

NRG ENERGY, INC.  
Form 8-K  
March 24, 2009

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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of Earliest Event Reported):

March 23, 2009

NRG Energy, Inc.

(Exact name of registrant as specified in its charter)

Delaware

001-15891

41-1724239

(State or other jurisdiction  
of incorporation)

(Commission  
File Number)

(I.R.S. Employer  
Identification No.)

211 Carnegie Center, Princeton, New Jersey

08540

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code:

609-524-4500

Not Applicable

Former name or former address, if changed since last report

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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**Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

Pastor Kirbyjon H. Caldwell was appointed to the Board of Directors of NRG Energy, Inc., or NRG, on March 23, 2009. Pastor Caldwell joined the board as an independent Class I director. There is no arrangement or understanding between Pastor Caldwell and any other person pursuant to which he was appointed as a director.

Non-employee directors other than the Chairman, receive total annual compensation of \$180,000 for their service as a member of the Board of Directors. Unless otherwise elected by the director, directors receive 50 percent of their total annual compensation in the form of cash and the remaining 50 percent in the form of vested deferred stock units, or DSU's. On March 23, 2009, Pastor Caldwell received a grant of DSU's in an amount equal to \$90,000 divided by the closing price of NRG's common stock on March 23, 2009. Each DSU is equivalent in value to one share of NRG's common stock. The DSU's issued to Pastor Caldwell will be exchanged for such common stock on a one-to-one basis upon termination of his service on NRG's Board of Directors. The foregoing description of NRG's non-employee directors' compensation is qualified by reference to the description included in the definitive proxy statement for NRG's 2008 Annual Meeting of Stockholders, which was filed with the Securities and Exchange Commission on April 2, 2008.

On March 24, 2009, NRG issued a press release announcing Pastor Caldwell's appointment, a copy of which is attached as Exhibit 99.1 hereto and incorporated by reference.

**Item 9.01 Financial Statements and Exhibits.**

Exhibit 99.1 Press Release, dated March 24, 2009

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**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

NRG Energy, Inc.

*March 24, 2009*

*By: /s/ Michael R. Bramnick*

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*Name: Michael R. Bramnick*

*Title: Sr. Vice Pres. & General Counsel*

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Exhibit Index

| <b><u>Exhibit No.</u></b> | <b><u>Description</u></b>          |
|---------------------------|------------------------------------|
| 99.1                      | Press Release dated March 24, 2009 |