

DYNEGY INC.  
Form SC 13D/A  
August 07, 2013

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

Washington, D.C. 20549

**SCHEDULE 13D/A**

(Amendment No. 1)\*

UNDER THE SECURITIES EXCHANGE ACT OF 1934

**Dynegy Inc.**  
(Name of Issuer)

**Common Shares, \$0.01 par value**  
(Title of Class of Securities)

**26817R108**  
(CUSIP Number)

**James J. Moloney**

Edgar Filing: DYNEGY INC. - Form SC 13D/A

**Gibson, Dunn & Crutcher LLP**

**3161 Michelson Drive**

**Irvine, CA 92612**

**(949) 451-3800**

**(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)**

**August 7, 2013**

**(Date of Event which Requires Filing of this Statement)**

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box. "

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See §240.13d-7(b) for other parties to whom copies are to be sent.

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page. The information required on the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 ( Act ) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

1 NAME OF REPORTING PERSONS.

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY).

2 Luminus Management, LLC  
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a) " (b) "

3 SEC USE ONLY

4 SOURCE OF FUNDS (SEE INSTRUCTIONS)

5 OO; WC  
CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) "

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware  
7 SOLE VOTING POWER

NUMBER OF  
SHARES 0  
8 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 8,947,790  
EACH 9 SOLE DISPOSITIVE POWER

REPORTING

PERSON 0  
10 SHARED DISPOSITIVE POWER  
WITH

11 8,947,790  
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

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12 8,947,790  
CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) ..

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

14 8.95% \*  
TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IA

\* Based on 100,030,967 Shares outstanding as of July 26, 2013, as reported in the Form 10-Q filed by the Issuer with the Securities and Exchange Commission on August 1, 2013.

1 NAME OF REPORTING PERSONS.

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY).

2 Luminus Energy Partners Master Fund, Ltd.  
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a) " (b) "

3 SEC USE ONLY

4 SOURCE OF FUNDS (SEE INSTRUCTIONS)

5 OO; WC  
CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) "

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Bermuda  
7 SOLE VOTING POWER

NUMBER OF  
SHARES 0  
8 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 8,947,790  
EACH 9 SOLE DISPOSITIVE POWER

REPORTING

PERSON 0  
10 SHARED DISPOSITIVE POWER  
WITH

11 8,947,790  
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

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8,947,790  
**12** CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) ..

**13** PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

8.95% \*  
**14** TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

OO

\* Based on 100,030,967 Shares outstanding as of July 26, 2013, as reported in the Form 10-Q filed by the Issuer with the Securities and Exchange Commission on August 1, 2013.

1 NAME OF REPORTING PERSONS.

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY).

Vega Asset Partners, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a) " (b) "

3 SEC USE ONLY

4 SOURCE OF FUNDS (SEE INSTRUCTIONS)

OO; WC

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) "

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

7 SOLE VOTING POWER

NUMBER OF

SHARES 0  
8 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 8,947,790  
EACH 9 SOLE DISPOSITIVE POWER

REPORTING

PERSON 0  
10 SHARED DISPOSITIVE POWER

WITH

8,947,790

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

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12 8,947,790  
CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) ..

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

14 8.95% \*  
TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

PN

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**1** NAME OF REPORTING PERSONS.

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY).

Vega Energy GP, LLC

**2** CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a) " (b) "

**3** SEC USE ONLY

**4** SOURCE OF FUNDS (SEE INSTRUCTIONS)

OO; WC

**5** CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) "

**6** CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF **7** SOLE VOTING POWER

SHARES

BENEFICIALLY **0**

OWNED BY **8** SHARED VOTING POWER

EACH

REPORTING **8,947,790**  
**9** SOLE DISPOSITIVE POWER

PERSON

WITH

**0**  
**10** SHARED DISPOSITIVE POWER

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- 8,947,790
- 11** AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
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- 12** CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) ..
- 13** PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
- 8.95% \*
- 14** TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

OO

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**1** NAME OF REPORTING PERSONS.

