

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

OMB APPROVAL	
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>NRG ENERGY, INC.</u>  (Last) (First) (Middle) <u>C/O NRG YIELD, INC.</u> <u>211 CARNEGIE CENTER</u>  (Street) <u>PRINCETON NJ 08540</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>NRG Yield, Inc. [ NYLD ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>08/31/2018</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	

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

**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. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Class B Units of NRG Yield LLC	(1)	08/31/2018		j <sup>(2)</sup>			42,738,750	(1)	(1)	Class A Common Stock	42,738,750	(2)	0	D	
Class D Units of NRG Yield LLC	(1)	08/31/2018		j <sup>(2)</sup>			42,738,750	(1)	(1)	Class C Common Stock	42,738,750	(2)	0	D	

**Explanation of Responses:**

1. Pursuant to an amended and restated exchange agreement, dated May 14, 2015 (the "Exchange Agreement"), the Class B Units of NRG Yield LLC ("Class B Units") are exchangeable at any time for shares of Class A Common Stock of the Issuer ("Class A Common Stock"), and the Class D Units of NRG Yield LLC ("Class D Units") are exchangeable at any time for shares of Class C Common Stock of the Issuer ("Class C Common Stock"), in each case on a one-for-one basis, subject to equitable adjustments for stock splits, stock dividends and reclassifications. Pursuant to the Exchange Agreement, as Class B Units are exchanged for shares of Class A Common Stock and as Class D Units are exchanged for shares of Class C Common Stock, an equivalent number of shares of Class B Common Stock of the Issuer ("Class B Common Stock") and shares of Class D Common Stock of the Issuer ("Class D Common Stock"), respectively, will automatically be cancelled.

2. On August 31, 2018, NRG Repowering Holdings LLC, a wholly owned subsidiary of the Reporting Person (together with the Reporting Person, the "NRG Parties"), sold 100% of the outstanding membership interests of Zephyr Renewables LLC (the "Company"), pursuant to a purchase and sale agreement, dated February 6, 2018, for total consideration of approximately \$1,347,000,000. At the time of sale, the Company owned (i) 100% of the Class B Common Stock and 100% of the Class D Common Stock and (ii) 100% of the Class B Units and 100% of the Class D Units.

/s/ Brian Curci, Authorized Representative 08/31/2018

\*\* Signature of Reporting Person Date

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

\* 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).

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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