

NRG ENERGY, INC.  
Form 8-K  
December 07, 2016

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

WASHINGTON, D.C. 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): **December 1, 2016**

**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.)

**804 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

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

(Former name or former address, if changed since last report)

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))
-

**Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.**

On December 1, 2016, the Board of Directors of NRG Energy, Inc. (the Corporation ) approved the Third Amended and Restated By-Laws of the Corporation (the By-Laws ). The By-Laws were amended and restated primarily to implement a proxy access by-law.

New Section 15 of Article II of the By-Laws implements proxy access and permits a stockholder, or group of stockholders, owning 3% or more of the Corporation s outstanding common stock continuously for at least three years to nominate and include in the Corporation s proxy materials director nominees constituting up to 20% of the board, provided that the stockholder(s) and the nominee(s) satisfy the requirements specified in the By-Laws.

The description of the amendments to the By-Laws above is qualified in its entirety to the text of the By-Laws, as amended and restated through December 1, 2016, which are attached as Exhibit 3.1 to this Current Report on Form 8-K and incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits

<b>Exhibit No.</b>	<b>Document</b>
3.1	Third Amended and Restated By-Laws of NRG Energy, Inc., effective December 1, 2016.

**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.**  
(Registrant)

Dated: December 7, 2016

By:

/s/ Brian E. Curci  
Brian E. Curci  
Corporate Secretary

**EXHIBIT INDEX**

<b>Exhibit No.</b>	<b>Document</b>
3.1	Third Amended and Restated By-Laws of NRG Energy, Inc., effective December 1, 2016.