

ORBIS INVESTMENT MANAGEMENT LTD

Form SC 13G/A

February 10, 2011

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**SCHEDULE 13G**

Under the Securities Exchange Act of 1934  
(Amendment No. 2)\*

**NRG Energy Inc.**

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(Name of Issuer)

**Common Stock**

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(Title of Class of Securities)

**629377508**

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(CUSIP Number)

**January 31, 2011**

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(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 Limited  
("OIML"); Orbis Asset Management  
Limited ("OAML")

I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)  
Orbis Investment Management Limited ("OIML"); Orbis Asset Management Limited ("OAML")

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION  
The Reporting Persons are companies organized under the laws of Bermuda.

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER 27,239,304
	6	SHARED VOTING POWER 0
	7	SOLE DISPOSITIVE POWER 27,239,304
	8	SHARED DISPOSITIVE POWER 0

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
OIML 27,187,021, OAML 52,283

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

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  
11%

12 TYPE OF REPORTING PERSON  
FI (OIML); OO (OAML)

CUSIP No.: 629377508

ITEM 1(a). NAME OF ISSUER:

NRG Energy,  
Inc.

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

211 Carnegie  
Center  
Princeton, NJ  
08540

ITEM 2(a). NAME OF  
PERSON  
FILING:

Orbis  
Investment  
Management  
Limited  
("OIML"); Orbis  
Asset  
Management  
Limited  
("OAML")

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

Orbis House, 25  
Front Street,  
Hamilton  
Bermuda HM11

ITEM 2(c). CITIZENSHIP:

The Reporting  
Persons are  
companies  
organized under  
the laws of  
Bermuda.

ITEM 2(d). TITLE OF  
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:

OIML 27,187,021, OAML 52,283

(b) Percent of class:

11%

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

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

27,239,304

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

0

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

27,239,304

(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:

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 27,187,021 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 52,283 shares of common stock of NRG Energy, Inc. beneficially owned by Orbis Asset Management Limited.

ITEM 7. IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY

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 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 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. OIML is the beneficial owner of 27,187,021 shares of common stock or 11% of the 247,197,248 shares of common stock of

NRG Energy, Inc.  
believed to be  
outstanding. OAML  
is the beneficial  
owner of 52,283  
shares of common  
stock or 0.0% of the  
247,197,248 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.

February 10, 2011

Date

Orbis Investment Management Limited

Orbis Asset Management Limited

/s/ James Dorr

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Signature

James Dorr, General Counsel

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Name/Title

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