

NRG ENERGY, INC.  
Form 4  
August 16, 2006

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

OMB APPROVAL

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Expires: January 31, 2005  
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**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 \*  
H&F INVESTORS IV LLC

(Last) (First) (Middle)

ONE MARITIME PLAZA, 12TH FLOOR

(Street)

SAN FRANCISCO, CA 94111

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
NRG ENERGY, INC. [NRG]

3. Date of Earliest Transaction (Month/Day/Year)  
08/15/2006

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_ Director \_\_\_X\_\_\_ 10% Owner  
\_\_\_ Officer (give title below) \_\_\_X\_\_\_ Other (specify below)

See Remarks

6. Individual or Joint/Group Filing (Check Applicable Line)

\_\_\_ Form filed by One Reporting Person  
\_X\_ Form filed by More than One Reporting Person

**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 Indirect Beneficial Ownership (Instr. 4) |
|--|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock, par value \$0.01 per share | 08/15/2006                           |  | S                              | 3,207,977   | D \$ 48.41 (1)  | 3,207,976  | I See footnotes (1) (2) (3)                           |
| Common Stock, par value \$0.01 per share | 08/15/2006                           |  | S                              | 262,115   | D \$ 48.41 (1)  | 262,116  | I See footnotes (1) (2) (3)                           |
| Common Stock, par                        | 08/15/2006                           |  | S                              | 1,179   | D \$ 48.41  | 1,179  | I See footnotes                                       |

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|                         |            |  |   |         |     |          |         |   |                           |
|-------------------------|------------|--|---|---------|-----|----------|---------|---|---------------------------|
| value                   |            |  |   |         | (1) |          |         |   | (1) (2) (3)               |
| \$0.01 per share        |            |  |   |         |     |          |         |   |                           |
| Common Stock, par value | 08/15/2006 |  | S | 84,588  | D   | \$ 48.41 | 84,588  | I | See footnotes (1) (2) (3) |
| \$0.01 per share        |            |  |   |         |     | (1)      |         |   |                           |
| Common Stock, par value | 08/15/2006 |  | S | 661,012 | D   | \$ 48.41 | 661,012 | I | See footnotes (1) (2) (3) |
| \$0.01 per share        |            |  |   |         |     | (1)      |         |   |                           |

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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(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 (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Following Transaction (Instr. 3) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title                                      | Amount or Number of Shares  |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |         |             |
|---|---------------|-----------|---------|-------------|
|   | Director      | 10% Owner | Officer | Other       |
| H&F INVESTORS IV LLC<br>ONE MARITIME PLAZA, 12TH FLOOR<br>SAN FRANCISCO, CA 94111 |               | X         |         | See Remarks |
| HELLMAN & FRIEDMAN CAPITAL PARTNERS IV LP<br>ONE MARITIME PLAZA, 12TH FLOOR       |               | X         |         | See Remarks |

SAN FRANCISCO, CA 94111

H&amp;F INTERNATIONAL PARTNERS IV-A, L.P.

ONE MARITIME PLAZA, 12TH FLOOR

SAN FRANCISCO, CA 94111

X

See  
Remarks

H&amp;F International Partners IV-C, L.P.

ONE MARITIME PLAZA, 12TH FLOOR

SAN FRANCISCO, CA 94111

X

See  
Remarks

H&amp;F EXECUTIVE FUND IV, L.P.

ONE MARITIME PLAZA, 12TH FLOOR

SAN FRANCISCO, CA 94111

X

See  
Remarks

H&amp;F TGN AIV, L.P.

ONE MARITIME PLAZA, 12TH FLOOR

SAN FRANCISCO, CA 94111

X

See  
Remarks

## Signatures

/s/ Mitchell Cohen as Managing Director of H&amp;F Investors IV, LLC

08/16/2006

\_\_Signature of Reporting Person

Date

/s/ Mitchell Cohen as Managing Director of H&F Investors IV, LLC, as General Partner of  
Hellman & Friedman Capital Partners IV, L.P.

08/16/2006

\_\_Signature of Reporting Person

Date

/s/ Mitchell Cohen as Managing Director of H&F Investors IV, LLC, as General Partner of  
H&F TGN AIV, L.P.

08/16/2006

\_\_Signature of Reporting Person

Date

/s/ Mitchell Cohen as Managing Director of H&F Investors IV, LLC, as General Partner of  
H&F International Partners IV-A, L.P.

08/16/2006

\_\_Signature of Reporting Person

Date

/s/ Mitchell Cohen as Managing Director of H&F Investors IV, LLC, as General Partner of  
H&F International Partners IV-C, L.P.

08/16/2006

\_\_Signature of Reporting Person

Date

/s/ Mitchell Cohen as Managing Director of H&F Investors IV, LLC, as General Partner of  
H&F Executive Fund IV, L.P.

08/16/2006

\_\_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).

- On August 15, 2006, Hellman & Friedman Capital Partners IV, L.P. ("HFCP IV"), H&F International Partners IV-A, L.P. ("HFIP IV-A"), H&F International Partners IV-C, L.P. ("HFIP IV-C"), H&F Executive Fund IV, L.P. ("HFEF IV"), H&F TGN AIV, L.P. ("H&F AIV", and together with HFCP IV, HFIP IV-A, HFIP IV-C and HFEF IV, the "H&F Partnerships") sold respectively
- (1) 3,207,977, 262,115, 1,179, 84,588 and 661,012 shares (4,216,871 shares in total) of NRG Energy, Inc.'s common stock (the "Common Stock"), to Morgan Stanley & Co. Incorporated at a price of \$48.41 per share (the "Resale"). Following completion of the Resale, HFCP IV, HFIP IV-A, HFIP IV-C, HFEF IV and H&F AIV directly own respectively 3,207,976, 262,116, 1,179, 84,588 and 661,012 shares of Common Stock reported as beneficially owned in the above table.
- (2) H&F Investors IV, LLC ("H&F Investors") is the general partner of each of the H&F Partnerships. The investment decisions of each of the H&F Partnerships are made by the investment committee of H&F Investors, which indirectly exercises voting and investment power with respect to the Common Stock held by the H&F Partnerships. Accordingly, H&F Investors may be deemed to share

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beneficial ownership of the shares of Common Stock held by the H&F Partnerships.

- (3) Pursuant to Rule 16a-1(a)(4) of the Securities Exchange Act of 1934, as amended, H&F Investors herein states that this filing shall not be deemed an admission that it is the beneficial owner of any of the shares of Common Stock covered by this Statement. H&F Investors disclaims beneficial ownership of the Common Stock, except to the extent of its pecuniary interest in such shares of Common Stock.

### **Remarks:**

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

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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