

DYNEGY INC.  
Form 8-K  
November 07, 2016

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**FORM 8-K**

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**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 7, 2016**

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**DYNEGY INC.**

(Exact name of registrant as specified in its charter)

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

**001-33443**  
(Commission  
File Number)

**20-5653152**  
(I.R.S. Employer  
Identification No.)

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# ILLINOIS POWER GENERATING COMPANY

(Exact name of registrant as specified in its charter)

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

**333-56594**  
(Commission  
File Number)

**37-1395568**  
(I.R.S. Employer  
Identification No.)

**601 Travis, Suite 1400, Houston, Texas**  
(Address of principal executive offices)

**77002**  
(Zip Code)

**(713) 507-6400**

(Registrants' telephone number, including area code)

**N.A.**

(Former name or former address, if changed since last report)

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Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrants 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.**

On November 7, 2016, Dynegy Inc. ( *Dynegy* ) and Illinois Power Generating Company ( *Genco* ), an indirect, wholly-owned subsidiary of Dynegy, issued a press release announcing that they have launched a restructuring transaction, consisting of (a) an out-of-court restructuring consisting of (x) an offer to exchange (the *Exchange Offer* ) any and all of Genco's outstanding (i) 7.00% Senior Notes, Series H, due 2018, (ii) 6.30% Senior Notes, Series I, due 2020 and (iii) 7.95% Senior Notes, Series F, due 2032 (collectively, the *Genco Notes* ) for up to (i) \$210.0 million aggregate principal amount of 7-year Senior Notes of Dynegy, (ii) 10 million warrants of Dynegy and (iii) \$130.0 million in cash (subject to reductions for interest payments) and (y) the solicitation of consents on behalf of Genco to proposed amendments to the indenture governing the Genco Notes or (b) in the event the conditions to the Exchange Offer are not satisfied or waived, solicitation of acceptances of an in-court restructuring of Genco pursuant to a prepackaged plan of reorganization. A copy of the press release is furnished with this Current Report as Exhibit 99.1 hereto and the press release is incorporated herein by reference in its entirety.

This announcement is not an offer to sell or a solicitation to buy securities of Dynegy or Genco (the *Securities* ). The Securities have not been registered under the Securities Act of 1933, as amended (the *Securities Act* ), and may not be offered or sold in the United States absent registration or the availability of an applicable exemption from registration.

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 Exhibit 99.1 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, except as shall be expressly set forth by specific reference in such a filing.

**Item 9.01**

**Financial Statements and Exhibits.**

**Exhibit  
No.**

**Document**

99.1      Press release dated November 7, 2016

**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, each registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Dated: November 7, 2016

**DYNEGY INC.**  
(Registrant)

|        |                                                                           |
|--------|---------------------------------------------------------------------------|
| By:    | /s/ Catherine C. James                                                    |
| Name:  | Catherine C. James                                                        |
| Title: | Executive Vice President, General Counsel and<br>Chief Compliance Officer |

Dated: November 7, 2016

**ILLINOIS POWER GENERATING COMPANY**  
(Registrant)

|        |                                                                           |
|--------|---------------------------------------------------------------------------|
| By:    | /s/ Catherine C. James                                                    |
| Name:  | Catherine C. James                                                        |
| Title: | Executive Vice President, General Counsel and<br>Chief Compliance Officer |

**EXHIBIT INDEX**

**Exhibit  
No.**

**Document**

99.1      Press release dated November 7, 2016