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY).

Luminus Special Opportunities I Onshore, L.P.

**2** CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a) " (b) "

**3** SEC USE ONLY

**4** SOURCE OF FUNDS (SEE INSTRUCTIONS)

OO; WC

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**6** CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF **7** SOLE VOTING POWER

SHARES

BENEFICIALLY **0**

OWNED BY **8** SHARED VOTING POWER

EACH

REPORTING **8,947,790**  
**9** SOLE DISPOSITIVE POWER

PERSON

WITH

**0**  
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- 8.95% \*
- 14** TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

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Luminus Special Opportunities I PIE Master, L.P.

**2** CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a) " (b) "

**3** SEC USE ONLY

**4** SOURCE OF FUNDS (SEE INSTRUCTIONS)

OO; WC

**5** CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) "

**6** CITIZENSHIP OR PLACE OF ORGANIZATION

Cayman Islands

NUMBER OF **7** SOLE VOTING POWER

SHARES

BENEFICIALLY **0**

OWNED BY **8** SHARED VOTING POWER

EACH

REPORTING **8,947,790**  
**9** SOLE DISPOSITIVE POWER

PERSON

WITH

**0**  
**10** SHARED DISPOSITIVE POWER

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- 8.95% \*
- 14** TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

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**1** NAME OF REPORTING PERSONS.

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Luminus Special Opportunities I Master Fund, Ltd.

**2** CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

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**3** SEC USE ONLY

**4** SOURCE OF FUNDS (SEE INSTRUCTIONS)

OO; WC

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**6** CITIZENSHIP OR PLACE OF ORGANIZATION

Cayman Islands

NUMBER OF **7** SOLE VOTING POWER

SHARES

BENEFICIALLY **0**

OWNED BY **8** SHARED VOTING POWER

EACH

REPORTING **8,947,790**  
**9** SOLE DISPOSITIVE POWER

PERSON

WITH

**0**  
**10** SHARED DISPOSITIVE POWER

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- 14** TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

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**1** NAME OF REPORTING PERSONS.

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LSP Credit Advisors I, LLC

**2** CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a) " (b) "

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OO; WC

**5** CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) "

**6** CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF **7** SOLE VOTING POWER

SHARES

BENEFICIALLY **0**

OWNED BY **8** SHARED VOTING POWER

EACH

REPORTING **8,947,790**  
**9** SOLE DISPOSITIVE POWER

PERSON

WITH

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**1** NAME OF REPORTING PERSONS.

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Luminus Credit I, LLC

**2** CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a) " (b) "

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**1** NAME OF REPORTING PERSONS.

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY).

Luminus Related I, LLC

**2** CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a) " (b) "

**3** SEC USE ONLY

**4** SOURCE OF FUNDS (SEE INSTRUCTIONS)

OO; WC

**5** CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) "

**6** CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF **7** SOLE VOTING POWER

SHARES

BENEFICIALLY **0**

OWNED BY **8** SHARED VOTING POWER

EACH

REPORTING **8,947,790**  
**9** SOLE DISPOSITIVE POWER

PERSON

WITH

**0**  
**10** SHARED DISPOSITIVE POWER

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- 8.95% \*
- 14** TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

OO

\* Based on 100,030,967 Shares outstanding as of July 26, 2013, as reported in the Form 10-Q filed by the Issuer with the Securities and Exchange Commission on August 1, 2013.

**Item 1. Security and Issuer.**

This statement ( **Amendment** ) constitutes Amendment No. 1 to the Schedule 13D ( **Schedule 13D** ) relating to the Common Shares, par value \$0.01 (the **Shares** ), of Dynegey Inc., a Delaware corporation (the **Issuer** ), and hereby amends the initial statement on Schedule 13D filed with the Securities and Exchange Commission (the **SEC** ) on October 11, 2012. All capitalized terms contained herein but not otherwise defined shall have the meanings ascribed to such terms in the Schedule 13D.

