

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

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of
the Securities Exchange Act of 1934 (Amendment No.)

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material under §240.14a-12

NRG YIELD, INC.

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.
 - (1) Title of each class of securities to which transaction applies:

 - (2) Aggregate number of securities to which transaction applies:

 - (3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

 - (4) Proposed maximum aggregate value of transaction:

 - (5) Total fee paid:

- Fee paid previously with preliminary materials.
- Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.
 - (1) Amount Previously Paid:

 - (2) Form, Schedule or Registration Statement No.:

 - (3) Filing Party:

 - (4) Date Filed:

IMPORTANT ANNUAL MEETING INFORMATION

Vote by Internet

- Go to www.envisionreports.com/NYLD
- Or scan the QR code with your smartphone
- Follow the steps outlined on the secure website

Stockholder Meeting Notice

Important Notice Regarding the Availability of Proxy Materials for the NRG Yield, Inc. Annual Meeting of Stockholders to be Held on May 5, 2015

Under the Securities and Exchange Commission rules, you are receiving this notice that the proxy materials for the Annual Meeting of Stockholders are available on the Internet. Follow the instructions below to view the proxy materials and to vote online or to request a copy of the proxy materials. The items to be voted on and location of the Annual Meeting are on the reverse side of this notice. Your vote is important!

This communication presents only an overview of the more complete proxy materials that are available to you on the Internet. We encourage you to access and review all of the important information contained in the proxy materials before voting. The proxy statement and annual report to stockholders are available at:

www.envisionreports.com/NYLD



Easy Online Access — A Convenient Way to View Proxy Materials and Vote

When you go online to view materials, you can also vote your shares.

- Step 1:** Go to www.envisionreports.com/NYLD to view the materials.
- Step 2:** Click on "Cast Your Vote" or "Request Materials".
- Step 3:** Follow the instructions on the screen to log in.
- Step 4:** Make your selection as instructed on each screen to select delivery preferences and vote.

When you go online, you can also help the environment by consenting to receive electronic delivery of future materials.



Obtaining a Copy of the Proxy Materials – If you want to receive a copy of the proxy materials, you must request one. There is no charge to you for requesting a copy of the proxy materials. Please make your request for a copy of the proxy materials as instructed on the reverse side of this notice on or before April 24, 2015 to facilitate timely delivery.



Stockholder Meeting Notice

NRG Yield, Inc.'s Annual Meeting of Stockholders will be held on May 5, 2015 at The Ritz-Carlton, Philadelphia, 10 Avenue of the Arts, Philadelphia, Pennsylvania 19102, at 9:00 a.m. (Eastern Time).

Proposals to be voted on at the meeting are listed below along with the Board of Directors' recommendations.

The Board of Directors recommends a vote **FOR** all the nominees listed and **FOR** Proposal 2 (comprising Proposals 2A and 2B), 3 and 4:

1. Election of Directors:
 - 01 - David Crane
 - 02 - John F. Chlebowski
 - 03 - Kirkland B. Andrews
 - 04 - Brian R. Ford
 - 05 - Mauricio Gutierrez
 - 06 - Ferrell P. McClean
 - 07 - Christopher S. Sotos

2. To approve the Second Amended and Restated Certificate of Incorporation.*
 - 2A: To approve the adoption of amendments to the Company's Amended and Restated Certificate of Incorporation to establish the Class C common stock and Class D common stock.
 - 2B: To approve the adoption of amendments to the Company's Amended and Restated Certificate of Incorporation to effectuate the stock split.

3. To approve the Amended and Restated 2013 Equity Incentive Plan.
4. To ratify the appointment of KPMG LLP as the Company's independent registered public accounting firm for the 2015 fiscal year.

* Each of the proposals comprising Proposal 2 is cross-conditioned upon the approval by our stockholders of all of the proposals comprising Proposal 2. Neither Proposal 2A nor Proposal 2B will be deemed approved unless both of them are approved. The approval of each of the proposals comprising Proposal 2 will constitute the requisite approval of the adoption of the Company's Second Amended and Restated Certificate of Incorporation as required by Delaware law. In addition, Proposal 2 and Proposal 3 are related because the Amended and Restated 2013 Equity Incentive Plan will not become effective unless Proposal 2 is approved.

PLEASE NOTE – YOU CANNOT VOTE BY RETURNING THIS NOTICE. To vote your shares you must vote online or request a paper copy of the proxy materials to receive a proxy card. If you wish to attend and vote at the meeting, please bring this notice with you.

Directions to the NRG Yield, Inc. 2015 Annual Meeting of Stockholders

Directions to the NRG Yield, Inc. 2015 annual meeting are available in the proxy statement, which can be viewed at www.envisionreports.com/NYLD.



Here's how to order a copy of the proxy materials and select a future delivery preference:

Paper copies: Current and future paper delivery requests can be submitted via the telephone, Internet or email options below.

Email copies: Current and future email delivery requests must be submitted via the Internet following the instructions below. If you request an email copy of current materials you will receive an email with a link to the materials.

PLEASE NOTE: You must use the number in the shaded bar on the reverse side when requesting a set of proxy materials.

- **Internet** – Go to www.envisionreports.com/NYLD. Click Cast Your Vote or Request Materials. Follow the instructions to log in and order a copy of the current meeting materials and submit your preference for email or paper delivery of future meeting materials.
- **Telephone** – Call us free of charge at 1-866-641-4276 and follow the instructions to log in and order a paper copy of the materials by mail for the current meeting. You can also submit a preference to receive a paper copy for future meetings.
- **Email** – Send email to investorvote@computershare.com with "Proxy Materials NRG Yield, Inc." in the subject line. Include in the message your full name and address, plus the number located in the shaded bar on the reverse, and state in the email that you want a paper copy of current meeting materials. You can also state your preference to receive a paper copy for future meetings.

To facilitate timely delivery, all requests for a paper copy of the proxy materials must be received by April 24, 2015.