing: NRG ENERGY, INC. - Form 4

(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	(A) or Disposed of (D) (Instr. 3, 4, and 5)							
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Class B Units of NRG Yield LLC	<u>(1)</u>	08/31/2018	<u>J</u>		42,738,750		<u>(1)</u>	<u>(1)</u>	Class A Common Stock	42,738,7	
Class D Units of NRG Yield LLC	<u>(1)</u>	08/31/2018	<u>J</u>		42,738,750		<u>(1)</u>	<u>(1)</u>	Class C Common Stock	42,738,7	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
NRG ENERGY, INC. C/O NRG YIELD, INC. 211 CARNEGIE CENTER PRINCETON, NJ 08540			X	

Signatures

/s/ Brian Curci, Authorized
Representative

08/31/2018

__Signature of Reporting Person

Date

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) Pursuant to an amended and restated exchange agreement, dated May 14, 2015 (the "Exchange Agreement"), the Class B Units of NRG Yield LLC ("Class B Units") are exchangeable at any time for shares of Class A Common Stock of the Issuer ("Class A Common Stock"), and the Class D Units of NRG Yield LLC ("Class D Units") are exchangeable at any time for shares of Class C Common Stock of the Issuer ("Class C Common Stock"), in each case on a one-for-one basis, subject to equitable adjustments for stock splits, stock dividends and reclassifications. Pursuant to the Exchange Agreement, as Class B Units are exchanged for shares of Class A Common Stock and as Class D Units are exchanged for shares of Class C Common Stock, an equivalent number of shares of Class B Common Stock of the Issuer ("Class B Common Stock") and shares of Class D Common Stock of the Issuer ("Class D Common Stock"), respectively, will automatically be cancelled.

(2) On August 31, 2018, NRG Repowering Holdings LLC, a wholly owned subsidiary of the Reporting Person (together with the Reporting Person, the "NRG Parties"), sold 100% of the outstanding membership interests of Zephyr Renewables LLC (the "Company"), pursuant to a purchase and sale agreement, dated February 6, 2018, for total consideration of approximately \$1,347,000,000. At the time of sale, the Company owned (i) 100% of the Class B Common Stock and 100% of the Class D Common Stock and (ii) 100% of the Class B Units and 100% of the Class D Units.

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

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.