

NRG ENERGY, INC.
Form 8-K
May 02, 2016

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 28, 2016**

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
(IRS Employer Identification No.)

211 Carnegie Center, Princeton, New Jersey 08540

(Address of principal executive offices, including zip code)

(609) 524-4500

(Registrant's telephone number, including area code)

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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:

- o Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

 - o Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

 - o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

 - o 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. (the Company) held its Annual Meeting of Stockholders on April 28, 2016, in Philadelphia, Pennsylvania. 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 thirteen directors

| Name | Votes For | Votes Against | Abstentions | Broker Non-Votes |
|----------------------|-------------|---------------|-------------|------------------|
| E. Spencer Abraham | 250,084,915 | 27,355,106 | 421,762 | 20,427,148 |
| Kirbyjon H. Caldwell | 274,399,592 | 3,048,595 | 413,753 | 20,426,991 |
| Lawrence S. Coben | 273,774,260 | 3,674,449 | 413,231 | 20,426,991 |
| Howard E. Cosgrove | 273,088,145 | 4,361,706 | 411,989 | 20,427,091 |
| Terry G. Dallas | 274,807,785 | 2,582,813 | 471,342 | 20,426,991 |
| Mauricio Gutierrez | 275,787,237 | 1,663,317 | 411,386 | 20,426,991 |
| William E. Hantke | 272,989,060 | 4,445,371 | 427,409 | 20,427,091 |
| Paul W. Hobby | 273,783,544 | 3,666,892 | 411,504 | 20,426,991 |
| Edward R. Muller | 274,116,388 | 3,332,377 | 413,175 | 20,426,991 |
| Anne C. Schaumburg | 273,843,152 | 3,702,092 | 316,596 | 20,427,091 |
| Evan J. Silverstein | 274,812,527 | 2,602,654 | 446,759 | 20,426,991 |
| Thomas H. Weidemeyer | 272,352,075 | 5,092,769 | 417,096 | 20,426,991 |
| Walter R. Young | 272,243,831 | 5,191,862 | 426,147 | 20,427,091 |

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

(b) Proposal 2 Re-approval of the performance goals under the NRG Energy, Inc. Amended and Restated Long-Term Incentive Plan solely for purposes of Section 162(m) of the Internal Revenue Code of 1986, as amended

| Votes For | Votes Against | Abstentions | Broker Non-Votes |
|-------------|---------------|-------------|------------------|
| 271,135,295 | 6,273,463 | 453,182 | 20,426,991 |

The foregoing Proposal 2 was approved.

(c) Proposal 3 Advisory vote on the compensation of the Company's named executive officers

| Votes For | Votes Against | Abstentions | Broker Non-Votes |
|-------------|---------------|-------------|------------------|
| 255,949,216 | 21,492,031 | 420,693 | 20,426,991 |

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The foregoing Proposal 3 was approved.

(d) Proposal 4 Ratification of the Appointment of KPMG LLP as the Company's Independent Registered Public Accounting Firm for 2016 fiscal year

| Votes For | Votes Against | Abstentions | Broker Non-Votes |
|------------------|----------------------|--------------------|-------------------------|
| 296,270,381 | 1,736,187 | 282,363 | 0 |

The foregoing Proposal 4 was approved.

(e) Proposal 5 Stockholder proposal regarding proxy access

| Votes For | Votes Against | Abstentions | Broker Non-Votes |
|------------------|----------------------|--------------------|-------------------------|
| 240,595,437 | 13,131,055 | 24,134,997 | 20,427,442 |

The foregoing Proposal 5 was approved.

(f) Proposal 6 Stockholder proposal regarding disclosure of political expenditures

| Votes For | Votes Against | Abstentions | Broker Non-Votes |
|------------------|----------------------|--------------------|-------------------------|
| 115,522,914 | 118,192,329 | 44,148,359 | 20,425,329 |

The foregoing Proposal 6 was not approved.

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: May 2, 2016