

DYNEGY INC.  
Form 8-K  
May 22, 2013

# SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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## FORM 8-K

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### CURRENT REPORT

### PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

Date of Report (Date of earliest event reported)

May 22, 2013 (May 21, 2013)

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## DYNEGY INC.

(Exact name of registrant as specified in its charter)

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**Delaware**  
(State or Other Jurisdiction  
of Incorporation)

**001-33443**  
(Commission  
File Number)

**20-5653152**  
(I.R.S. Employer  
Identification No.)

**601 Travis, Suite 1400, Houston, Texas**  
(Address of principal executive offices)

**77002**  
(Zip Code)

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(713) 507-6400

(Registrant's telephone number, including area code)

N.A.

(Former name or former address, if changed since last report)

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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 5.07**

**Submission of Matters to a Vote of Security Holders.**

On May 21, 2013, Dynegy Inc. ( Dynegy ) held its 2013 Annual Meeting of Stockholders. A total of 88,432,340 shares of Dynegy s common stock were present or represented by proxy at the meeting. During the meeting three proposals were voted upon. The votes were as follows:

*Proposal 1 Election of seven directors to serve until the 2014 Annual Meeting of Stockholders, or until successors have been elected or appointed.*

<b>DIRECTOR</b>	<b>VOTES FOR</b>	<b>VOTES WITHHELD</b>	<b>BROKER NON-VOTES</b>
Hilary E. Ackermann	85,926,364	98,618	2,407,358
Paul M. Barbas	85,926,586	98,396	2,407,358
Robert C. Flexon	85,925,542	99,440	2,407,358
Richard Lee Kuersteiner	85,887,439	137,543	2,407,358
Jeffrey S. Stein	85,887,836	137,146	2,407,358
John R. Sult	85,926,224	98,758	2,407,358
Pat Wood III	85,888,688	136,294	2,407,358

*Proposal 2 Approval, on an advisory basis, of the compensation of Dynegy s named executive officers described in Dynegy s 2013 Proxy Statement.*

<b>VOTES FOR</b>	<b>VOTES AGAINST</b>	<b>ABSTENTIONS</b>	<b>BROKER NON-VOTES</b>
85,883,742	135,079	6,161	2,407,358

*Proposal 3 Ratification of the appointment of Ernst and Young LLP as Dynegy s independent registered public accountants for the fiscal year ending December 31, 2013.*

[REDACTED]	[REDACTED]	[REDACTED]
88,393,245	37,084	2,011

**SIGNATURES**

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.

Dated: May 22, 2013

**DYNEGY INC.**  
(Registrant)

By:

Name:

Title:

*/s/ Catherine B. Callaway*

Catherine B. Callaway

Executive Vice President, General Counsel and  
Chief Compliance Officer