**Item 2. Identity and Background.**

This statement is being filed by Luminus Management, LLC ( **Luminus Management** ), Luminus Energy Partners Master Fund, Ltd. ( **Luminus Energy Fund** ), Vega Asset Partners, L.P., ( **Vega Asset Partners** ), Vega Energy GP, LLC ( **Vega Energy** ), Luminus Special Opportunities I Onshore, L.P. ( **Luminus I Onshore** ), Luminus Special Opportunities I PIE Master, L.P. ( **Luminus I PIE Master** ), Luminus Special Opportunities I Master Fund, Ltd. ( **Luminus I Master Fund** ), LSP Credit Advisors I, LLC ( **LSP Advisors** ), Luminus Credit I, LLC ( **Luminus Credit** ) and Luminus Related I, LLC ( **Luminus Related** ).

Luminus Management, Luminus Energy Fund, Luminus I Onshore, Luminus I PIE Master and Luminus I Master Fund are together referred to herein as the **Luminus Entities**. Vega Asset Partners and Vega Energy are together referred to herein as the **Vega Entities**. LSP Advisors, Luminus Credit and Luminus Related are together referred to herein as the **LSP Entities**.

The Luminus Entities, LSP Entities and Vega Entities are together referred to herein as the **Reporting Persons**, and each of them are individually referred to herein as a **Reporting Person**.

Luminus Management is the manager of Luminus Energy Fund. Luminus Energy Fund is the record owner of 4,123,238 Shares. Due to its relationship with Luminus Energy Fund, Luminus Management may be deemed to have shared voting and investment power with respect to the Shares owned by Luminus Energy Fund. As such, Luminus Management may be deemed to have shared beneficial ownership of the Shares of which Luminus Energy Fund is the owner. Luminus Management, however, disclaims beneficial ownership of such Shares.

Luminus Management is the manager of Luminus I Onshore. Luminus I Onshore is the record owner of 317,049 Shares. Due to its relationship with Luminus I Onshore, Luminus Management may be deemed to have shared voting and investment power with respect to the Shares owned by Luminus I Onshore. As such, Luminus Management may be deemed to have shared beneficial ownership of the Shares of which Luminus I Onshore is the owner. Luminus Management, however, disclaims beneficial ownership of such Shares.

Luminus Management is the manager of Luminus I PIE Master. Luminus I PIE Master is the record owner of 534,485 Shares. Due to its relationship with Luminus I PIE Master, Luminus Management may be deemed to have shared voting and investment power with respect to the Shares owned by Luminus I PIE Master. As such, Luminus Management may be deemed to have shared beneficial ownership of the Shares of which Luminus I PIE Master is the owner.

Luminus Management, however, disclaims beneficial ownership of such Shares.

Luminus Management is the manager of Luminus I Master Fund. Luminus I Master Fund is the record owner of 897,175 Shares. Due to its relationship with Luminus I Master Fund, Luminus Management may be deemed to have shared voting and investment power with respect to the Shares owned by Luminus I Master Fund. As such, Luminus Management may be deemed to have shared beneficial ownership of the Shares of which Luminus I Master Fund is the owner. Luminus Management, however, disclaims beneficial ownership of such Shares.

Jonathan Barrett directly (whether through ownership interest or position) may be deemed to control the Luminus Entities and have shared voting and investment power with respect to the Shares owned by Luminus Energy Fund, Luminus I Onshore, Luminus I PIE Master and Luminus I Master Fund. As such, Mr. Barrett may be deemed to have shared beneficial ownership of the Shares owned by Luminus Energy Fund, Luminus I Onshore, Luminus I PIE Master and Luminus I Master Fund. Mr. Barrett, however, disclaims beneficial ownership of such Shares. Mr. Barrett's current principal occupation is president and manager of Luminus Management.

