

NRG ENERGY, INC.
Form SC 13G/A
April 04, 2012

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934
(Amendment No. 5)*

NRG ENERGY INC.

(Name of Issuer)

Common Stock

(Title of Class of Securities)

629377508

(CUSIP Number)

December 31, 2011

(Date of Event which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- ☒ Rule 13d-1(b)
☐ Rule 13d-1(c)
☐ Rule 13d-1(d)

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see Instructions).

CUSIP No.: 629377508

1	NAME OF REPORTING PERSON
	Orbis Investment Management (U.S.),
	LLC ("OIMUS"); Orbis Investment
	Management Limited ("OIML"); Orbis

Asset Management Limited ("OAML")

I.R.S. IDENTIFICATION NO. OF
ABOVE PERSON (ENTITIES ONLY)
OIMUS: 26-0583752

CHECK THE APPROPRIATE BOX IF
A MEMBER OF A GROUP

2

(a) ☒
(b) ☐

3

SEC USE ONLY

CITIZENSHIP OR PLACE OF
ORGANIZATION

4

OIMUS is a company organised under
the laws of Delaware, U.S.A.; OIML and
OAML are companies organized under
the laws of Bermuda.

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY EACH
REPORTING
PERSON WITH

5 SOLE VOTING POWER
12,180,885 (please see Exhibit 1)

6 SHARED VOTING POWER
0

7 SOLE DISPOSITIVE POWER
12,180,885 (please see Exhibit 1)

8 SHARED DISPOSITIVE POWER
0

AGGREGATE AMOUNT
BENEFICIALLY OWNED BY EACH
REPORTING PERSON

9

OIMUS 68,627; OIML 12,071,989;
OAML 40,269 (please see Exhibit 1)

CHECK BOX IF THE AGGREGATE
AMOUNT IN ROW (9) EXCLUDES
CERTAIN SHARES ☐

10

PERCENT OF CLASS REPRESENTED
BY AMOUNT IN ROW (9)
5.3%

11

TYPE OF REPORTING PERSON
FI (OIML); OO (OIMUS and OAML)

12

CUSIP No.: 629377508

ITEM 1(a). NAME OF
ISSUER:
NRG ENERGY
INC.

ADDRESS OF
ISSUER'S
ITEM 1(b). PRINCIPAL
EXECUTIVE
OFFICES:

211 Carnegie
Center
Princeton, NJ
08540

NAME OF
ITEM 2(a). PERSON
FILING:
Orbis
Investment
Management
(U.S.), LLC
("OIMUS");
Orbis
Investment
Management
Limited
("OIML"); Orbis
Asset
Management
Limited
("OAML")

ADDRESS OF
PRINCIPAL
ITEM 2(b). BUSINESS
OFFICE OR, IF
NONE,
RESIDENCE:

For OIML and
OAML: Orbis
House, 25 Front
Street, Hamilton
Bermuda HM11;
For OIMUS:
600
Montgomery
Street, Suite
3800, San
Francisco, CA
94111, USA

ITEM 2(c). CITIZENSHIP:

OIMUS is a
company
organised under
the laws of
Delaware,
U.S.A.; OIML
and OAML are
companies
organized under
the laws of
Bermuda.

ITEM 2(d). CLASS OF
SECURITIES:

Common Stock

ITEM 2(e). CUSIP
NUMBER:

629377508

ITEM 3. IF THIS STATEMENT IS FILED PURSUANT TO SECTION 240.13d-1(b), or 13d-2(b) or (c) CHECK
WHETHER THE PERSON FILING IS A:

- (a) ☐ Broker or dealer registered under Section 15 of the Act (15 U.S.C. 78c);
- (b) ☐ Bank as defined in Section 3(a)(6) of the Act (15 U.S.C. 78c);
- (c) ☐ Insurance company as defined in Section 3(a)(19) of the Act (15 U.S.C. 78c);
- (d) ☐ Investment company registered under Section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8);
- (e) ☐ An investment adviser in accordance with 240.13d-1(b)(1)(ii)(E);
- (f) ☐ An employee benefit plan or endowment fund in accordance with 240.13d-1(b)(1)(ii)(F);
- (g) ☐ A parent holding company or control person in accordance with 240.13d-1(b)(1)(ii)(G);
- (h) ☐ A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i) ☐ A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
- (j) ☒ A non-U.S. institution in accordance with 240.13d-1(b)(1)(ii)(J); for OIML
☒ Group, in accordance with 240.13d-1(b)(1)(ii)(K). If filing as a non-U.S. institution
- (k) in accordance with 240.13d1(b)(1)(ii)(J), please specify the type of institution: Equivalent to IA (only for OIML)

ITEM 4. OWNERSHIP:

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

- (a) Amount beneficially owned:

