

NRG ENERGY, INC.

Form SC 13D/A

August 24, 2017

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

SCHEDULE 13D

(RULE 13D - 101)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO 13d-1(a) AND AMENDMENTS
THERE TO FILED PURSUANT TO 13d-2(a)

(Amendment No. 2)*

NRG Energy, Inc.

(Name of Issuer)

Common Stock, par value \$0.01 per share

(Title of Class of Securities)

629377 50 8

(CUSIP Number)

Stephen M. Schultz, Esq.

Kleinberg, Kaplan, Wolff & Cohen, P.C.

551 Fifth Avenue, New York, New York 10176

(212) 986-6000

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

August 22, 2017

(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box [].

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7 for other parties to whom copies are to be sent.

*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 disclosures provided in a prior cover page.

The information required on 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 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 the Notes).

1. NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Elliott Associates, L.P.

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) ☒

(b) ☐

3. SEC USE ONLY

4. SOURCE OF FUNDS

WC

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) ☐

6. CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

7. SOLE VOTING POWER

4,480,000

8. SHARED VOTING POWER

0

9. SOLE DISPOSITIVE POWER

4,480,000

10. SHARED DISPOSITIVE POWER

0

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

4,480,000

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11)

EXCLUDES CERTAIN SHARES ☒

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

1.4%

14. TYPE OF REPORTING PERSON

PN

1. NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Elliott International, L.P.

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) ☒

(b) ☐

3. SEC USE ONLY

4. SOURCE OF FUNDS

WC

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) ☐

6. CITIZENSHIP OR PLACE OF ORGANIZATION

Cayman Islands, British West Indies

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

7. SOLE VOTING POWER

0

8. SHARED VOTING POWER

9,520,000

9. SOLE DISPOSITIVE POWER

0

10. SHARED DISPOSITIVE POWER

9,520,000

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9,520,000

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11)

EXCLUDES CERTAIN SHARES ☒

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

3.0%

14. TYPE OF REPORTING PERSON

PN

1. NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Elliott International Capital Advisors Inc.

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) ☒

(b) ☐

3. SEC USE ONLY

4. SOURCE OF FUNDS

OO

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) ☐

6. CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

7. SOLE VOTING POWER

0

8. SHARED VOTING POWER

9,520,000

9. SOLE DISPOSITIVE POWER

0

10. SHARED DISPOSITIVE POWER

9,520,000

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9,520,000

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11)

EXCLUDES CERTAIN SHARES ☒

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

3.0%

14. TYPE OF REPORTING PERSON

CO

The following constitutes Amendment No. 2 to the Schedule 13D filed by the undersigned ("Amendment No. 2"). This Amendment No. 2 amends the Schedule 13D as specifically set forth herein.

Item 3. Source and Amount of Funds or Other Consideration.

Item 3 is hereby amended and restated to read as follows:

Elliott Working Capital	The aggregate purchase price of the shares of Common Stock directly owned by Elliott is approximately \$ 55,678,662.
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Elliott International Working Capital	The aggregate purchase price of the shares of Common Stock directly owned by Elliott International is approximately \$ 118,317,157.
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The Reporting Persons may effect purchases of shares of Common Stock through margin accounts maintained for them with prime brokers, which extend margin credit as and when required to open or carry positions in their margin accounts, subject to applicable federal margin regulations, stock exchange rules and such firms' credit policies. Positions in shares of Common Stock may be held in margin accounts and may be pledged as collateral security for the repayment of debit balances in such accounts. Since other securities may be held in such margin accounts, it may not be possible to determine the amounts, if any, of margin used to purchase shares of Common Stock.

Item 4.

Item 4 is hereby amended to add the following:

The Reporting Persons are pleased that the Issuer has unanimously approved, adopted and initiated a three-year, three part improvement plan focusing on: (i) operations and cost excellence initiatives; (ii) portfolio optimization; and (iii) capital structure and allocation enhancement initiatives (the "Transformation Plan"). We are pleased with the Issuer's decision to rationalize its portfolio and pursue aggressive cost savings, both of which should create considerable shareholder value. The Reporting Persons remain supportive of the Transformation Plan and believe that the Issuer's management is in a strong position to execute on that plan. The Reporting Persons have reduced their position in the Issuer but remain sizable investors in the Issuer.

Item 5. Interest in Securities of the Issuer.

Item 5(a) is hereby amended and restated to read as follows:

(a) As of the date hereof, Elliott, Elliott International and EICA collectively have combined economic exposure in the Issuer of approximately 4.4% of the shares of Common Stock outstanding.

The aggregate percentage of Common Stock reported owned by each person named herein is based upon 316,460,692 shares of Common Stock outstanding as of July 31, 2017, which is the total number of shares of Common Stock outstanding as reported in the Issuer's Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on August 3, 2017.

