

NRG ENERGY, INC.  
Form DEFA14A  
June 14, 2010

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549  
SCHEDULE 14A**

**Proxy Statement Pursuant to Section 14(a) of the Securities  
Exchange Act of 1934 (Amendment No. )**

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement

Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material under Rule 14a-12

**NRG Energy, Inc.**

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

No fee required.

Fee computed on table below per Exchange Act Rules 14a-6(i)(4) and 0-11.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (Set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

Edgar Filing: NRG ENERGY, INC. - Form DEFA14A

- o Fee paid previously with preliminary materials.
- o Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

---

\*\*\* Exercise Your Right to Vote \*\*\* Important Notice Regarding the Availability of Proxy Materials for the Shareholder Meeting to Be Held on July 28, 2010 Meeting Information NRG ENERGY, INC.

Meeting Type: Annual Meeting For holders as of: June 04, 2010 Date: July 28, 2010 Time: 10:00 AM EST Location: Hotel du Pont 11th and Market Streets Wilmington, Delaware You are receiving this communication because you hold shares in the above named company. This is not a ballot. You cannot use this notice to vote these shares. This communication presents only an overview of the more complete proxy materials that are available to you on the Internet. You may view the proxy materials online at [www.proxyvote.com](http://www.proxyvote.com) or easily request a paper copy (see reverse side). We encourage you to access and review all of the important information contained in the proxy materials before voting. See the reverse side of this notice to obtain proxy materials and voting instructions.

---

Before You Vote How to Access the Proxy Materials Proxy Materials Available to VIEW or RECEIVE:

1. Annual Report 2. Notice & Proxy Statement How to View Online: Have the information that is printed in the box marked by the arrow XXXX XXXX XXXX (located on the following page) and visit:

[www.proxyvote.com](http://www.proxyvote.com). How to Request and Receive a PAPER or E-MAIL Copy: If you want to receive a

paper or e-mail copy of these documents, you must request one. There is NO charge for requesting a

copy. Please choose one of the following methods to make your request: 1) BY INTERNET:

[www.proxyvote.com](http://www.proxyvote.com) 2) BY TELEPHONE: 1-800-579-1639 3) BY E-MAIL\*:

[sendmaterial@proxyvote.com](mailto:sendmaterial@proxyvote.com) \* If requesting materials by e-mail, please send a blank e-mail with the

information that is printed in the box marked by the arrow XXXX XXXX XXXX (located on the

following page) in the subject line. Requests, instructions and other inquiries sent to this e-mail address

will NOT be forwarded to your investment advisor. Please make the request as instructed above on or

before July 14, 2010 to facilitate timely delivery. How To Vote Please Choose One of the Following

Voting Methods Vote In Person: If you choose to vote these shares in person at the meeting, you must

request a legal proxy. To do so, please follow the instructions at [www.proxyvote.com](http://www.proxyvote.com) or request a paper

copy of the materials, which will contain the appropriate instructions. Many shareholder meetings have

attendance requirements including, but not limited to, the possession of an attendance ticket issued by the

entity holding the meeting. Please check the meeting materials for any special requirements for meeting

attendance. Vote By Internet: To vote now by Internet, go to [www.proxyvote.com](http://www.proxyvote.com). Have the information

that is printed in the box marked by the arrow XXXX XXXX XXXX available and follow the

instructions. Vote By Mail: You can vote by mail by requesting a paper copy of the materials, which will

include a voting instruction form.

---

Voting items The Board of Directors recommends you vote FOR the following proposal(s): 1. Election of Directors Nominees 1a. Kirbyjon H. Caldwell 1b. David Crane 1c. Stephen L. Cropper 1d. Kathleen A. McGinty 1e. Thomas H. Weidemeyer The Board of Directors recommends you vote FOR the following proposal(s): 2. Approval of the NRG Energy, Inc. Amended and Restated Long-Term Incentive Plan. 3. Ratification of the Appointment of KPMG LLP as NRG's Independent Registered Public Accounting Firm. NOTE: Such other business as may properly come before the meeting or any adjournment thereof.

---

Voting Instructions