Vega Energy is the General Partner of Vega Assets Partners. Vega Asset Partners is the record owner of 1,461,266 Shares. Due to its relationship with Vega Asset Partners, Vega Energy may be deemed to have shared voting and investment power with respect to the Shares owned by Vega Asset Partners. As such, Vega Energy may be deemed to have shared beneficial ownership of the Shares of which Vega Asset Partners is the owner. Vega Energy, however, disclaims beneficial ownership of such Shares.

Paul Segal directly (whether through ownership interest or position) may be deemed to control the Vega Entities and have shared voting and investment power with respect to the Shares owned by Vega Asset Partners. As such, Mr. Segal may be deemed to have shared beneficial ownership of the Shares owned by Vega Asset Partners. Mr. Segal, however, disclaims beneficial ownership of such Shares. Mr. Segal is the president of Vega Energy.

LSP Advisors is the manager of Luminus Credit. Luminus Credit is the record owner of 1,210,253 Shares. Due to its relationship with Luminus Credit, LSP Advisors may be deemed to have shared voting and investment power with respect to the Shares owned by Luminus Credit. As such, LSP Advisors may be deemed to have shared beneficial ownership of the Shares of which Luminus Credit is the owner. LSP Advisors, however, disclaims beneficial ownership of such Shares.

LSP Advisors is the manager of Luminus Related. Luminus Related is the record owner of 404,324 Shares. Due to its relationship with Luminus Related, LSP Advisors may be deemed to have shared voting and investment power with respect to the Shares owned by Luminus Related. As such, LSP Advisors may be deemed to have shared beneficial ownership of the Shares of which Luminus Related is the owner. LSP Advisors, however, disclaims beneficial ownership of such Shares.

Paul Segal directly (whether through ownership interest or position) may be deemed to control the LSP Entities and have shared voting and investment power with respect to the Shares owned by LSP Advisors, Luminus Credit and Luminus Related. As such, Mr. Segal may be



deemed to have shared beneficial ownership of the Shares owned by LSP Advisors, Luminus Credit and Luminus Related. Mr. Segal, however, disclaims beneficial ownership of such Shares. Mr. Segal is the president of LSP Credit Advisors.

Each Reporting Person, other than Luminus Energy Fund, Luminus I PIE Master and Luminus I Master Fund, is organized in the state of Delaware. Luminus Energy Fund is organized under the laws of Bermuda. Luminus I PIE Master and Luminus I Master Fund are organized under the laws of the Cayman Islands. The principal business of each Reporting Person is to engage in the business of investing in securities and other investment opportunities. The principal business address of each Reporting Person is 1700 Broadway, 38th Floor, New York, NY 10019.

During the last five years, none of the Reporting Persons or any of the natural persons described in this Item 2 has been (i) convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors) or (ii) a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and, as a result of such proceeding, is or was subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

### Item 3. Source and Amount of Funds or Other Consideration.

As of the date hereof, the Reporting Persons are deemed to beneficially own an aggregate of 8,947,790 Shares, as detailed in Item 5. The Reporting Persons initially acquired an aggregate of 8,085,188 of these Shares pursuant to the Issuer's plan of reorganization, which was confirmed on September 10, 2012, a copy of which was filed by the Issuer on Form 8-A on October 1, 2012 and is incorporated by reference herein. Since the Issuer's emergence from bankruptcy, the Reporting Persons have purchased and/or sold additional Shares on the open market. Such purchases and sales were made using working capital and/or from borrowings pursuant to margin accounts maintained in the ordinary course of business.

### Item 4. Purpose of Transaction.

No Change.