OIMUS 68,627; OIML 12,071,989; OAML 40,269 (please see Exhibit 1)

(b) Percent of class:

5.3%

(c) Number of shares as to which the person has:

(i) Sole power to vote or to direct the vote:

12,180,885 (please see Exhibit 1)

(ii) Shared power to vote or to direct the vote:

0

(iii) Sole power to dispose or to direct the disposition of:

12,180,885 (please see Exhibit 1)

(iv) Shared power to dispose or to direct the disposition of:

0

ITEM 5. OWNERSHIP OF
FIVE PERCENT OR
LESS OF A CLASS:

If this statement is
being filed to report
the fact that as of the
date hereof the
reporting person has
ceased to be the
beneficial owner of
more than five
percent of the class of
securities, check the
following [].

ITEM 6. OWNERSHIP OF
MORE THAN FIVE
PERCENT ON
BEHALF OF
ANOTHER
PERSON:

Another person has
the right to receive
and the power to
direct the receipt of
dividends from, or
the proceeds from the
sale of the 68,627
shares of common
stock of NRG
Energy, Inc.
beneficially owned
by Orbis Investment

Management (U.S.),
LLC (please see
Exhibit 1).

Other persons have
the right to receive
and the power to
direct the receipt of
dividends from, or
the proceeds from the
sale of the 12,071,989
shares of common
stock of NRG
Energy, Inc.
beneficially owned
by Orbis Investment
Management
Limited.

Another person has
the right to receive
and the power to
direct the receipt of
dividends from, or
the proceeds from the
sale of, the 40,269
shares of common
stock of NRG
Energy, Inc.
beneficially owned
by Orbis Asset
Management
Limited.

IDENTIFICATION
AND
CLASSIFICATION
OF THE
SUBSIDIARY
ITEM 7. WHICH ACQUIRED
THE SECURITY
BEING REPORTED
ON BY THE
PARENT HOLDING
COMPANY:

ITEM 8. IDENTIFICATION
AND
CLASSIFICATION
OF MEMBERS OF

THE GROUP:

Orbis Investment Management (U.S.), LLC ("OIMUS"), Orbis Investment Management Limited ("OIML") and Orbis Asset Management Limited ("OAML") are together making this filing because they may be deemed to constitute a "group" for the purposes of Section 13(d)(3) of the Securities Exchange Act of 1934, as amended.

Information with respect to each of OIMUS, OIML and OAML (collectively, the "Reporting Persons") is given solely by each such Reporting Person and no Reporting Person has responsibility for the accuracy or completeness of information supplied by the other Reporting Person.

OIMUS is the beneficial owner of 68,627 shares of common stock or 0.03% of the 229,967,461 shares of common stock of NRG Energy, Inc. believed to be outstanding (please see Exhibit 1).

OIML is the beneficial owner of 12,071,989 shares of

common stock or
5.25% of the
229,967,461 shares of
common stock of
NRG Energy, Inc.
believed to be
outstanding.

OAML is the
beneficial owner of
40,269 shares of
common stock or
0.02% of the
229,967,461 shares of
common stock of
NRG Energy, Inc.
believed to be
outstanding.

ITEM 9. NOTICE OF
DISSOLUTION OF
GROUP:

ITEM 10. CERTIFICATION:

By signing below I
certify that, to the
best of my knowledge
and belief, the
securities referred to
above were acquired
and are held in the
ordinary course of
business and were not
acquired and are not
held for the purpose
of or with the effect
of changing or
influencing the
control of the issuer
of the securities and
were not acquired and
are not held in
connection with or as
a participant in any
transaction having
that purpose or effect.

By signing below I
certify that, to the
best of my knowledge

and belief, the foreign
regulatory scheme
applicable to Orbis
Investment
Management Limited
is substantially
comparable to the
regulatory scheme
applicable to the
functionally
equivalent U.S.
institution(s). I also
undertake to furnish
to the Commission
staff, upon request,
information that
would otherwise be
disclosed in a
Schedule 13D.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

April 03, 2012

Date

Orbis Investment Management (U.S.), LLC

Orbis Investment Management Limited

Orbis Asset Management Limited

/s/James Dorr

Signature

James Dorr, General Counsel of Orbis Investment Management Limited and Orbis Asset Management Limited;
Director of North Rock Holdings Corp., a member of Orbis Investment Management (U.S.), LLC

Name/Title

Attention: Intentional misstatements or omissions of fact constitute Federal criminal violations (see 18 U.S.C. 1001).

CUSIP No.: 629377508

Exhibit 1

This Amendment No. 5 to Schedule 13G is being filed by the Reporting Persons identified herein to correct a clerical error in the amount of shares beneficially owned on December 31, 2011 as reported in the Amendment No. 4 filed on February 14, 2012.

SIGNATURE