

HELLMAN & FRIEDMAN CAPITAL PARTNERS IV LP
 Form 3
 August 11, 2006

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL
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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
 Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

| | | | | | |
|---|--|---|--|--|---|
| 1. Name and Address of Reporting Person * H&F INVESTORS IV LLC (Last) (First) (Middle) ONE MARITIME PLAZA, 12TH FLOOR (Street) SAN FRANCISCO, CA 94111 (City) (State) (Zip) | 2. Date of Event Requiring Statement (Month/Day/Year) 08/09/2006 | 3. Issuer Name and Ticker or Trading Symbol NRG ENERGY, INC. [NRG] | 4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input checked="" type="checkbox"/> Other (give title below) (specify below) See Remarks | 5. If Amendment, Date Original Filed(Month/Day/Year) | 6. Individual or Joint/Group Filing(Check Applicable Line) <input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person |
|---|--|---|--|--|---|

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|--|
| Common stock, par value \$0.01 per share | 6,415,953 | I | See footnotes (1) (2) |
| Common stock, par value \$0.01 per share | 1,322,024 | I | See footnotes (1) (2) |
| Common stock, par value \$0.01 per share | 524,231 | I | See footnotes (1) (2) |
| Common stock, par value \$0.01 per share | 2,358 | I | See footnotes (1) (2) |
| Common stock, par value \$0.01 per share | 169,176 | I | See footnotes (1) (2) |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|--|--|--|--|---|
| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|----------------|
| | Director | 10% Owner | Officer | Other |
| H&F INVESTORS IV LLC ONE MARITIME PLAZA 12TH FLOOR SAN FRANCISCO, CA 94111 | ^ | ^ X | ^ | See Remarks |
| HELLMAN & FRIEDMAN CAPITAL PARTNERS IV LP ONE MARITIME PLAZA 12TH FLOOR SAN FRANCISCO, CA 94111 | ^ | ^ X | ^ | See Remarks |
| H&F TGN AIV, L.P. ONE MARITIME PLAZA 12TH FLOOR SAN FRANCISCO, CA 94111 | ^ | ^ X | ^ | See Remarks |
| H&F INTERNATIONAL PARTNERS IV-A, L.P. ONE MARITIME PLAZA 12TH FLOOR SAN FRANCISCO, CA 94111 | ^ | ^ X | ^ | See Remarks |
| H&F International Partners IV-C, L.P. ONE MARITIME PLAZA 12TH FLOOR SAN FRANCISCO, CA 94111 | ^ | ^ X | ^ | See Remarks |
| H&F EXECUTIVE FUND IV, L.P. ONE MARITIME PLAZA 12TH FLOOR SAN FRANCISCO, CA 94111 | ^ | ^ X | ^ | See Remarks |

Signatures

| | |
|---|------------|
| /s/ Georgia Lee as Managing Director of H&F Investors IV, LLC | 08/11/2006 |
| **Signature of Reporting Person | Date |
| /s/ Georgia Lee as Managing Director of H&F Investors IV, LLC, as General Partner of Hellman & Friedman Capital Partners IV, L.P. | 08/11/2006 |
| **Signature of Reporting Person | Date |
| /s/ Georgia Lee as Managing Director of H&F Investors IV, LLC, as General Partner of H&F TGN AIV, L.P. | 08/11/2006 |

| | |
|--|------------|
| __Signature of Reporting Person | Date |
| /s/ Georgia Lee as Managing Director of H&F Investors IV, LLC, as General Partner of H&F International Partners IV-A, L.P. | 08/11/2006 |
| __Signature of Reporting Person | Date |
| /s/ Georgia Lee as Managing Director of H&F Investors IV, LLC, as General Partner of H&F International Partners IV-C, L.P. | 08/11/2006 |
| __Signature of Reporting Person | Date |
| /s/ Georgia Lee as Managing Director of H&F Investors IV, LLC, as General Partner of H&F Executive Fund IV, L.P. | 08/11/2006 |
| __Signature of Reporting Person | Date |

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
 Hellman & Friedman Capital Partners IV, L.P., H&F TGN AIV, L.P., H&F International Partners IV-A, L.P., H&F International Partners IV-C, L.P. and H&F Executive Fund IV, L.P., (collectively, the "H&F Partnerships") directly own respectively 6,415,953, 1,322,024, 524,231, 2,358 and 169,176 shares of NRG Energy, Inc.'s common stock (the "Common Stock") reported as beneficially owned in the above table. H&F Investors IV, LLC ("H&F Investors") is the general partner of each of the H&F Partnerships. The investment decisions of each of the H&F Partnerships are made by the investment committee of H&F Investors, which indirectly exercises voting and investment power with respect to the Common Stock held by the H&F Partnerships. Accordingly, H&F Investors may be deemed to share beneficial ownership of the shares of Common Stock held by the H&F Partnerships.
 Pursuant to Rule 16a-1(a)(4) of the Securities Exchange Act of 1934, as amended, H&F Investors herein states that this filing shall not be deemed an admission that it is the beneficial owner of any of the shares of Common Stock covered by this Statement. H&F Investors disclaims beneficial ownership of the Common Stock, except to the extent of its pecuniary interest in such shares of Common Stock.

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Remarks:

As described in Amendment No. 1 to Schedule 13D filed on August 11, 2006 with respect to the

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.