FORM 4

## **UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

OMB APPROVAL							
OMB Number:	3235-0287						
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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

	Name and Address of Reporting Person*     CHLEBOWSKI JOHN				2. Issuer Name and Ticker or Trading Symbol NRG Yield, Inc. [ NYLD ]									5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  X Director 10% Owner				
`	et) (M	Middle)			3. Date of Earliest Transaction (Month/Day/Year) 06/01/2017									Offic	Officer (give title below)		Other (spe	
NRG YIELD, INC. 804 CARNEGIE CENTER					4. If Amendment, Date of Original Filed (Month/Day/Year)									e)				
N NJ	0	8540												Form	n filed by Mor		-	
(Sta	te) (Z	Zip)																
Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned																		
Di				2. Transaction Date (Month/Day/Year)			2A. Deemed Execution Date, if any (Month/Day/Year)		ransaction Dispose ode (Instr. and 5)					Secui Bene Owne	Securities Beneficially Owned		6. Ownership Form: Direct (D) or Indirect (I)	
							Code	v	Amount			Price	Repo Trans	rted action(s)	(		(Instr. 4)	
Class C Common Stock, par value \$.01 per share				017				A		5,417(1)		A	(1)		18,673	D		
Class A Common Stock, par value \$.01 per share				017			A		182		A	(2)	2:	22,112(3)		D		
Class C Common Stock, par value \$.01 per share				06/01/2017				A		498	98 A		(2)	4	49,171(4)			
Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)																		
3. Transaction Date Cxercise rice of errivative ecurity  3. Transaction Date (Month/Day/Year)  3. Deemed Execution Date, if any (Month/Day/Year)			ion Date,	Transaction of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			Expiration Date			Amount of Securities Underlying Derivative Security (Instr 3 and 4)  Amou or Numb of		unt	8. Price of Derivative Security (Instr. 5)	derivative Securities Beneficially Owned Following Reported	Owner Form Direct or Ind (I) (In 4)	: t (D) direct	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
N ni	, INC. GIE CEI N NJ (Sta urity (Instrument) mon Sto	(State) (2  Table (State) (3  Table (Instr. 3)  Mon Stock, par value \$.  Mon Stock, par value \$.  Mon Stock, par value \$.  Table (Month/Day/Year)	(State) (Zip)  Table I - N  Table I - N  Table II  Table II	(State) (Zip)  Table I - Non-Derivative (Poly Month/Day/Year)  Table I - Non-Derivative (Poly Month/Day/Year)  Table II - Non-Derivative (Poly Month/Day/Year)  Table II - Non-Derivative (Poly Month/Day/Year)  Table II - Non-Derivative (Month/Day/Year)	(First) (Middle)  , INC.  GIE CENTER  Table I - Non-Derivative Service of the control of the con	(First) (Middle) , INC. GIE CENTER  Table I - Non-Derivative Security (Instr. 3)  Table I - Non-Derivative Security (Month/Day/Year)  Table II - Derivative Security (e.g., puts, calls, version Exercise of ivative (Month/Day/Year)  Table II - Derivative Security (e.g., puts, calls, version is conversion in the second in the	(First) (Middle) , INC. GIE CENTER  Table I - Non-Derivative Securities (Month/Day/Year)  Table II - Derivative Securities (e.g., puts, calls, warra  Table II - Derivative Securities (Month/Day/Year)  Table II - Derivative Securities (e.g., puts, calls, warra (Month/Day/Year)  Table III - Derivative Securities (e.g., puts, calls, warra (Month/Day/Year)  Table III - Derivative Securities (e.g., puts, calls, warra (Month/Day/Year)  Table III - Derivative Securities (e.g., puts, calls, warra (Month/Day/Year)  Table III - Derivative Securities (e.g., puts, calls, warra (Month/Day/Year)  Table III - Derivative Securities (e.g., puts, calls, warra (Month/Day/Year)  Table III - Derivative Securities (e.g., puts, calls, warra (Month/Day/Year)  Table III - Derivative Securities (e.g., puts, calls, warra (Month/Day/Year)  Table III - Derivative Securities (e.g., puts, calls, warra (month/Day/Year)  Table III - Derivative Securities (e.g., puts, calls, warra (month/Day/Year)	(First) (Middle) , INC.  GIE CENTER  Table I - Non-Derivative Securities Acquirity (Instr. 