
**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): **July 28, 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.

Senior Notes Offering

On July 28, 2014, NRG Yield Operating LLC, an indirect subsidiary of NRG Yield, Inc., issued a press release regarding its proposed offering of up to \$400.0 million in aggregate principal amount of senior notes due 2024. A copy of the press release is attached hereto as Exhibit 99.1 and is incorporated by reference herein.

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
Corporate Secretary

July 28, 2014

Exhibit No.

99.1

Document

Press Release, dated July 28, 2014.



NRG Yield Operating LLC Announces
Proposed Offering of \$400.0 Million “Green Bond”

PRINCETON, NJ; July 28, 2014 — NRG Yield Operating LLC (“Yield Operating”), an indirect subsidiary of NRG Yield, Inc. (NYSE: NYLD) (“NRG Yield”), intends to commence an offering of \$400.0 million in aggregate principal amount of senior notes due 2024 (the “Notes”). The Notes will be senior unsecured obligations of Yield Operating and will be guaranteed by NRG Yield LLC, Yield Operating’s parent company, and by each of Yield Operating’s wholly owned current and future subsidiaries that guarantees indebtedness under its credit agreement.

Yield Operating intends to use the proceeds of the offering to fund, in whole or in part, renewable energy projects (“Eligible Green Projects”). Specifically, Yield Operating intends to use the proceeds from the offering, together with cash on hand, including the net proceeds from the issuance of Class A common stock by NRG Yield, which proceeds will be contributed to Yield Operating, to fund the aggregate \$870 million cash purchase price of the previously announced acquisition of the Alta Wind Facility (the “Alta Acquisition”). However, this offering is not conditioned upon the completion of the Alta Acquisition and, to the extent the Alta Acquisition is not completed, Yield Operating expects that the net proceeds from this offering will be allocated by it to the financing of future acquisitions of Eligible Green Projects.

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”), or outside the United States to persons other than “U.S. persons” in compliance with Regulation S under 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 is issued pursuant to Rule 135c of the Securities Act, and does not constitute an offer to sell, nor a solicitation for an offer to purchase the Notes.

About NRG Yield

NRG Yield owns a diversified portfolio of contracted renewable and conventional generation and thermal infrastructure assets in the U.S., including fossil fuel, solar and wind power generation facilities that provide the capacity to support more than 1.5 million American homes and businesses. Our thermal infrastructure assets provide steam, hot water and/or chilled water, and in some instances electricity, to commercial businesses, universities, hospitals and governmental units in multiple locations. NRG Yield is traded on the New York Stock Exchange under the symbol NYLD.

Forward-Looking Statements

This communication contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934. 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,” “should,” “anticipate,” “forecast,” “plan,” “guidance,” “believe” and similar terms. Such forward-looking statements include, but are not limited to, statements

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about the Company’s future revenues, income, indebtedness, capital structure, strategy, plans, expectations, objectives, projected financial performance and/or business results and other future events, and views of economic and market conditions.

Although NRG Yield, Inc. believes that the 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 successfully close the Alta Wind acquisition (including receipt of third-party consents and regulatory approvals), failure of NRG Energy, Inc. to ultimately offer assets to us that have been identified eligible for acquisition, our ability to consummate future acquisitions, our ability to enter into new contracts as existing contracts expire, 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.

Contacts:

Media:

Karen Cleeve
609.524.4608

Investors:

Chad Plotkin
609.524.4526

Daniel Keyes
609.524.4527

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