

ECP ControlCo, LLC
Form 4
January 11, 2018

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

OMB
Number: 3235-0287
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(Print or Type Responses)

1. Name and Address of Reporting Person *
ECP ControlCo, LLC

(Last) (First) (Middle)

51 JOHN F. KENNEDY
PARKWAY, SUITE 200

(Street)

SHORT HILLS, NJ 07078

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
DYNEGY INC. [DYN]

3. Date of Earliest Transaction
(Month/Day/Year)
01/09/2018

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____X____ 10% Owner
____ Officer (give title below) ____ Other (specify below)

6. Individual or Joint/Group Filing(Check
Applicable Line)
____ Form filed by One Reporting Person
____X____ Form filed by More than One Reporting
Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code	V	Amount	(A) or (D)	Price	
Common Stock	01/09/2018		S		5,250,000	D	\$ 11.79	14,291,152
								I

See
footnotes
(1) (2)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

**Persons who respond to the collection of
information contained in this form are not
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SEC 1474
(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

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1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repor Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ECP ControlCo, LLC 51 JOHN F. KENNEDY PARKWAY SUITE 200 SHORT HILLS, NJ 07078		X		
ENERGY CAPITAL PARTNERS III, LLC 51 JOHN F. KENNEDY PARKWAY SUITE 200 SHORT HILLS, NJ 07078		X		
Energy Capital Partners GP III, LP 51 JOHN F. KENNEDY PARKWAY SUITE 200 SHORT HILLS, NJ 07078		X		
ENERGY CAPITAL PARTNERS III, LP 51 JOHN F. KENNEDY PARKWAY SUITE 200 SHORT HILLS, NJ 07078		X		
ENERGY CAPITAL PARTNERS III-A, LP 51 JOHN F. KENNEDY PARKWAY SUITE 200 SHORT HILLS, NJ 07078		X		
Energy Capital Partners III-B (Terawatt IP), LP 51 JOHN F. KENNEDY PARKWAY SUITE 200 SHORT HILLS, NJ 07078		X		
ENERGY CAPITAL PARTNERS III-C, LP 51 JOHN F. KENNEDY PARKWAY SUITE 200		X		

SHORT HILLS, NJ 07078

Terawatt Holdings GP, LLC

51 JOHN F. KENNEDY PARKWAY

SUITE 200

X

SHORT HILLS, NJ 07078

Terawatt Holdings, LP

51 JOHN F. KENNEDY PARKWAY

SUITE 200

X

SHORT HILLS, NJ 07078

Signatures

ECP ControlCo, LLC By: /s/ Andrew D. Singer, Managing Member

01/11/2018

__Signature of Reporting Person

Date

Energy Capital Partners III, LLC By: ECP ControlCo, LLC, its managing member By: /s/

Andrew D. Singer, Managing Member

01/11/2018

__Signature of Reporting Person

Date

Energy Capital Partners GP III, LP By: Energy Capital Partners III, LLC, its general partner

By: ECP ControlCo, LLC, its managing member By: /s/ Andrew D. Singer, Managing Member

01/11/2018

__Signature of Reporting Person

Date

Energy Capital Partners III, LP By: Energy Capital Partners GP III, LP, its general partner

By: Energy Capital Partners III, LLC, its general partner By: ECP ControlCo, LLC, its

managing member By: /s/ Andrew D. Singer, Managing Member

01/11/2018

__Signature of Reporting Person

Date

Energy Capital Partners III-A, LP By: Energy Capital Partners GP III, LP, its general partner

By: Energy Capital Partners III, LLC, its general partner By: ECP ControlCo, LLC, its

managing member By: /s/ Andrew D. Singer, Managing Member

01/11/2018

__Signature of Reporting Person

Date

Energy Capital Partners III-B (Terawatt IP), LP By: Energy Capital Partners GP III, LP, its

general partner By: Energy Capital Partners III, LLC, its general partner By: ECP ControlCo,

LLC, its managing member By: /s/ Andrew D. Singer, Managing Member

01/11/2018

__Signature of Reporting Person

Date

Energy Capital Partners III-C, LP By: Energy Capital Partners GP III, LP, its general partner

By: Energy Capital Partners III, LLC, its general partner By: ECP ControlCo, LLC, its

managing member By: /s/ Andrew D. Singer, Managing Member

01/11/2018

__Signature of Reporting Person

Date

Terawatt Holdings GP, LLC By: /s/ Andrew D. Singer, Secretary and General Counsel

01/11/2018

__Signature of Reporting Person

Date

Terawatt Holdings, LP By: Terawatt Holdings GP, LLC, its general partner By: /s/ Andrew

D. Singer, Secretary and General Counsel

01/11/2018

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Terawatt Holdings, LP is the record holder of the securities reported herein. ECP Control Co, LLC ("ECP Control Co") is the managing member of Energy Capital Partners III, LLC ("ECP GP"), which is the general partner of Energy Capital Partners GP III, LP ("ECP Fund GP"), which is the general partner of each of Energy Capital Partners III, LP, Energy Capital Partners III-A, Energy Capital Partners III-B (Terawatt IP), LP and Energy Capital Partners III-C, LP (collectively, the "ECP Funds"), which are the sole members of Terawatt Holdings GP, LLC ("Terawatt GP"), which is the general partner of Terawatt Holdings, LP.

Douglas Kimmelman, Thomas Lane, Andrew Singer, Peter Labbat, Tyler Reeder and Rahman D'Argenio are the managing members of ECP ControlCo and share the power to vote and dispose of the securities beneficially owned by ECP ControlCo. As such, each of (2) Terawatt GP, the ECP Funds, ECP Fund GP, ECP GP, ECP ControlCo and Messrs. Kimmelman, Lane, Singer, Labbat, Reeder and D'Argenio may be deemed to have or share beneficial ownership of the Common Stock held directly by Terawatt Holdings. Each such entity or individual disclaims any such beneficial ownership except to the extent of their pecuniary interest therein.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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