

BLACKSTONE CAPITAL PARTNERS IV-A LP
 Form 3
 August 11, 2006

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 and Ticker or Trading Symbol | |
| Â BLACKSTONE MANAGEMENT ASSOCIATES IV LLC | | | (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) |
| C/O THE BLACKSTONE GROUP,Â 345 PARK AVENUE | | | (Check all applicable) | | |
| (Street) | | | <input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input checked="" type="checkbox"/> Other (give title below) (specify below) | | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| NEW YORK,Â NYÂ 10154 | | | See Remarks | | <input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person |
| (City) | (State) | (Zip) | | | |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|---|
| Common stock, par value \$0.01 per share | 6,619,165 | I | See footnotes <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(4)</u> |
| Common stock, par value \$0.01 per share | 1,259,655 | I | See footnotes <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(4)</u> |
| Common stock, par value \$0.01 per share | 416,320 | I | See footnotes <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(4)</u> |
| Common stock, par value \$0.01 per share | 115,370 | I | See footnotes <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(4)</u> |
| Common stock, par value \$0.01 per share | 15,251 | I | See footnotes <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(4)</u> |

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

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------------|
| | Director | 10% Owner | Officer | Other |
| BLACKSTONE MANAGEMENT ASSOCIATES IV LLC C/O THE BLACKSTONE GROUP 345 PARK AVENUE NEW YORK, NY 10154 | ^ | ^ X | ^ | See Remarks |
| Blackstone TG Capital Partners IV L.P. C/O THE BLACKSTONE GROUP 345 PARK AVENUE NEW YORK, NY 10154 | ^ | ^ X | ^ | See Remarks |
| Blackstone TG Capital Partners IV-B L.P. C/O THE BLACKSTONE GROUP 345 PARK AVENUE NEW YORK, NY 10154 | ^ | ^ X | ^ | See Remarks |
| BLACKSTONE FAMILY INVESTMENT PARTNERSHIP IV-A LP C/O THE BLACKSTONE GROUP 345 PARK AVENUE NEW YORK, NY 10154 | ^ | ^ X | ^ | See Remarks |
| BLACKSTONE CAPITAL PARTNERS IV-A LP C/O THE BLACKSTONE GROUP 345 PARK AVENUE NEW YORK, NY 10154 | ^ | ^ X | ^ | See Remarks |
| Blackstone Participation Partnership IV L.P. C/O THE BLACKSTONE GROUP 345 PARK AVENUE NEW YORK, NY 10154 | ^ | ^ X | ^ | See Remarks |
| PETERSON PETER G C/O THE BLACKSTONE GROUP 345 PARK AVENUE NEW YORK, NY 10154 | ^ | ^ X | ^ | See Remarks |
| SCHWARZMAN STEPHEN A C/O THE BLACKSTONE GROUP 345 PARK AVENUE | ^ | ^ X | ^ | See Remarks |

NEW YORK, NY 10154

Signatures

/s/ David Foley (on behalf of Blackstone Management Associates IV L.L.C.)

08/11/2006

____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) Blackstone TG Capital Partners IV L.P., Blackstone TG Capital Partners IV-B L.P., Blackstone Family Investment Partnership IV-A L.P., Blackstone Capital Partners IV-A L.P. and Blackstone Participation Partnership IV L.P. (collectively, the "Blackstone Funds") directly own respectively 6,619,165, 1,259,655, 416,320, 115,370 and 15,251 shares of NRG Energy, Inc.'s common stock (the "Common Stock") reported as beneficially owned in the above table. Blackstone Management Associates IV L.L.C. is the sole general partner of each of the Blackstone Funds and, as such, may be deemed to share beneficial ownership of the shares of Common Stock held by the Blackstone Funds.
 - (2) Messrs. Peter G. Peterson and Stephen A. Schwarzman are the founding members of Blackstone Management Associates IV L.L.C. and, as such, may be deemed to share beneficial ownership of the shares of Common Stock held by the Blackstone Funds.
 - (3) Information with respect to each of the Reporting Persons is given solely by such Reporting Persons, and no Reporting Person has responsibility for the accuracy or completeness of information supplied by another Reporting Person.
- Pursuant to Rule 16a-1(a)(4) of the Securities Exchange Act of 1934, as amended, each of the Reporting Persons, other than the Blackstone Funds, herein states that this filing shall not be deemed an admission that he or it is the beneficial owner of any of the shares of Common Stock covered by this Statement. Each of Blackstone Management Associates IV L.L.C., Messrs. Peter G. Peterson and Stephen A. Schwarzman disclaims beneficial ownership of the Common Stock, except to the extent of its or his pecuniary interest in such shares of Common Stock.

^

Remarks:

As described in Amendment No. 1 to Schedule 13D filed on August 11, 2006 with respect to the

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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