

NRG ENERGY, INC.
Form SC 13G/A
February 14, 2013

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934
(Amendment No. 6)*

NRG ENERGY INC.

(Name of Issuer)

Common Stock

(Title of Class of Securities)

629377508

(CUSIP Number)

December 31, 2012

(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
0

6 SHARED VOTING POWER
0

7 SOLE DISPOSITIVE POWER
0

8 SHARED DISPOSITIVE POWER
0

9

AGGREGATE AMOUNT
BENEFICIALLY OWNED BY EACH
REPORTING PERSON
0

10

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

11

PERCENT OF CLASS REPRESENTED
BY AMOUNT IN ROW (9)
0%

12

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

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

ITEM 2(a). NAME OF
PERSON
FILING:

Orbis
Investment
Management
(U.S.), LLC
("OIMUS");
Orbis
Investment
Management
Limited
("OIML"); Orbis
Asset
Management
Limited
("OAML")

ITEM 2(b). ADDRESS OF
PRINCIPAL
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). 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:

0

(b) Percent of class:

0%

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

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

0

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

0

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

0

(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 [X].

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

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 (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.

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 14, 2013

Date

Orbis Investment Management (U.S.), LLC

Orbis Investment Management Limited

Orbis Asset Management Limited

/s/James Dorr

SIGNATURE

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