
**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): **February 4, 2014**

NRG YIELD, INC.

(Exact name of Registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation)

001-36002
(Commission File Number)

46-1777204
(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)

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:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 8.01 Other Events.

On February 4, 2014, the Company issued a press release announcing the Company's proposed private offering of \$300 million in aggregate principal amount of convertible senior notes due 2019 pursuant to Rule 144A under the Securities Act of 1933, as amended. A copy of the press release is filed as Exhibit 99.1 hereto and is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

The Exhibit Index attached to this Form 8-K is incorporated herein by reference.

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 Yield, Inc.

By: /s/ Brian E. Curci
Brian E. Curci
Secretary

February 4, 2014

EXHIBIT INDEX

| Exhibit No. | Document |
|--------------------|---------------------------------------|
| 99.1 | Press Release dated February 4, 2014. |



FOR IMMEDIATE RELEASE

NEWS
RELEASE

**NRG Yield, Inc. Announces Proposed Offering of
\$300 Million in Aggregate Principal Amount of
Convertible Senior Notes Due 2019**

PRINCETON, NJ; February 4, 2014—NRG Yield, Inc. (NYSE: NYLD) (“NRG Yield” or “the Company”) intends to commence an offering of \$300 million in aggregate principal amount of its convertible senior notes due 2019 (the “Notes”). NRG Yield also expects to grant the underwriters a 30 day option to purchase up to an additional \$45 million in aggregate principal amount of Notes. The Notes will be convertible, under certain circumstances, into cash, shares of NRG Yield’s Class A common stock or a combination thereof at NRG Yield’s election, at a price to be determined. The Notes will be fully and unconditionally guaranteed on a senior basis by NRG Yield LLC and NRG Yield Operating LLC (“Yield Operating LLC”), the direct and indirect subsidiaries of the Company, respectively. NRG Yield will lend the net proceeds from this offering to Yield Operating LLC, and Yield Operating LLC intends to use the proceeds for working capital and general corporate purposes, including the acquisition of assets from NRG Energy, Inc. (“NRG”) or other third parties, although NRG Yield does not currently have any agreements to do so in place.

Morgan Stanley, BofA Merrill Lynch, RBC Capital Markets and Goldman, Sachs & Co. will act as joint book-running managers for the offering.

The notes and related guarantees are being offered only to qualified institutional buyers in reliance on Rule 144A under the Securities Act of 1933, as amended (the “Securities Act”). The notes and related guarantees have not been registered under the Securities Act or the securities laws of any other jurisdiction and may not be offered or sold in the United States absent registration or an applicable exemption from the registration requirements. This notice does not constitute an offer to sell the notes, nor a solicitation for an offer to purchase the notes.

Forward-Looking Statement

This communication contains forward-looking statements that may state NRG Yield’s or its management’s intentions, beliefs, expectations or predictions for the future. Such forward-looking statements are subject to certain risks, uncertainties and assumptions and typically can be identified by the use of words such as “expect,” “estimate,” “anticipate,” “forecast,” “plan,” “believe” and similar terms. Although NRG Yield believes that its expectations are reasonable, it can give no assurance that these expectations will prove to have been correct, and actual results may vary materially. Factors that could cause actual results to differ materially from those contemplated above include, among others, general economic conditions, hazards customary in the power industry, weather conditions, competition in wholesale power markets, the volatility of energy and fuel prices, failure of customers to perform under contracts, changes in the wholesale power markets, changes

in government regulation of markets and of environmental emissions, the condition of capital markets generally, our ability to access capital markets, unanticipated outages at our generation facilities, adverse results in current and future litigation, failure to identify or successfully implement acquisitions (including receipt of third party consents and regulatory approvals), our ability to enter into new contracts as existing contracts expire, our ability to obtain anticipated Section 1603 Cash Grants and our ability to maintain and grow our quarterly dividends.

NRG Yield undertakes no obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise. The foregoing review of factors that could cause NRG Yield's actual results to differ materially from those contemplated in the forward-looking statements included in this news release should be considered in connection with information regarding risks and uncertainties that may affect NRG Yield's future results included in NRG Yield's filings with the Securities and Exchange Commission at www.sec.gov.
