HELLMAN & FRIEDMAN CAPITAL PARTNERS IV LP
Form 3
August 11, 2006

FORM 3

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

OMB APPROVAL

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INITIAL STATEMENT OF 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 *
Â H&F INVESTORS IV LLC
(Last) (First) (Middle)

ONE MARITIME PLAZA,Â 12TH FLOOR
(Street)

SAN FRANCISCO,Â CAÂ 94111
(City) (State) (Zip)

2. Date of Event Requiring Statement (Month/Day/Year)
08/09/2006

3. Issuer Name **and** Ticker or Trading Symbol
NRG ENERGY, INC. [NRG]

4. Relationship of Reporting Person(s) to Issuer
(Check all applicable)
_____ Director __X__ 10% Owner
_____ Officer __X__ Other
(give title below) (specify below)
See Remarks

5. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
___ Form filed by One Reporting Person
_X_ Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1.Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common stock, par value $0.01 per share	6,415,953	I	See footnotes (1) (2)
Common stock, par value $0.01 per share	1,322,024	I	See footnotes (1) (2)
Common stock, par value $0.01 per share	524,231	I	See footnotes (1) (2)
Common stock, par value $0.01 per share	2,358	I	See footnotes (1) (2)
Common stock, par value $0.01 per share	169,176	I	See footnotes (1) (2)

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (*e.g.*, puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
H&F INVESTORS IV LLC ONE MARITIME PLAZA 12TH FLOOR SAN FRANCISCO,Â CAÂ 94111	Â	Â X	Â	See Remarks
HELLMAN & FRIEDMAN CAPITAL PARTNERS IV LP ONE MARITIME PLAZA 12TH FLOOR SAN FRANCISCO,Â CAÂ 94111	Â	Â X	Â	See Remarks
H&F TGN AIV, L.P. ONE MARITIME PLAZA 12TH FLOOR SAN FRANCISCO,Â CAÂ 94111	Â	Â X	Â	See Remarks
H&F INTERNATIONAL PARTNERS IV-A, L.P. ONE MARITIME PLAZA 12TH FLOOR SAN FRANCISCO,Â CAÂ 94111	Â	Â X	Â	See Remarks
H&F International Partners IV-C, L.P. ONE MARITIME PLAZA 12TH FLOOR SAN FRANCISCO,Â CAÂ 94111	Â	Â X	Â	See Remarks
H&F EXECUTIVE FUND IV, L.P. ONE MARITIME PLAZA 12TH FLOOR SAN FRANCISCO,Â CAÂ 94111	Â	Â X	Â	See Remarks

Signatures

/s/ Georgia Lee as Managing Director of H&F Investors IV, LLC	08/11/2006
**Signature of Reporting Person	Date
/s/ Georgia Lee as Managing Director of H&F Investors IV, LLC, as General Partner of Hellman & Friedman Capital Partners IV, L.P.	08/11/2006
**Signature of Reporting Person	Date
/s/ Georgia Lee as Managing Director of H&F Investors IV, LLC, as General Partner of H&F TGN AIV, L.P.	08/11/2006

**Signature of Reporting Person	Date
/s/ Georgia Lee as Managing Director of H&F Investors IV, LLC, as General Partner of H&F International Partners IV-A, L.P.	08/11/2006

**Signature of Reporting Person	Date
/s/ Georgia Lee as Managing Director of H&F Investors IV, LLC, as General Partner of H&F International Partners IV-C, L.P.	08/11/2006

**Signature of Reporting Person	Date
/s/ Georgia Lee as Managing Director of H&F Investors IV, LLC, as General Partner of H&F Executive Fund IV, L.P.	08/11/2006

**Signature of Reporting Person	Date

Explanation of Responses:

*	If the form is filed by more than one reporting person, *see* Instruction 5(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).
(1)	Hellman & Friedman Capital Partners IV, L.P., H&F TGN AIV, L.P., H&F International Partners IV-A, L.P., H&F International Partners IV-C, L.P. and H&F Executive Fund IV, L.P., (collectively, the "H&F Partnerships") directly own respectively 6,415,953, 1,322,024, 524,231, 2,358 and 169,176 shares of NRG Energy, Inc.'s common stock (the "Common Stock") reported as beneficially owned in the above table. H&F Investors IV, LLC ("H&F Investors") is the general partner of each of the H&F Partnerships. The investment decisions of each of the H&F Partnerships are made by the investment committee of H&F Investors, which indirectly exercises voting and investment power with respect to the Common Stock held by the H&F Partnerships. Accordingly, H&F Investors may be deemed to share beneficial ownership of the shares of Common Stock held by the H&F Partnerships.
(2)	Pursuant to Rule 16a-1(a)(4) of the Securities Exchange Act of 1934, as amended, H&F Investors herein states that this filing shall not be deemed an admission that it is the beneficial owner of any of the shares of Common Stock covered by this Statement. H&F Investors disclaims beneficial ownership of the Common Stock, except to the extent of its pecuniary interest in such shares of Common Stock.

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Remarks:

AsÂ describedÂ inÂ AmendmentÂ No.Â 1Â toÂ ScheduleÂ 13DÂ filedÂ onÂ AugustÂ 11,Â 2006Â withÂ respectÂ toÂ th

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.
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