

DYNEGY INC.  
Form SC 14D9/A  
December 30, 2010

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

**SCHEDULE 14D-9**

**SOLICITATION/RECOMMENDATION STATEMENT**

**UNDER SECTION 14(d)(4) OF THE SECURITIES EXCHANGE ACT OF 1934**

**(AMENDMENT NO. 1)**

**DYNEGY INC.**

*(Name of Subject Company)*

**DYNEGY INC.**

*(Names of Persons Filing Statement)*

**COMMON STOCK, PAR VALUE \$0.01 PER SHARE,**

**INCLUDING THE ASSOCIATED RIGHTS**

*(Title of Class of Securities)*

**26817G300**

*(CUSIP Number of Class of Securities)*

**J. Kevin Blodgett**

**General Counsel**

**Dynegy Inc.**

**1000 Louisiana, Suite 5800**

**Houston, Texas 77002**

**(713) 507-6400**

*With copies to:*

**Joseph B. Frumkin**

**Krishna Veeraraghavan**

**Sullivan & Cromwell**

**125 Broad Street**

**New York, NY 10004**

**(212) 558-4000**

*(Name, address, and telephone numbers of person authorized to receive notices and communications on behalf of the persons filing statement)*

.. Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

## INTRODUCTION

This Amendment No. 1 (this Amendment) amends and supplements the Solicitation/Recommendation Statement on Schedule 14D-9 (as amended or supplemented from time to time, the Statement) filed with the Securities and Exchange Commission (the SEC) by Dynegy Inc. (the Company), on December 30, 2010. The Statement relates to the tender offer by IEH Merger Sub LLC, a Delaware limited liability company (the Offeror) and a wholly-owned subsidiary of Icahn Enterprises Holdings L.P., as disclosed in a Tender Offer Statement on Schedule TO dated December 22, 2010 (as amended or supplemented from time to time, the Schedule TO), to purchase for cash all of the issued and outstanding shares of common stock of the Company, including the associated rights issued pursuant to the Stockholder Protection Rights Agreement, dated as of November 22, 2010, and as amended on December 15, 2010, between the Company and Mellon Investor Services LLC, as Rights Agent, that are issued and outstanding (such shares of common stock and such rights collectively, the Shares) at a price of \$5.50 per Share, without interest and less any required withholding taxes, if any, upon the terms and subject to the conditions set forth in the Offeror's offer to purchase dated December 22, 2010, as amended or supplemented from time to time, and in the related letter of transmittal, as amended or supplemented from time to time, copies of which are attached to the Schedule TO as Exhibits (a)(1)(A) and (a)(1)(B), respectively.

Except as otherwise set forth below, the information set forth in the original Statement remains unchanged and is incorporated herein by reference as relevant to the items in this Amendment. Capitalized terms used but not defined herein have the meanings ascribed to them in the Statement.

### ITEM 9. EXHIBITS.

Item 9, Exhibits is hereby amended and supplemented by inserting the following exhibit thereto:

(a)(14) Press Release issued by Dynegy Inc. on December 30, 2010.

**SIGNATURE**

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this Statement is true, complete and correct.

**DYNEGY INC.**

Dated: December 30, 2010

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