

Moser Christopher  
 Form 3  
 January 04, 2018

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF 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 * |         | 2. Date of Event Requiring Statement | 3. Issuer Name <b>and</b> Ticker or Trading Symbol |  |
| Moser Christopher                         |         | (Month/Day/Year)                     | NRG ENERGY, INC. [NRG]                             |  |
| (Last)                                    | (First) | (Middle)                             | 4. Relationship of Reporting Person(s) to Issuer   | 5. If Amendment, Date Original Filed(Month/Day/Year)                   |
|   |         | 01/02/2018                           |  |  |
| NRG ENERGY, INC., 804                     |         |                                      | (Check all applicable)                             |  |
| CARNEGIE CENTER                           |         |                                      | <input type="checkbox"/> Director                  | <input type="checkbox"/> 10% Owner                                     |
| (Street)                                  |         |                                      | <input checked="" type="checkbox"/> Officer        | <input type="checkbox"/> Other   |
|   |         |                                      | (give title below)                                 | (specify below)  |
|   |         |                                      | Exec Vice Pres, Operations                         |  |
| PRINCETON, NJ 08540                       |         |                                      |  | 6. Individual or Joint/Group Filing(Check Applicable Line)             |
| (City)                                    | (State) | (Zip)                                |  | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
|   |         |                                      |  | <input type="checkbox"/> Form filed by More than One Reporting Person  |

**Table I - Non-Derivative Securities Beneficially Owned**

| 1. Title of Security<br>(Instr. 4)      | 2. Amount of Securities Beneficially Owned<br>(Instr. 4) | 3. Ownership Form:<br>Direct (D)<br>or Indirect (I)<br>(Instr. 5) | 4. Nature of Indirect Beneficial Ownership<br>(Instr. 5) |
|---|--|---|--|
| Common Stock, par value \$.01 per share | 91,751 <sup>(1)</sup>                                    | D   |  |

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

SEC 1473 (7-02)

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**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

| 1. Title of Derivative Security<br>(Instr. 4) | 2. Date Exercisable and Expiration Date<br>(Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security<br>(Instr. 4)<br><br>Title | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security:<br>Direct (D) | 6. Nature of Indirect Beneficial Ownership<br>(Instr. 5) |
|---|---|---|--|---|--|
|---|---|---|--|---|--|

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|                                  | Date Exercisable | Expiration Date | Amount or Number of Shares                        |                          | or Indirect (I) (Instr. 5) |   |
|----------------------------------|------------------|-----------------|---|--------------------------|----------------------------|---|
| Non-Qualified Stock Option       | 01/04/2010       | 01/04/2020      | Common Stock, par value \$.01 per share<br>4,600  | \$ 23.87                 | D                          | Â |
| Non-Qualified Stock Option       | 10/15/2010       | 10/15/2020      | Common Stock, par value \$.01 per share<br>16,700 | \$ 20.86                 | D                          | Â |
| Non-Qualified Stock Option       | 01/03/2011       | 01/03/2021      | Common Stock, par value \$.01 per share<br>14,200 | \$ 19.83                 | D                          | Â |
| Market Stock Units               | 01/02/2018       | 01/02/2018      | Common Stock, par value \$.01 per share<br>11,743 | \$ <u>(2)</u> <u>(3)</u> | D                          | Â |
| Market Stock Units               | 01/04/2019       | 01/04/2019      | Common Stock, par value \$.01 per share<br>24,906 | \$ <u>(4)</u> <u>(5)</u> | D                          | Â |
| Relative Performance Stock Units | 01/03/2020       | 01/03/2020      | Common Stock, par value \$.01 per share<br>26,320 | \$ <u>(6)</u> <u>(7)</u> | D                          | Â |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                              |       |
|---|---------------|-----------|------------------------------|-------|
|   | Director      | 10% Owner | Officer                      | Other |
| Moser Christopher<br>NRG ENERGY, INC.<br>804 CARNEGIE CENTER<br>PRINCETON, NJ 08540 | Â             | Â         | Â Exec Vice Pres, Operations | Â     |

## Signatures

/s/ Brian Curci, by Power of Attorney  
01/03/2018

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, see Instruction 5(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)

