

DYNEGY INC.  
Form S-8 POS  
June 08, 2012

As filed with the Securities and Exchange Commission on June 8, 2012

Registration No. 333-167091

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

Washington, D.C. 20549

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**FORM S-8**

(POST-EFFECTIVE AMENDMENT NO. 1)

**REGISTRATION STATEMENT**

**UNDER**

**THE SECURITIES ACT OF 1933**

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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 or organization)

**20-5653152**

(I.R.S. Employer  
Identification Number)

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**601 Travis Street, Suite 1400**

**Houston, Texas**  
(Address of Principal Executive Offices)

**77002**  
(Zip Code)

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**Dynegy Inc. 2000 Long Term Incentive Plan**

**Dynegy Inc. 2001 Non-Executive Stock Incentive Plan**

**Dynegy Inc. 401(k) Savings Plan**

**Dynegy Inc. 2002 Long Term Incentive Plan**

**Dynegy Inc. Deferred Compensation Plan**

**Dynegy Inc. Deferred Compensation Plan for Certain Directors**

**Dynegy Midwest Generation, Inc. 401(k) Savings Plan**

**Dynegy Midwest Generation, Inc. 401(k) Savings Plan for Employees Covered under a Collective Bargaining Agreement**

**Dynegy Northeast Generation, Inc. Savings Incentive Plan**

**Dynegy Inc. 2010 Long Term Incentive Plan**

(Full title of the plan)

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**Catherine B. Callaway**

**General Counsel & Executive Vice President**

**601 Travis Street, Suite 1400**

**Houston, Texas 77002**

(Name and address of agent for service)

**(713) 507-6400**

(Telephone Number, including area code, of agent for service)

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**Copy to:**

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**J. Eric Johnson**

Locke Lord LLP

600 Travis St., Suite 2800

Houston, Texas 77002

(713) 226-1200

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act.

|                         |   |                           |                                     |
|-------------------------|---|---------------------------|-------------------------------------|
| Large accelerated filer | <input type="radio"/>   | Accelerated filer         | <input checked="" type="checkbox"/> |
| Non-accelerated filer   | <input type="radio"/> (Do not check if a smaller reporting company) | Smaller reporting company | <input type="checkbox"/>            |

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**Explanatory Statement**

All references to Dynegy, the Company, we, our, or us in this registration statement are to Dynegy Inc. and its direct and indirect subsidiaries.

Effective as of March 13, 2012, Dynegy's common stock, par value \$0.01 per share, is not an investment option under the following plans: Dynegy Inc. 401(k) Savings Plan, Dynegy Midwest Generation, Inc. 401(k) Savings Plan, Dynegy Midwest Generation, Inc. 401(k) Savings Plan for Employees Covered under a Collective Bargaining Agreement and Dynegy Northeast Generation, Inc. Savings Incentive Plan. A total of 5,316,533 shares of Dynegy common stock are registered on this registration statement in connection with such plans and remain unissued as of the date hereof. As registration of such shares of Dynegy common stock is no longer required, Dynegy, by means of this post-effective amendment, hereby removes from registration such shares.

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Post-Effective Amendment to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Houston, State of Texas, on June 8, 2012. No other person is required to sign this Post-Effective Amendment in reliance upon Rule 478 under the Securities Act of 1933.

**DYNEGY INC.**

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