

DYNEGY INC /IL/  
Form 8-K/A  
August 04, 2004

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**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**FORM 8-K/A**  
**(Amendment No. 1)**

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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)

July 28, 2004

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**DYNEGY INC.**

(Exact name of registrant as specified in its charter)

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

**1-15659**  
(Commission File Number)

**74-2928353**  
(I.R.S. Employer  
Identification No.)

**1000 Louisiana, Suite 5800**

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**Houston, Texas 77002**

(Address of principal executive offices including Zip Code)

**(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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**Item 7. Financial Statements, Pro Forma Financial Information and Exhibits.**

(a) Financial Statements: Not applicable

(b) Pro Forma Financial Information: Not applicable

(c) Exhibits:

<u>Exhibit No.</u>	<u>Document</u>
99.1*	Press release dated July 28, 2004.
99.2	Press release dated August 4, 2004.

\* Previously furnished.

**Item 12. Results of Operations and Financial Condition.**

On August 4, 2004, Dynegy Inc. ( Dynegy ) issued a press release concurrently with the filing of its Second Quarter 2004 Form 10-Q (the Form 10-Q ) announcing that the Form 10-Q reflects a reclassification of an income tax benefit between Dynegy s continuing operations and discontinued operations. This reclassification, which was identified subsequent to the publication of Dynegy s second quarter 2004 earnings news release on July 28, 2004, relates to a second quarter 2004 \$13 million income tax benefit originally reported within continuing operations and now reported within discontinued operations.

Further, the August 4<sup>th</sup> press release contains statements intended as forward-looking statements, all of which are subject to the cautionary statement about forward-looking statements set forth therein. A copy of Dynegy s August 4<sup>th</sup> press release is attached hereto as exhibit 99.2 and is incorporated herein by this reference.

In accordance with SEC Release No. 33-8176, the information contained in such press release shall not be deemed filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, nor shall it be 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.

**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.**  
(Registrant)

Dated: August 4, 2004

By:           /s/ J. KEVIN BLODGETT

Name: J. Kevin Blodgett  
Title: Corporate Secretary

**EXHIBIT INDEX**

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