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As of the date hereof, Elliott beneficially owned 4,480,000 shares of Common Stock, constituting approximately 1.4% of the shares of Common Stock outstanding.

As of the date hereof, Elliott International beneficially owned 9,520,000 shares of Common Stock, constituting approximately 3.0% of the shares of Common Stock outstanding. EICA, as the investment manager of Elliott International, may be deemed to beneficially own the 9,520,000 shares of Common Stock beneficially owned by Elliott International, constituting approximately 3.0% of the shares of Common Stock outstanding.

Collectively, Elliott, Elliott International and EICA beneficially own 14,000,000 shares of Common Stock, constituting approximately 4.4% of the shares of Common Stock outstanding.

Item 5(c) is hereby amended and restated to read as follows:

(c) The transactions effected by the Reporting Persons during the past 60 days are set forth on Schedule 1 attached hereto.

Item 5(e) is hereby amended and restated to read as follows:

(e) Effective August 22, 2017, the Reporting Persons ceased to be the beneficial owners of more than more than 5% of the shares of Common Stock outstanding.

Item 6. Contracts, Arrangements, Understandings or Relationships With Respect to Securities of the Issuer.

Item 6 is hereby amended and restated to read as follows:

On January 17, 2017, Elliott, Elliott International and EICA entered into a Joint Filing Agreement (the "Joint Filing Agreement") in which the parties agreed to the joint filing on behalf of each of them of statements on Schedule 13D with respect to the securities of the Issuer to the extent required by applicable law. The Joint Filing Agreement is attached as an exhibit to the initial Schedule 13D and is incorporated herein by reference.

Except as described above in this Item 6 and the Cooperation Agreement from Amendment No. 1, none of the Reporting Persons has any contracts, arrangements, understandings or relationships with respect to the securities of the Issuer.

SIGNATURES

After reasonable inquiry and to the best of its knowledge and belief, each of the undersigned certifies that the information with respect to it set forth in this statement is true, complete, and correct.

Dated: August 24, 2017

ELLIOTT

ASSOCIATES, L.P.

By: Elliott Capital

Advisors, L.P., as

General Partner

By: Braxton Associates,

Inc., as General Partner

By: /s/ Elliot Greenberg

Elliot Greenberg,

Vice President

ELLIOTT

INTERNATIONAL, L.P.

By: Elliott International

Capital Advisors Inc.,

as Attorney-in-Fact

By: /s/ Elliot Greenberg

Elliot Greenberg,

Vice President

ELLIOTT

INTERNATIONAL

CAPITAL ADVISORS

INC.

By: /s/ Elliot
 Greenberg
 Elliot
 Greenberg,
 Vice
 President

SCHEDULE 1

Transactions of the Reporting Persons Effected During the Past 60 Days

The following transactions were effected by Elliott Associates, L.P.:

<u>Date</u>	<u>Security</u>	<u>Amount of Shs. Bought</u>	<u>Approx. price (\$)</u> per Share
8/24/17	Common Stock	(1,696)	25.2950
8/24/17	Common Stock	(108,474)	25.2795
8/23/17	Common Stock	(152,327)	25.6674
8/23/17	Common Stock	(315,776)	25.7838
8/23/17	Common Stock	(167,477)	25.7107
8/23/17	Common Stock	(4,224)	25.7950
8/22/17	Common Stock	(357,444)	25.8693
8/22/17	Common Stock	(1,830)	26.0662
8/22/17	Common Stock	(58,752)	25.8995
8/22/17	Common Stock	(160,000)	25.9731
8/22/17	Common Stock	(24,000)	25.9345
8/21/17	Common Stock	(88,000)	25.5497
8/21/17	Common Stock	(192,000)	25.5909
8/18/17	Common Stock	(160,000)	25.8606
6/29/17	Common Stock	380	17.1634

All of the above transactions were effected on the open market.

The following transactions were effected by Elliott International, L.P.:

<u>Date</u>	<u>Security</u>	<u>Amount of Shs. Bought / (Sold)</u>	<u>Approx. price (\$)</u> per Share
8/24/17	Common Stock	(3,604)	25.2950
8/24/17	Common Stock	(230,507)	25.2795
8/23/17	Common Stock	(8,976)	25.7950
8/23/17	Common Stock	(323,695)	25.6674
8/23/17	Common Stock	(355,888)	25.7107
8/23/17	Common Stock	(671,024)	25.7838
8/22/17	Common Stock	(51,000)	25.9345
8/22/17	Common Stock	(759,569)	25.8693
8/22/17	Common Stock	(3,889)	26.0662
8/22/17	Common Stock	(340,000)	25.9731
8/22/17	Common Stock	(124,848)	25.8995

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8/21/17	Common Stock	(187,000)	25.5497
8/21/17	Common Stock	(408,000)	25.5909
8/18/17	Common Stock	(340,000)	25.8606
6/29/17	Common Stock	809	17.1634

All of the above transactions were effected on the open market.