

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, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

<b>1. Name and Address of Reporting Person *</b> NRG ENERGY, INC.  (Last) (First) (Middle) C/O NRG YIELD, INC., 211 CARNEGIE CENTER  (Street) PRINCETON NJ 08540  (City) (State) (Zip)	<b>2. Issuer Name and Ticker or Trading Symbol</b> NRG Yield, Inc. [NYLD]	<b>5. Relationship of Reporting Person(s) to Issuer</b> (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner  Officer (give title below) Other (specify below)
	<b>3. Date of Earliest Transaction</b> (Month/Day/Year) 07/22/2013	
<b>4. If Amendment, Date of Original Filed</b> (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			
Common Stock	07/22/2013		J <sup>(1)</sup>		1,000	D	(1)	0	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 Underlying Securities (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 of Derivative Security: 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	(2)	07/22/2013		J	(1)	1,000		(2)	(2)	Class A Common Stock	1,000	(1)	1,000	D	
Class B Units of NRG Yield LLC	(2)	07/22/2013		P		61,749,000		(2)	(2)	Class A Common Stock	61,749,000	(3)	61,750,000	D	
Class B Units of NRG Yield LLC	(2)	07/02/2013		S			19,011,250	(2)	(2)	Class A Common Stock	19,011,250	\$ 20.79	42,738,750	D	

**Explanation of Responses:**

1. Pursuant to a reclassification exempt under Rule 16b-7, each share of NRG Yield, Inc. common stock was automatically converted into a share of NRG Yield, Inc. Class B common stock ("Class B Common Stock") in connection with the adoption of NRG Yield, Inc.'s amended and restated certificate of incorporation on July 22, 2013. Pursuant to a related exchange agreement dated as of July 22, 2013 (the "Exchange Agreement"), an equivalent number of NRG Yield LLC Class B units (the "Class B Units") were also issued to the Reporting Person in connection with such conversion.

2. Consists entirely of Class B Units. Pursuant to the Exchange Agreement, the Class B Units are exchangeable at any time for shares of Class A common stock of NRG Yield, Inc. ("Class A Common Stock") on a one-for-one basis, subject to equitable adjustments for stock splits, stock dividends and reclassifications. As the Reporting Person exchanges the Class B Units for shares of Class A Common Stock pursuant to the Exchange Agreement, an equivalent number of shares of Class B Common Stock issued to the Reporting Person will automatically be cancelled.

3. The Reporting Person acquired the Class B Units in exchange for interests in certain power generation and thermal infrastructure assets. The book value of the contributed consideration as of March 31, 2013 and as recorded by the Reporting Person was approximately \$590 million.

/s/ Brian Curci, Authorized Representative      08/01/2013

\*\* 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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