

NRG ENERGY, INC.  
Form 8-K  
December 09, 2008

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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 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) December 3, 2008  
NRG Energy, Inc.**

(Exact Name of Registrant as Specified in Its Charter)  
**Delaware**

(State or Other Jurisdiction of Incorporation)

**001-15891**

(Commission File Number)

**41-1724239**

(IRS Employer Identification No.)

**211 Carnegie Center**

(Address of Principal Executive Offices)

**Princeton, NJ 08540**

(Zip Code)

**609-524-4500**

(Registrant's Telephone Number, Including Area Code)

**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 (*see* General Instruction A.2. below):

- 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 Principal Officers; Election of Directors; Appointment of Principal Officers; Compensatory Arrangements of Certain Officers**

**(e) Compensatory Arrangements of Certain Officers**

The Compensation Committee of the Board of Directors (the Board) of NRG Energy, Inc. (NRG) and the Board, in the case of the Chief Executive Officer, approved effective January 1, 2009, the 2009 base salary, equity compensation and incentive design for annual compensation for the Company's named executive officers which, based upon management's overall recommendation for senior executives of the Company in light of current market conditions, remain unchanged from the prior year. The Compensation Committee also approved, effective January 1, 2009, the 2009 base salary, equity compensation and incentive design for annual compensation for Clint Freeland, Senior Vice President and Chief Financial Officer of NRG, which was contemplated as part of Mr. Freeland's promotion to Chief Financial Officer in March 2008. Mr. Freeland's approved 2009 compensation is set forth in and filed as Exhibit 10.1 to this current report on Form 8-K.

In addition, in order to ensure compliance with Section 409A of the Internal Revenue Code, the Board of Directors approved an amendment to the employment agreement for David Crane, President and Chief Executive Officer of NRG, and to NRG's Executive Change-in-Control and General Severance Plan (the Plan). Furthermore, in the case of the amendment to Mr. Crane's employment agreement, changes were made to preserve the ability of the Company to deduct under Section 162(m) of the Internal Revenue Code any annual bonus compensation paid to Mr. Crane. These amendments do not otherwise alter or amend Mr. Crane's employment agreement or the Plan in any material respect. Mr. Crane's contract and the Plan will be filed with the Company's Annual Report on Form 10-K.

**Item 9.01 Financial Statements and Exhibits**

| <b>Exhibit No.</b> | <b>Document</b>                 |
|--------------------|---------------------------------|
| 10.1               | CFO Compensation Table for 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.  
(Registrant)

By: /s/ J. Andrew Murphy  
J. Andrew Murphy  
Executive Vice President and General  
Counsel

Dated: December 9, 2008

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