

DYNEGY HOLDINGS INC  
Form 8-K  
November 08, 2010

# **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)**

**November 8, 2010**

**DYNEGY INC.**

**DYNEGY HOLDINGS INC**

**(Exact name of registrant as specified in its charter)**

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

**000-29311**  
(Commission  
File Number)

**94-3248415**  
(I.R.S. Employer  
Identification No.)

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

**(713) 507-6400**

**77002**  
(Zip Code)

(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))

**Item 7.01 Regulation FD Disclosure**

Dynegy Inc. (the Company) will be mailing to its stockholders certain supplemental disclosures (the Supplemental Disclosures) to the Definitive Proxy Statement on Schedule 14A filed with the Securities and Exchange Commission (the SEC) by the Company on October 4, 2010 (the Definitive Proxy Statement) pursuant to a memorandum of understanding (the MOU) relating to the settlement of certain stockholder lawsuits filed in Texas state court and the Delaware Court of Chancery. The Supplemental Disclosures are attached as Exhibit 99.1 hereto and the MOU is attached as Exhibit 99.2 hereto.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits:

| <b>Exhibit<br/>No.</b> | <b>Document</b>                                     |
|------------------------|---|
| 99.1                   | Supplemental Disclosures, dated November 8, 2010    |
| 99.2                   | Memorandum of Understanding, dated November 7, 2010 |

**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: November 8, 2010

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

**DYNEGY HOLDINGS INC.**

(Registrant)

Dated: November 8, 2010

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

**EXHIBIT INDEX**

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