

NRG ENERGY, INC.  
Form 8-K  
April 30, 2015

**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): **April 29, 2015**

**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.)

**211 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)

## Edgar Filing: NRG ENERGY, INC. - Form 8-K

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))
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**Item 1.01 Entry Into a Material Definitive Agreement.**

*One Hundred-Sixteenth Supplemental Indenture*

On April 29, 2015, NRG Energy, Inc. ( *NRG* ), the subsidiaries of NRG currently party to the Indenture (defined below), NRG SPV #1 LLC (the *Guaranteeing Subsidiary* ), and Law Debenture Trust Company of New York, as trustee (the *Trustee* ), entered into the one hundred-sixteenth supplemental indenture (the *One Hundred-Sixteenth Supplemental Indenture* ), supplementing the indenture, dated as of February 2, 2006 (the *Base Indenture* ), as supplemented by (i) the thirty-sixth supplemental indenture, dated as of August 20, 2010 (the *Thirty-Sixth Supplemental Indenture* ), among NRG, the guarantors party thereto and the Trustee, pursuant to which NRG issued \$1,100,000,000 aggregate principal amount of 8.25% senior notes due 2020 (the *2020 Notes* ), (ii) the forty-second supplemental indenture, dated as of January 26, 2011 (the *Forty-Second Supplemental Indenture* ), among NRG, the guarantors party thereto and the Trustee, pursuant to which NRG issued \$1,200,000,000 aggregate principal amount of 7.625% senior notes due 2018 (the *2018 Notes* ), (iii) the fifty-first supplemental indenture, dated as of May 24, 2011 (the *Fifty-First Supplemental Indenture* ), among NRG, the guarantors party thereto and the Trustee, pursuant to which NRG issued \$1,200,000,000 aggregate principal amount of 7.875% senior notes due 2021 (the *2021 Notes* ), (iv) the seventieth supplemental indenture, dated as of September 24, 2012 (the *Seventieth Supplemental Indenture* ), among NRG, the guarantors party thereto and the Trustee, pursuant to which NRG issued \$990,000,000 aggregate principal amount of 6.625% senior notes due 2023 (the *2023 Notes* ), and (v) the one hundred-ninth supplemental indenture, dated as of January 27, 2014 (the *One Hundred-Ninth Supplemental Indenture*, and together with the *Base Indenture*, the *Thirty-Sixth Supplemental Indenture*, the *Forty-Second Supplemental Indenture*, the *Fifty-First Supplemental Indenture* and the *Seventieth Supplemental Indenture*, each as further supplemented and amended to the date hereof, the *Indenture* ), among NRG, the guarantors party thereto and the Trustee, pursuant to which NRG issued \$1,100,000,000 aggregate principal amount of 6.250% senior notes due 2022 (the *2022 Notes*, and collectively with the *2020 Notes*, the *2018 Notes*, *2021 Notes* and the *2023 Notes*, the *Notes* ). Pursuant to the *One Hundred-Sixteenth Supplemental Indenture*, the *Guaranteeing Subsidiary* became a guarantor of NRG's obligations under the *Notes*.

A copy of the *One Hundred-Sixteenth Supplemental Indenture* is attached as Exhibit 4.1 to this Current Report on Form 8-K and is incorporated by reference herein. The description of the material terms of the *One Hundred-Sixteenth Supplemental Indenture* is qualified in its entirety by reference to such exhibit.

*Sixth Supplemental Indenture*

On April 29, 2015, NRG, the subsidiaries of NRG currently party to the 2014 Indenture (defined below), the *Guaranteeing Subsidiary*, and the *Trustee*, as trustee under the 2014 Indenture, entered into the sixth supplemental indenture (the *Sixth Supplemental Indenture* ), supplementing the indenture, dated as of April 21, 2014 (the *2014 Indenture* ), pursuant to which NRG issued \$1,000,000,000 aggregate principal amount of 6.25% senior notes due 2024 (the *2024 Notes* ). Pursuant to the *Sixth Supplemental Indenture*, the *Guaranteeing Subsidiary* became a guarantor of NRG's obligations under the *2024 Notes*.

A copy of the *Sixth Supplemental Indenture* is attached as Exhibit 4.2 to this Current Report on Form 8-K and is incorporated by reference herein. The description of the material terms of the *Sixth Supplemental Indenture* is qualified in its entirety by reference to such exhibit.

**Item 9.01 Financial Statements and Exhibits**

(d) Exhibits

The Exhibit Index attached to this Current Report on Form 8-K is incorporated herein by reference.

**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.

**NRG Energy, Inc.**

By:

*/s/ David R. Hill*

David R. Hill

Executive Vice President and General Counsel

April 30, 2015

**EXHIBIT INDEX**

| <b>Exhibit No.</b> | <b>Document</b>   |
|--------------------|---|
| 4.1                | One Hundred-Sixteenth Supplemental Indenture, dated as of April 29, 2015, among NRG Energy, Inc., the guarantors named therein and Law Debenture Trust Company of New York. |
| 4.2                | Sixth Supplemental Indenture, dated as of April 29, 2015, among NRG Energy, Inc., the guarantors named therein and Law Debenture Trust Company of New York.                 |