

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:

Exhibit No.	Document
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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