## Edgar Filing: NRG Yield, Inc. - Form 4

NRG Yield, Inc. Form 4 January 04, 2017										
Check this box	STATES SECUE Was	RITIES A shington,			NGE (	COMMISSION	-	2PROVAL 3235-0287 January 31,		
Section 16. Form 4 or								2005 average ours per 0.5		
Form 4 or Form 5 obligations may continue. See Instruction 1(b). Form 5 obligations may continue. See Instruction Form 5 obligations Mage 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940 30(h) of the Investment Company Act of 1940										
(Print or Type Responses)										
1. Name and Address of Reporting F Sotos Christopher S	uer Name <b>and</b> Ticker or Trading bl Yield, Inc. [NYLD]				5. Relationship of Reporting Person(s) to Issuer					
(Last) (First) (M		3. Date of Earliest Transaction (Check					ck all applicable	c all applicable)		
NRG YIELD, INC., 804 CARNEGIE CENTER	onth/Day/Year) 02/2017				_X_ Director 10% Owner _X_ Officer (give title Other (specify below) below) President and CEO					
(Street)		4. If Amendment, Date Original Filed(Month/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person				
PRINCETON, NJ 08540						Form filed by I Person	More than One Re	eporting		
(City) (State) (	(Zip) Tabl	e I - Non-D	erivative	Securi	ties Ac	quired, Disposed o	of, or Beneficial	lly Owned		
1.Title of Security (Instr. 3)2. Transaction Date (Month/Day/Year)2A. Deemed Execution Date, if any (Month/Day/Year)		Code Disposed of (D)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)			
Class C Common		Code V	Amount		Price	(Instr. 3 and 4)				
Stock, par 01/02/2017 value \$.01 per share		F	2,702	D	<u>(1)</u>	81,965 <u>(2)</u>	D			

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

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 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

 (e.g., puts, calls, warrants, options, convertible securities)

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. Transacti Code (Instr. 8)	5. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	Amou Unde Secur	rlying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

## **Reporting Owners**

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
Sotos Christopher S NRG YIELD, INC. 804 CARNEGIE CENTER PRINCETON, NJ 08540	Х		President and CEO				
Signatures							
/s/ Brian Curci, by Power of Attorney		01/04/201	7				

<u>\*\*</u>Signature of Reporting Person

## **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).

Date

On August 8, 2016, Mr. Sotos was issued 80,192 Restricted Stock Units ("RSUs") by NRG Yield, Inc. under NRG Yield, Inc.'s Equity Incentive Plan that vest as follows: (1) 4,812 shares on January 2, 2017, (2) 8,821 shares on January 2, 2018, and (3) 66,559 shares on January 2, 2019. Each RSU is equivalent in value to one share of Class C Common Stock of NRG Yield, Inc., par value \$.01. On January

(1) January 2, 2019. Each KSO is equivalent in value to one share of Class C common Stock of KKO Field, Inc., par value 5.01. On January 2, 2017, 4,812 shares vested. Mr. Sotos elected to satisfy his tax obligation upon the exchange of common stock for RSUs having a value on the date of the exchange equal to the withholding obligation. This form is being filed to reflect the surrender of 2,702 shares of Class C Common Stock to satisfy the grantee's tax withholding obligation.

In connection with the vesting of the RSUs described above, 148 DERs converted to Class C Common Stock, resulting in the reporting person holding 2,327 dividend equivalent rights that may only be settled in Class C Common Stock. Dividend equivalent rights accrue on

(2) the reporting person's restricted stock units or market stock units, which become exercisable proportionately with the restricted stock units or market stock units to which they relate and may only be settled in NRG Yield, Inc. Class C Common Stock. Each dividend equivalent right is the economic equivalent of one share of NRG Yield, Inc. Class C Common Stock.

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.