### Item 5. Interest in Securities of the Issuer.

(a) As of August 7, 2013, the Reporting Persons beneficially own in the aggregate 8,947,790 Shares, representing approximately 8.95% of the outstanding Shares. Luminus Energy Fund is the record owner of 4,123,238 Shares, representing approximately 4.1% of the outstanding Shares. Vega Asset Partners is the record owner of 1,461,266 Shares, representing approximately 1.5% of the outstanding Shares. Luminus I Onshore is the record owner of 317,049 Shares, representing approximately 0.3% of the outstanding Shares. Luminus I PIE Master is the record owner of 534,485 Shares, representing approximately 0.5% of the outstanding Shares. Luminus I Master Fund is the record owner of 897,175 Shares, representing approximately 0.9% of the outstanding Shares. Luminus Credit is the record owner of 1,210,253 Shares, representing approximately 1.2% of the outstanding Shares. Luminus Related is the record owner of 404,324 Shares, representing approximately 0.4% of the outstanding Shares.

(b)

| Reporting Persons                                | Number of Shares<br>with Sole<br>Voting<br>and Dispositive<br>Power | Number of<br>Shares<br>with Shared Voting<br>and Dispositive<br>Power | Aggregate Number<br>of Shares<br>Beneficially Owned | Percentage of<br>Class<br>Beneficially<br>Owned* |
|--|---|---|---|--|
| Luminus Management, LLC                          | 0   | 8,947,790   | 8,947,790   | 8.95%  |
| Luminus Energy Partners Master Fund, Ltd.        | 0   | 8,947,790   | 8,947,790   | 8.95%  |
| Vega Asset Partners, L.P.                        | 0   | 8,947,790   | 8,947,790   | 8.95%  |
| Vega Energy GP, LLC                              | 0   | 8,947,790   | 8,947,790   | 8.95%  |
| Luminus Special Opportunities I Onshore, L.P.    | 0   | 8,947,790   | 8,947,790   | 8.95%  |
| Luminus Special Opportunities I PIE Master, L.P. | 0   | 8,947,790   | 8,947,790   | 8.95%  |
| Luminus Special Opportunities I Master Fund, Ltd | 0   | 8,947,790   | 8,947,790   | 8.95%  |
| LSP Credit Advisors I, LLC                       | 0   | 8,947,790   | 8,947,790   | 8.95%  |

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|                        |   |           |           |       |
|------------------------|---|-----------|-----------|-------|
| Luminus Credit I, LLC  | 0 | 8,947,790 | 8,947,790 | 8.95% |
| Luminus Related I, LLC | 0 | 8,947,790 | 8,947,790 | 8.95% |

\* Based on 100,030,967 Shares outstanding as of July 26, 2013, as reported in the Form 10-Q filed by the Issuer with the Securities and Exchange Commission on August 1, 2013.

By virtue of the relationships among the Reporting Persons described herein, the Reporting Persons may be deemed to constitute a group, which group may be deemed to beneficially own an aggregate of 8,947,790 Shares, representing approximately 8.95% of the outstanding Shares. The percentages used herein are based on the 100,030,967 Shares outstanding as of July 26, 2013, as reported in the Form 10-Q filed by the Issuer with the Securities and Exchange Commission on August 1, 2013.

(c) All transactions in the Shares effected during the past 60 days by the Reporting Persons are set forth in Annex A, attached to this Schedule 13D and incorporated herein by reference.

(d) Not applicable.

(e) Not applicable.

**Item 6. Contracts, Arrangements, Undertakings or Relationships with Respect to Securities of the Issuer.**

Not Applicable.

**Item 7. Material To Be Filed As Exhibits.**

**Exhibit**

| No. | Description   |
|-----|---|
| 7.1 | Joint Filing Agreement, dated October 11, 2012 (incorporated by reference to Exhibit 7.1 to the Schedule 13D filed with the Securities and Exchange Commission by the Reporting Persons on October 11, 2012).   |
| 7.2 | Power of Attorney, dated October 11, 2012 (incorporated by reference to Exhibit 7.2 to the Schedule 13D filed with the Securities and Exchange Commission by the Reporting Persons on October 11, 2012).  |
| 7.3 | Joint Chapter 11 Plan of Reorganization for Dynegy Holdings, LLC and Dynegy, Inc., confirmed September 10, 2012 (incorporated by reference to Exhibit 2.1 to the Issuer's Form 8-A filed with the Securities and Exchange Commission on October 1, 2012). |

**SIGNATURES**

After reasonable inquiry and to the best of their knowledge and belief, each of the undersigned certifies that the information set forth in this statement is true, complete and correct.

