

NRG Yield, Inc.
Form 4
August 01, 2013

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN 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 *
NRG ENERGY, INC.

2. Issuer Name and Ticker or Trading Symbol
NRG Yield, Inc. [NYLD]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
07/22/2013

____ Director 10% Owner
____ Officer (give title below) ____ Other (specify below)

C/O NRG YIELD, INC., 211
CARNEGIE CENTER

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)

Form filed by One Reporting Person
 Form filed by More than One Reporting Person

PRINCETON, NJ 08540

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) Code V Amount (D) Price | | | |
| Common Stock | 07/22/2013 | | J ⁽¹⁾ | 1,000 D 0 | | D | |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

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

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| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Underlying Security (Instr. 3 and 4) | | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|------------------|-----------------|----------------------|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title |
| Class B Units of NRG Yield LLC | (2) | 07/22/2013 | | J(1) | 1,000 | (2) | (2) | | | Class A Common Stock |
| Class B Units of NRG Yield LLC | (2) | 07/22/2013 | | P | 61,749,000 | (2) | (2) | | | Class A Common Stock |
| Class B Units of NRG Yield LLC | (2) | 07/02/2013 | | S | 19,011,250 | (2) | (2) | | | Class A Common Stock |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| NRG ENERGY, INC. C/O NRG YIELD, INC. 211 CARNEGIE CENTER PRINCETON, NJ 08540 | | | X | |

Signatures

/s/ Brian Curci, Authorized Representative
 08/01/2013
 **Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(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).
- Pursuant to a reclassification exempt under Rule 16b-7, each share of NRG Yield, Inc. common stock was automatically converted into a share of NRG Yield, Inc. Class B common stock ("Class B Common Stock") in connection with the adoption of NRG Yield, Inc.'s
- (1) amended and restated certificate of incorporation on July 22, 2013. Pursuant to a related exchange agreement dated as of July 22, 2013 (the "Exchange Agreement"), an equivalent number of NRG Yield LLC Class B units (the "Class B Units") were also issued to the Reporting Person in connection with such conversion.
 - (2) Consists entirely of Class B Units. Pursuant to the Exchange Agreement, the Class B Units are exchangeable at any time for shares of Class A common stock of NRG Yield, Inc. ("Class A Common Stock") on a one-for-one basis, subject to equitable adjustments for stock

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splits, stock dividends and reclassifications. As the Reporting Person exchanges the Class B Units for shares of Class A Common Stock pursuant to the Exchange Agreement, an equivalent number of shares of Class B Common Stock issued to the Reporting Person will automatically be cancelled.

The Reporting Person acquired the Class B Units in exchange for interests in certain power generation and thermal infrastructure assets.

- (3) The book value of the contributed consideration as of March 31, 2013 and as recorded by the Reporting Person was approximately \$590 million.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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