3)  2. Transaction Date (Month/Day/Year)  (Month/Day/Year)  2. Transaction Date (Month/Day/Year)  3. Transaction Date (Month/Day/Year)  4. Transaction Code (Instr. 3, 4 and 5)  3. Transaction Date (Month/Day/Year)	(First) (Middle) , INC.  GIE CENTER  Table I - Non-Derivative Securities Acquired, D  (State) (Zip)  Table I - Non-Derivative Securities Acquired, D  (Month/Day/Year) 2A. Deemed Execution Date, if any (Month/Day/Year) 3. Transaction Code (Ins 8)  (Month/Day/Year) 4A  Table II - Derivative Securities Acquired, D  (State) (Zip)  Table II - Non-Derivative Securities Acquired, D  (Month/Day/Year) A  Table II - Derivative Securities Acquired, Disposed of (D) (Month/Day/Year) A  Table II - Derivative Securities Acquired, Disposed of (D) (Instr. 3, 4 and 5)  Date Date  Date  Date  Date  Date  Date  Date	(First) (Middle)  , INC.  GIE CENTER  Table I - Non-Derivative Securities Acquired, Disportity (Instr. 3)  2. 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GIE CENTER  A NJ 08540  (State) (Zip)  Table I - Non-Derivative Securities Acquired, Disposed of, or rity (Instr. 3)  2. Transaction Date (Month/Day/Year) (Month/Day/Year)  (Month/Day/Year) 2. A Deemed Execution Date, if any (Month/Day/Year)  (Month/Day/Year) 3. Transaction Date (e.g., puts, calls, warrants, options, convertible security and six an	(First) (Middle) , INC. GIE CENTER  Table I - Non-Derivative Securities Acquired, Disposed of, or Benefic (Month/Day/Year)    Code   V   Amount   Code (Instr. a)	(First) (Middle) , INC. GIE CENTER  Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficial Virty (Instr. 3)  Z. 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GIE CENTER  N NJ 08540  (State) (Zip)  Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Own Pers  (Month/Day/Year) 2. Transaction Date (Month/Day/Year) (Month/D	(First) (Middle), INC. GIE CENTER    V NJ	(First) (Middle) , INC. GIE CENTER  A If Amendment, Date of Original Filed (Month/Day/Year)  (State) (Zip)  Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned  Execution Date (Month/Day/Year)  (Month/Day/Year)  Tode (Instr. 3)  2. Transaction Date (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned  Transaction Date (Instr. 3, 4 Securities Acquired (A) or Person  Table II - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned  Transaction Date (Instr. 3, 4 Securities Acquired (A) or Person  Transaction Disposed Of (D) (Instr. 3, 4 Securities Acquired (A) or Person  Transaction Date (Instr. 4)  Transaction Date (Instr. 3)  Transaction Disposed Of (D) (Instr. 3, 4 Securities Acquired (A) or Person  Transaction Date (Instr. 4)  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)  Toda (Instr. 4)  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)  Toda (Instr. 4)  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securiti	(First) (Middle) (INC. GIE CENTER  A NJ 08540  (State) (Zp)  Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned  rity (Instr. 3)  2. Transaction Date (Month/Day/Year) (Month/Day/Year)  (Month/Day/Ye

## Explanation of Responses:

- 1. Mr. Chlebowski was issued Deferred Stock Units by NRG Yield, Inc. under NRG Yield, Inc.'s Amended and Restated Equity Incentive Plan on June 1, 2017. Each Deferred Stock Unit was equivalent in value to one share of NRG Yield, Inc. 's Class C Common Stock, par value \$.01 per share. On June 1, 2017, Mr. Chlebowski received from NRG Yield, Inc. one such share of Common Stock in exchange for each Deferred Stock Unit he was issued on that same date.
- 2. 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 the Class A or Class C Common Stock of NRG Yield, Inc. as determined by the Deferred Stock Unit to which they relate.
- 3. Includes 1,911 dividend equivalent rights that may only be settled in Class A Common Stock.
- 4. Includes 3,803 dividend equivalent rights that may only be settled in Class C Common Stock.

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

\*\* 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.