Dated: August 7, 2013

**Luminus Management, LLC**

By: /s/ Jonathan Barrett  
Name: Jonathan Barrett  
Title: President

**Luminus Energy Partners Master Fund, Ltd.**

By: **Luminus Management, LLC**  
Its: Investment Manager

By: /s/ Jonathan Barrett  
Name: Jonathan Barrett  
Title: President

**Vega Asset Partners, L.P.**

By: /s/ Paul Segal  
Name: Paul Segal  
Title: President

**Vega Energy GP, LLC**

By: /s/ Paul Segal  
Name: Paul Segal  
Title: President

**Luminus Special Opportunities I Onshore, L.P.**

By: **Luminus Management, LLC**  
Its: Investment Manager

By: /s/ Jonathan Barrett  
Name: Jonathan Barrett  
Title: President

**Luminus Special Opportunities I PIE Master, L.P.**

By: **Luminus Management, LLC**  
Its: Investment Manager

By: /s/ Jonathan Barrett  
Name: Jonathan Barrett

**Luminus Special Opportunities I Master Fund, Ltd.**

By: **Luminus Management, LLC**  
Its: Investment Manager

By: /s/ Jonathan Barrett  
Name: Jonathan Barrett  
Title: President

**LSP Credit Advisors I, LLC**

By: /s/ Paul Segal  
Name: Paul Segal  
Title: President

**Luminus Credit I, LLC**

By: **LSP Credit Advisors I, LLC**  
Its: Investment Manager

By: /s/ Paul Segal  
Name: Paul Segal  
Title: President

**Luminus Related I, LLC**

By: **LSP Credit Advisors I, LLC**  
Its: Investment Manager

By: /s/ Paul Segal  
Name: Paul Segal  
Title: President

**ANNEX A TO SCHEDULE 13D**

| <b>PARTY EFFECTING TRANSACTION</b>      | <b>DATE</b> | <b>BUY/SELL</b> | <b>QUANTITY</b> | <b>PRICE*</b> |
|---|-------------|-----------------|-----------------|---------------|
| LUMINUS ENERGY PARTNERS MASTER FUND LTD | 6/11/2013   | BUY             | 133,333         | \$ 22.50      |
| LUMINUS ENERGY PARTNERS MASTER FUND LTD | 6/13/2013   | BUY             | 50,000          | \$ 21.75      |
| LUMINUS ENERGY PARTNERS MASTER FUND LTD | 6/13/2013   | BUY             | 75,000          | \$ 21.90      |
| LUMINUS ENERGY PARTNERS MASTER FUND LTD | 6/13/2013   | SELL            | 25,000          | \$ 22.29      |
| LUMINUS ENERGY PARTNERS MASTER FUND LTD | 6/13/2013   | SELL            | 25,000          | \$ 22.50      |
| LUMINUS ENERGY PARTNERS MASTER FUND LTD | 6/13/2013   | SELL            | 21,500          | \$ 22.75      |
| LUMINUS ENERGY PARTNERS MASTER FUND LTD | 6/17/2013   | SELL            | 25,000          | \$ 23.01      |
| LUMINUS ENERGY PARTNERS MASTER FUND LTD | 6/20/2013   | BUY             | 66,700          | \$ 21.79      |
| LUMINUS ENERGY PARTNERS MASTER FUND LTD | 6/24/2013   | SELL            | 8,000           | \$ 22.52      |
| LUMINUS ENERGY PARTNERS MASTER FUND LTD | 6/25/2013   | BUY             | 10,000          | \$ 22.15      |
| LUMINUS ENERGY PARTNERS MASTER FUND LTD | 6/26/2013   | BUY             | 33,333          | \$ 22.00      |
| LUMINUS ENERGY PARTNERS MASTER FUND LTD | 6/27/2013   | BUY             | 100             | \$ 21.61      |
