

NRG ENERGY, INC.
Form 4
August 31, 2018

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 *
NRG ENERGY, INC.

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

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

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

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

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

PRINCETON, NJ 08540

(City) (State) (Zip)

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 Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | | (A) or (D) | Amount | | |
| | | | | Code | V | | |
| | | | | | Amount | | |
| | | | | | (D) | | |
| | | | | | Price | | |

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

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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) |
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|---|--|---|
| | | | | | | | |

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| (Instr. 3) | Price of Derivative Security | (Month/Day/Year) | (Instr. 8) | (A) or Disposed of (D) (Instr. 3, 4, and 5) | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
|--|------------------------------------|------------------|-------------------------|---|------------|---------------------|--------------------|----------------------------|----------------------------------|
| | | | | Code | V | | | | |
| Class B Units of NRG Yield LLC | <u>(1)</u> | 08/31/2018 | <u>J</u> ⁽²⁾ | | 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> ⁽²⁾ | | 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 |
| <u> </u> 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.