

NRG ENERGY, INC.
Form 3
August 11, 2006

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

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

(Print or Type Responses)

<p>1. Name and Address of Reporting Person *</p> <p>TPG ADVISORS III INC</p> <p>(Last) (First) (Middle)</p> <p>C/O TEXAS PACIFIC GROUP, 301 COMMERCE STREET, SUITE 3300</p> <p>(Street)</p> <p>FORT WORTH, TX 76102</p> <p>(City) (State) (Zip)</p>	<p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>08/09/2006</p>	<p>3. Issuer Name and Ticker or Trading Symbol</p> <p>NRG ENERGY, INC. [NRG]</p>	<p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input checked="" type="checkbox"/> Other (give title below) (specify below) See remarks</p>	<p>5. If Amendment, Date Original Filed(Month/Day/Year)</p>	<p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person</p>
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Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common stock, par value \$0.01 per share	3,145,561	I	Through funds managed by the Reporting Person; see footnotes (1) (2)

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date	3. Title and Amount of Securities Underlying	4. Conversion	5. Ownership	6. Nature of Indirect Beneficial Ownership
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(Month/Day/Year)	Derivative Security (Instr. 4)	or Exercise Price of Derivative Security	Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	(Instr. 5)
Date Exercisable	Expiration Date	Title	Amount or Number of Shares	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other

TPG ADVISORS III INC C/O TEXAS PACIFIC GROUP 301 COMMERCE STREET, SUITE 3300 FORT WORTH, TX 76102	^	^ X	^	See remarks
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Signatures

/s/ David A. Spuria, Vice President, on behalf of TPG Advisors III, Inc. 08/11/2006

 **Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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).
- (1) TPG Advisors III, Inc. (the "Reporting Person") is the general partner of TPG GenPar III, L.P., which in turn is the general partner of TPG III - AIV 1, L.P., TPG III - AIV 2, L.P. and TPG III - AIV 3, L.P. (together, the "TPG Funds"). Collectively, the TPG Funds directly hold 3,145,561 shares of NRG Energy, Inc.'s common stock (the "Common Stock").
- The Reporting Person is deemed to be the beneficial owner of the Common Stock beneficially owned by the TPG Funds only to the extent of the greater of its direct or indirect interest in the profits or capital accounts of such TPG Funds. Pursuant to Rule 16a-1(a)(4) under the Securities and Exchange Act (the "Exchange Act"), this filing shall not be deemed an admission that the Reporting Person is, for purposes of Section 16 of the Exchange Act or otherwise, the beneficial owner of any securities beneficially owned by the TPG Funds in excess of such amount. The shareholders of the Reporting Person are David Bonderman, James G. Coulter and William S. Price, III (collectively, the "Shareholders"). Each Shareholder disclaims beneficial ownership of any of the Common Stock reported herein.

Remarks:

As described in Amendment No. 1 to Schedule 13D filed on August 11, 2006 with respect to the

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.