| LUMINUS ENERGY PARTNERS MASTER FUND LTD | 6/28/2013   | BUY             | 6,700           | \$ 22.05      |
| LUMINUS ENERGY PARTNERS MASTER FUND LTD | 6/28/2013   | SELL            | 18,700          | \$ 22.82      |
| LUMINUS ENERGY PARTNERS MASTER FUND LTD | 6/28/2013   | SELL            | 21,000          | \$ 22.58      |
| LUMINUS ENERGY PARTNERS MASTER FUND LTD | 7/1/2013    | SELL            | 33,300          | \$ 22.80      |
| LUMINUS ENERGY PARTNERS MASTER FUND LTD | 7/11/2013   | SELL            | 50,000          | \$ 21.80      |
| LUMINUS ENERGY PARTNERS MASTER FUND LTD | 7/12/2013   | SELL            | 11,800          | \$ 21.91      |
| LUMINUS ENERGY PARTNERS MASTER FUND LTD | 7/12/2013   | SELL            | 50,000          | \$ 21.75      |
| LUMINUS ENERGY PARTNERS MASTER FUND LTD | 7/17/2013   | SELL            | 184,000         | \$ 22.35      |
| LUMINUS ENERGY PARTNERS MASTER FUND LTD | 8/1/2013    | BUY             | 53,400          | \$ 20.00      |
| LUMINUS ENERGY PARTNERS MASTER FUND LTD | 8/1/2013    | BUY             | 66,700          | \$ 19.99      |
| LUMINUS ENERGY PARTNERS MASTER FUND LTD | 8/1/2013    | BUY             | 10,203          | \$ 19.66      |
| LUMINUS ENERGY PARTNERS MASTER FUND LTD | 8/6/2013    | BUY             | 21,711          | \$ 19.60      |

\* Excludes brokerage fees and commissions.

| PARTY EFFECTING TRANSACTION | DATE      | BUY/SELL | QUANTITY | PRICE*   |
|-----------------------------|-----------|----------|----------|----------|
| LUMINUS SPEC OPP I ONSHORE  | 6/11/2013 | BUY      | 24,812   | \$ 22.50 |
| LUMINUS SPEC OPP I ONSHORE  | 6/13/2013 | BUY      | 9,304    | \$ 21.75 |
| LUMINUS SPEC OPP I ONSHORE  | 6/13/2013 | BUY      | 9,304    | \$ 21.90 |
| LUMINUS SPEC OPP I ONSHORE  | 6/13/2013 | SELL     | 9,304    | \$ 22.50 |
| LUMINUS SPEC OPP I ONSHORE  | 6/17/2013 | SELL     | 9,300    | \$ 22.90 |
| LUMINUS SPEC OPP I ONSHORE  | 6/20/2013 | BUY      | 12,400   | \$ 21.79 |
| LUMINUS SPEC OPP I ONSHORE  | 6/24/2013 | SELL     | 1,500    | \$ 22.52 |
| LUMINUS SPEC OPP I ONSHORE  | 6/25/2013 | BUY      | 1,900    | \$ 22.15 |
| LUMINUS SPEC OPP I ONSHORE  | 6/26/2013 | BUY      | 6,203    | \$ 22.00 |
| LUMINUS SPEC OPP I ONSHORE  | 6/28/2013 | BUY      | 1,200    | \$ 22.05 |
| LUMINUS SPEC OPP I ONSHORE  | 6/28/2013 | SELL     | 3,500    | \$ 22.82 |
| LUMINUS SPEC OPP I ONSHORE  | 6/28/2013 | SELL     | 3,300    | \$ 22.58 |
| LUMINUS SPEC OPP I ONSHORE  | 7/1/2013  | SELL     | 6,200    | \$ 22.80 |
| LUMINUS SPEC OPP I ONSHORE  | 7/15/2013 | SELL     | 7,441    | \$ 22.06 |
| LUMINUS SPEC OPP I ONSHORE  | 7/17/2013 | SELL     | 24,575   | \$ 22.35 |
| LUMINUS SPEC OPP I ONSHORE  | 8/1/2013  | BUY      | 1,900    | \$ 19.66 |
| LUMINUS SPEC OPP I ONSHORE  | 8/1/2013  | BUY      | 12,500   | \$ 19.99 |
| LUMINUS SPEC OPP I ONSHORE  | 8/1/2013  | BUY      | 10,000   | \$ 20.00 |
| LUMINUS SPEC OPP I ONSHORE  | 8/6/2013  | BUY      | 2,400    | \$ 19.60 |

