

DYNEGY HOLDINGS, LLC  
Form 8-K  
March 16, 2012

# SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, DC 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)

**March 16, 2012 (March 9, 2012)**

**DYNEGY INC.**

**DYNEGY HOLDINGS, LLC**

(Exact name of registrants as specified in their charters)

**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 obligation of the registrant under any of the following provisions:

- Written communication 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.**

As previously disclosed, on November 7, 2011, Dynegy Holdings, LLC ( DH ) and four of its wholly-owned subsidiaries, Dynegy Northeast Generation, Inc., Hudson Power, L.L.C., Dynegy Danskammer, L.L.C. and Dynegy Roseton, L.L.C. (collectively, the Debtor Entities ), filed voluntary petitions for relief (the Chapter 11 Cases ) under Chapter 11 of the United States Bankruptcy Code (the Bankruptcy Code ) in the United States Bankruptcy Court for the Southern District of New York, Poughkeepsie Division (the Court ). Dynegy Inc. ( Dynegy ) and its subsidiaries, other than the five Debtor Entities, did not file voluntary petitions for relief and are not debtors under chapter 11 of the Bankruptcy Code and, consequently, will continue to operate their businesses in the ordinary course.

As also previously disclosed, on March 9, 2012, the examiner appointed in the Chapter 11 Cases filed a report with the Court (the Examiner s Report ). The Examiner s Report is being furnished as Exhibit 99.1 and is incorporated herein by reference. The Examiner s Report has been attached to provide investors with information. Neither Dynegy nor DH makes any representation or warranty, express or implied, as to the accuracy or completeness of the information contained in the Examiner s Report and nothing contained therein is, or shall be relied upon as, a representation or warranty.

On March 16, 2012, Dynegy filed a Preliminary Response to the Examiner s Report with the Court (the Preliminary Response ). The Preliminary Response is being furnished as Exhibit 99.2 and is incorporated herein by reference. Also on March 16, 2012, Dynegy issued a press release announcing the filing of Dynegy s Preliminary Response. The press release is being furnished as Exhibit 99.3 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 in the exhibits hereto shall not be deemed filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, is not subject to the liabilities of that section and is 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 filings. In addition, this Form 8-K and the press release contain statements intended as forward-looking statements, which are subject to the cautionary statements about forward-looking statements set forth in such press release.

**ITEM 9.01**

**FINANCIAL STATEMENTS AND EXHIBITS.**

(d) Exhibits:

<b>Exhibit No.</b>	<b>Document</b>
99.1	Examiner s Report, dated March 9, 2012
99.2	Preliminary Response of Dynegy to Examiner s Report, dated March 15, 2012
99.3	Press Release, dated March 16, 2012

**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.

**DYNEGY INC.**

Date: March 16, 2012

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

**DYNEGY HOLDINGS, LLC**

Date: March 16, 2012

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

**EXHIBIT INDEX**

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