

DYNEGY INC.  
Form 8-K  
May 27, 2008

## SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 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)

May 27, 2008

## DYNEGY INC.

## DYNEGY HOLDINGS INC.

(Exact name of registrant as specified in its charter)

Delaware

001-33443

20-5653152

Delaware  
(State or Other Jurisdiction

000-29311  
(Commission File Number)

94-3248415  
(I.R.S. Employer

of Incorporation)

Identification No.)

1000 Louisiana, Suite 5800, Houston, Texas  
(Address of principal executive offices)

77002  
(Zip Code)

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(713) 507-6400

(Registrant's telephone number, including area code)

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

- Written communications 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.**

On May 27, 2008 Dynegy Inc. ("Dynegy") issued a press release announcing an agreement to sell the Rolling Hills Power Generation facility to TPF II Rolling Hills, LLC. This facility, located in Wilkesville, Ohio, is owned by a subsidiary of Dynegy and Dynegy Holdings Inc. The press release is furnished here as Exhibit 99.1.

Pursuant to General Instruction B.2 of Form 8-K and Securities and Exchange Commission Release No. 33-8176, the information contained in the press release furnished as an exhibit 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 a filing. In addition, the press release contains 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:

Exhibit

No.    Document

99.1            Dynegy Inc. press release dated May 27, 2008.

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**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: May 27, 2008

By:            /s/ KENT R. STEPHENSON  
Name:        Kent R. Stephenson  
Title:        Senior Vice President, Deputy General Counsel

**DYNEGY HOLDINGS INC.**

(Registrant)

Dated: May 27, 2008

By:            /s/ KENT R. STEPHENSON  
Name:        Kent R. Stephenson  
Title:        Senior Vice President, Deputy General Counsel

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**EXHIBIT INDEX**

**Exhibit**

No.            Document

99.1            Dynegy Inc. press release dated May 27, 2008.