\* Excludes brokerage fees and commissions.

| PARTY EFFECTING TRANSACTION    | DATE      | BUY/SELL | QUANTITY | PRICE*   |
|--------------------------------|-----------|----------|----------|----------|
| LUMINUS SPECIAL OPP I PIE MSTR | 6/11/2013 | BUY      | 41,855   | \$ 22.50 |
| LUMINUS SPECIAL OPP I PIE MSTR | 6/13/2013 | BUY      | 15,696   | \$ 21.75 |
| LUMINUS SPECIAL OPP I PIE MSTR | 6/13/2013 | BUY      | 15,696   | \$ 21.90 |
| LUMINUS SPECIAL OPP I PIE MSTR | 6/13/2013 | SELL     | 15,696   | \$ 22.50 |
| LUMINUS SPECIAL OPP I PIE MSTR | 6/17/2013 | SELL     | 15,700   | \$ 22.90 |
| LUMINUS SPECIAL OPP I PIE MSTR | 6/20/2013 | BUY      | 20,900   | \$ 21.79 |
| LUMINUS SPECIAL OPP I PIE MSTR | 6/24/2013 | SELL     | 2,500    | \$ 22.52 |
| LUMINUS SPECIAL OPP I PIE MSTR | 6/25/2013 | BUY      | 3,100    | \$ 22.15 |
| LUMINUS SPECIAL OPP I PIE MSTR | 6/26/2013 | BUY      | 10,464   | \$ 22.00 |
| LUMINUS SPECIAL OPP I PIE MSTR | 6/28/2013 | BUY      | 2,100    | \$ 22.05 |
| LUMINUS SPECIAL OPP I PIE MSTR | 6/28/2013 | SELL     | 5,900    | \$ 22.82 |
| LUMINUS SPECIAL OPP I PIE MSTR | 6/28/2013 | SELL     | 5,700    | \$ 22.58 |
| LUMINUS SPECIAL OPP I PIE MSTR | 7/1/2013  | SELL     | 10,500   | \$ 22.80 |
| LUMINUS SPECIAL OPP I PIE MSTR | 7/15/2013 | SELL     | 12,559   | \$ 22.06 |
| LUMINUS SPECIAL OPP I PIE MSTR | 7/17/2013 | SELL     | 41,425   | \$ 22.35 |
| LUMINUS SPECIAL OPP I PIE MSTR | 8/1/2013  | BUY      | 16,600   | \$ 20.00 |
| LUMINUS SPECIAL OPP I PIE MSTR | 8/1/2013  | BUY      | 20,800   | \$ 19.99 |
| LUMINUS SPECIAL OPP I PIE MSTR | 8/1/2013  | BUY      | 3,200    | \$ 19.66 |
| LUMINUS SPECIAL OPP I PIE MSTR | 8/6/2013  | BUY      | 4,000    | \$ 19.60 |

\* Excludes brokerage fees and commissions.