

DYNEGY HOLDINGS, LLC  
Form 8-K  
November 04, 2011

# SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 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)

**November 4, 2011 (November 3, 2011)**

## DYNEGY INC.

## DYNEGY HOLDINGS, LLC

(Exact name of registrant as specified in its charter)

**Delaware**  
**Delaware**

(State or Other Jurisdiction of Incorporation)

**001-33443**  
**000-29311**

(Commission File Number)

**20-5653152**  
**94-3248415**

(I.R.S. Employer Identification No.)

**1000 Louisiana, Suite 5800, Houston, Texas**  
(Address of principal executive offices)

**77002**  
(Zip Code)

**(713) 507-6400**

(Registrant's telephone number, including area code)

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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 7.01 Regulation FD Disclosure**

On November 3, 2011, Dynegy Inc. ( Dynegy ) announced that it has terminated the previously announced offers to exchange (the Exchange Offers ) up to \$1,250,000,000 principal amount of the outstanding notes, debentures and capital income securities (the Old Notes ) of Dynegy Holdings, LLC, its direct, wholly-owned subsidiary, for Dynegy s new 10% Senior Secured Notes due 2018 (the New Notes ) and cash. As a result of the termination, all of the previously tendered (and not validly withdrawn) Old Notes will not be accepted for exchange and will be promptly returned to the holders thereof. Neither the early tender payment nor the exchange payment will be paid to holders who have tendered their Old Notes. A copy of Dynegy s press release relating to the termination of the Exchange Offers is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

Pursuant to General Instruction B.2 of Form 8-K and Securities and Exchange Commission Release No. 33-8176 the information contained herein and in the document furnished as Exhibit 99.1 hereto shall not be deemed filed for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended, are not subject to the liabilities of that section and are not deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, except as shall be expressly set forth by specific reference in such a filing. In addition, the exhibit contains statements intended as forward-looking statements, which are subject to the cautionary statements about forward-looking statements set forth in the press release.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits:

<b>Exhibit No.</b>	<b>Document</b>
99.1	Press release dated November 3, 2011, announcing the termination of Dynegy Inc. s private exchange offers for Senior Notes, Senior Unsecured Notes, Senior Debentures and Subordinated Capital Income Securities of Dynegy Holdings, LLC.

**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**DYNEGY INC.**  
(Registrant)

Dated: November 4, 2011

By: /s/ Catherine B. Callaway  
Name: Catherine B. Callaway  
Title: Executive Vice President & General Counsel

**DYNEGY HOLDINGS, LLC**  
(Registrant)

Dated: November 4, 2011

By: /s/ Catherine B. Callaway  
Name: Catherine B. Callaway  
Title: Executive Vice President & General Counsel

**EXHIBIT INDEX**

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