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Includes 38,806 Restricted Stock Units ("RSUs") issued to Mr. Moser by NRG Energy, Inc. under NRG's Long Term Incentive Plan ("LTIP") and 2,385 Dividend Equivalent Rights ("DERs"). Each RSU is equivalent in value to one share of NRG's Common Stock, par value \$.01. Upon vesting of the RSUs, Mr. Moser will receive from NRG the following: (i) 6,375 shares issued on January 2, 2018; (ii) 5,584 shares issued on January 3, 2018; (iii) 5,584 shares issued on January 3, 2019; (iv) 15,662 shares issued on January 4, 2019; and (v) 5,601 shares issued on January 3, 2020. Each DER will accrue on Mr. Moser's RSUs, Market Stock Units ("MSUs") or Relative Performance Stock Units ("RPSUs") and will become exercisable proportionately with the RSUs, MSUs, or RPSUs to which they relate and can only be settled in NRG common stock. Each DER is the economic equivalent to one share of NRG common stock.

(2) Mr. Moser was issued 11,743 MSUs by NRG under the LTIP on January 2, 2015. The MSUs will convert to shares of NRG Common Stock on January 2, 2018 only in the event the Company has achieved a certain level of total shareholder return ("TSR"). TSR will consist of the average of the closing price of NRG's Common Stock on January 2, 2018 and the nineteen preceding trading days and any dividends paid since the grant date as determined by the Compensation Committee.

(3) Mr. Moser will receive a maximum of 23,486 shares of Common Stock if the Company has achieved a 100% increase in TSR since the grant date (the "Maximum"); 11,743 shares of Common Stock if there is no change in TSR since the grant date (the "Target"), or 8,807 shares of Common Stock if there is a 25% decrease in TSR since the grant date (the "Threshold"). Mr. Moser will not receive any shares of Common Stock if TSR has decreased by more than 25% since the grant date. The number of shares of Common Stock that Mr. Moser may receive is interpolated for TSR falling between Threshold, Target, and Maximum levels.

(4) Mr. Moser was issued 24,906 MSUs by NRG under the LTIP on January 4, 2016. The MSUs will convert to shares of NRG Common Stock on January 4, 2019 only in the event the Company has achieved a certain level of TSR. TSR will consist of the average of the closing price of NRG's Common Stock on January 2, 2018 and the nineteen preceding trading days and any dividends paid since the grant date as determined by the Compensation Committee.

(5) Mr. Moser will receive a maximum of 49,812 shares of Common Stock if the Company has achieved a 100% increase in TSR since the grant date (the "Maximum"); 24,906 shares of Common Stock if there is no change in TSR since the grant date (the "Target"), or 18,680 shares of Common Stock if there is a 25% decrease in TSR since the grant date (the "Threshold"). Mr. Moser will not receive any shares of Common Stock if TSR has decreased by more than 25% since the grant date. The number of shares of Common Stock that Mr. Moser may receive is interpolated for TSR falling between Threshold, Target, and Maximum levels.

(6) Mr. Moser was issued 26,320 RPSUs by NRG under the LTIP on January 3, 2017. The RPSUs will convert to shares of NRG Common Stock on January 3, 2020 only in the event the Company has achieved a certain level of TSRs relative to the Peer Group (defined below) over a three-year performance period. The number of shares of Common Stock that the Reporting Person may receive is interpolated for TSR falling between Threshold, Target, and Maximum levels as described below.

(7) Mr. Moser will receive (i) a maximum of 52,640 shares of Common Stock if the Company's TSR is ranked at or above the 75th percentile relative to a peer group of companies approved by the Company's Compensation Committee (the "Peer Group") for the performance period (the "Maximum"); (ii) 26,320 shares of Common Stock if the Company's TSR is ranked at the 55th percentile relative to the Peer Group for the performance period (the "Target"); provided, however, if TSR is less than negative fifteen percent (-15%), the Company's TSR must be ranked at the 65th percentile relative to the Peer Group for the performance period to receive the Target award; or (iii) 6,580 shares of Common Stock if the Company's TSR is ranked at the 25th percentile relative to the Peer Group for the performance period (the "Threshold"). Mr. Moser will not receive any shares of Common Stock if the Company's TSR is below the 25th percentile relative to the Peer Group for the performance period.

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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