

NRG ENERGY, INC.
Form 8-K
May 02, 2011

**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): **April 26, 2011**

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

211 Carnegie Center, Princeton, New Jersey
(Address of principal executive offices)

08540
(Zip Code)

Registrant's telephone number, including area code: **609-524-4500**

N/A
(Former name or former address, if changed since last report.)

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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 5.07 SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS

NRG Energy, Inc. held its Annual Meeting of Stockholders on April 26, 2011. 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 Class I Directors

| Name | Votes For | Votes Against | Abstentions | Broker Non-Votes |
|-------------------|------------------|----------------------|--------------------|-------------------------|
| Lawrence S. Coben | 190,595,872 | 3,067,246 | 3,034,107 | 11,063,642 |
| Paul W. Hobby | 190,821,256 | 2,841,855 | 3,034,114 | 11,063,642 |
| Gerald Luterman | 190,693,150 | 2,970,114 | 3,033,962 | 11,063,642 |
| Herbert H. Tate | 190,813,654 | 2,847,843 | 3,035,728 | 11,063,642 |
| Walter R. Young | 190,947,484 | 2,715,982 | 3,033,759 | 11,063,642 |

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

(b) Proposal 2 Ratification of the Appointment of KPMG LLP as the Company's Independent Registered Public Accounting Firm

| Votes For | Votes Against | Abstentions | Broker Non-Votes |
|------------------|----------------------|--------------------|-------------------------|
| 204,453,218 | 249,713 | 3,057,937 | Not Applicable |

The foregoing Proposal 2 was ratified.

(c) Proposal 3 Advisory vote on executive compensation

| Votes For | Votes Against | Abstentions | Broker Non-Votes |
|------------------|----------------------|--------------------|-------------------------|
| 116,137,233 | 74,042,486 | 6,517,507 | 11,063,642 |

The foregoing Proposal 3 was approved.

(d) Proposal 4 Advisory vote on the frequency of the advisory vote on executive compensation

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| One Year | Two Years | Three Years | Abstain | Broker Non-Votes |
|-----------------|------------------|--------------------|----------------|-------------------------|
| 168,770,679 | 2,699,081 | 21,612,992 | 3,614,474 | 11,063,642 |

With respect to the foregoing Proposal 4, the option to hold future advisory votes every one year received a majority of the votes cast at the Annual Meeting. Based on these results, the Company's Board of Directors currently intends to hold an advisory vote on executive compensation every one year.

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.

May 2, 2011

By: */s/ Michael R. Bramnick*
Name: Michael R. Bramnick
Title: Executive Vice President & General Counsel