

NRG Yield, Inc.
Form 4
June 03, 2015

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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)
C/O NRG YIELD, INC., 211
CARNEGIE CENTER
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
05/14/2015

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

PRINCETON, NJ 08540

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
____ Form filed by More than One Reporting Person

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 Beneficial Ownership (Instr. 4)
				(A) or (D)			
			Code	V Amount (D) Price			

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

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SEC 1474 (9-02)

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

1. Title of Derivative Security	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities Acquired	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)

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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	(A) or Disposed of (D) (Instr. 3, 4, and 5)	Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount of Number of Shares
Class D Units of NRG Yield LLC	<u>(1)</u>	05/14/2015	<u>J(2)</u>	V	42,738,750		<u>(1)</u>	<u>(1)</u>			Class C Common Stock	42,738,7

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	06/03/2015
<small>**Signature of Reporting Person</small>	<small>Date</small>

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 the Amended and Restated Exchange Agreement dated May 14, 2015, the Class D Units are exchangeable at any time for shares of Class C common stock of NRG Yield, Inc. ("Class C Common Stock") on a one-for-one basis, subject to equitable adjustments

(1) for stock splits, stock dividends and reclassifications. As the Reporting Person exchanges the Class D Units for shares of Class C Common Stock pursuant to the Amended and Restated Exchange Agreement, an equivalent number of shares of Class D Common Stock issued to the Reporting Person will automatically be cancelled.

(2) The Class D Units were received in connection with the reclassification of the limited liability company interests of Yield LLC, whereby each Class B Unit held by the Reporting Person was reclassified into one Class B Unit and one Class D Unit.

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.