

NRG ENERGY, INC.
Form 8-K
April 27, 2018

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) April 26, 2018

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) (IRS Employer Identification No.)

804 Carnegie Center, Princeton, New Jersey 08540
(Address of principal executive offices, including zip code)

(609) 524-4500
(Registrant's telephone number, including area code)

N/A
(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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

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If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

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

On April 3, 2018, Pastor Kirbyjon Caldwell withdrew his name from nomination for re-election to the Board of Directors (the "Board") at the Annual Meeting of Stockholders (the "Annual Meeting") as described in NRG Energy, Inc.'s (the "Company") Supplement to the Proxy Statement filed with the United States Securities and Exchange Commission on April 5, 2018. Following the Annual Meeting of the Company on April 26, 2018, Pastor Caldwell's term as director of the Company expired effective April 26, 2018, and the Board has reduced the size of the Board from twelve (12) to eleven (11) members.

Item 5.07 Submission of Matters to a Vote of Security Holders.

The Company held its Annual Meeting on April 26, 2018 in Princeton, New Jersey. Set forth below are the final voting results for each of the proposals submitted to a vote of the stockholders.

(a) Proposal 1 — Election of eleven directors

| Name | Votes For | Votes Against | Abstentions | Broker Non-Votes |
|----------------------|-------------|---------------|-------------|------------------|
| E. Spencer Abraham | 232,413,348 | 30,597,944 | 138,031 | 18,142,466 |
| Matthew Carter, Jr. | 262,817,888 | 192,461 | 138,974 | 18,142,466 |
| Lawrence S. Coben | 260,057,118 | 2,955,720 | 136,485 | 18,142,466 |
| Heather Cox | 262,888,532 | 190,947 | 69,844 | 18,142,466 |
| Terry G. Dallas | 262,689,659 | 223,625 | 236,039 | 18,142,466 |
| Mauricio Gutierrez | 260,822,651 | 2,189,549 | 137,123 | 18,142,466 |
| William E. Hantke | 259,875,155 | 3,135,360 | 138,808 | 18,142,466 |
| Paul W. Hobby | 260,568,285 | 2,346,286 | 234,752 | 18,142,466 |
| Anne C. Schaumburg | 259,957,079 | 3,123,784 | 68,460 | 18,142,466 |
| Thomas H. Weidemeyer | 259,288,924 | 3,626,369 | 234,030 | 18,142,466 |
| C. John Wilder | 262,689,773 | 257,882 | 201,668 | 18,142,466 |

With respect to the foregoing Proposal 1, all eleven directors were elected and each received the affirmative vote of a majority of the votes cast at the Annual Meeting.

(b) Proposal 2 — Advisory vote on the compensation of the Company's named executive officers

| Votes For | Votes Against | Abstentions | Broker Non-Votes |
|-------------|---------------|-------------|------------------|
| 259,156,107 | 3,822,371 | 170,845 | 18,142,466 |

The foregoing Proposal 2 was approved.

(c) Proposal 3 — Ratification of the Appointment of KPMG LLP as the Company's Independent Registered Public Accounting Firm for the 2018 fiscal year

| Votes For | Votes Against | Abstentions | Broker Non-Votes |
|-------------|---------------|-------------|------------------|
| 275,060,152 | 6,107,209 | 124,428 | - |

The foregoing Proposal 3 was approved.

(d) Proposal 4 – Stockholder proposal regarding disclosure of political expenditures

| Votes For | Votes Against | Abstentions | Broker Non-Votes |
|------------|---------------|-------------|------------------|
| 91,174,776 | 167,660,262 | 4,314,285 | 18,142,466 |

The foregoing Proposal 4 was not approved.

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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/ Brian E. Curci
Brian E. Curci
Corporate Secretary

Dated: April 27, 2018