

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).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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>MCCLEAN FERRELL P</u>  (Last) (First) (Middle) <u>NRG YIELD, INC.</u> <u>804 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) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>06/01/2017</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				
Class C Common Stock, par value \$.01 per share	06/01/2017		A		9,723 <sup>(1)</sup>	A	(2)	42,390	D		
Class A Common Stock, par value \$.01 per share	06/01/2017		A		162	A	(3)	13,796 <sup>(4)</sup>	D		
Class C Common Stock, par value \$.01 per share	06/01/2017		A		590	A	(3)	42,980 <sup>(5)</sup>	D		

**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		Date Exercisable	Expiration Date					

**Explanation of Responses:**

- Represents 9,723 Deferred Stock Units issued to the Reporting Person by NRG Yield, Inc. under NRG Yield, Inc.'s Amended and Restated Equity Incentive Plan.
- Each Deferred Stock Unit is equivalent in value to one share of NRG Yield, Inc.'s Class C Common Stock, par value \$.01 per share. The Reporting Person will receive from NRG Yield, Inc. one such share of Class C Common Stock for each Deferred Stock Unit he/she owns upon termination of his/her service on NRG Yield, Inc.'s Board of Directors.
- Represents dividend equivalent rights accrued on the Reporting Person's Deferred Stock Units, which become exercisable proportionately with the Deferred Stock Units to which they relate and may only be settled in Class A or Class C Common Stock of NRG Yield, Inc. as determined by the Deferred Stock Units to which they relate.
- Includes 1,703 dividend equivalent rights that may only be settled in Class A Common Stock.
- Includes 3,510 dividend equivalent rights that may only be settled in Class C Common Stock.

/s/ Brian Curci, by Power of Attorney 06/05/2017

\*\* 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.

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.**