

DYNEGY HOLDINGS INC  
Form 8-K  
December 22, 2009

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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)  
December 22, 2009 (December 16, 2009)

DYNEGY INC.

DYNEGY HOLDINGS INC.  
(Exact name of registrant as specified in its charter)

Delaware	001-33443	20-5653152
Delaware	000-29311	94-3248415
(State or Other Jurisdiction of Incorporation)	(Commission File Number)	(I.R.S. Employer Identification No.)

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

77002  
(Zip Code)

(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:

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- .. 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.

In connection with the transaction between Dynegy Inc., Dynegy Holdings Inc. and certain other affiliates (collectively “Dynegy”) and LS Power Partners, L.P. and certain of its affiliates (collectively “LS Power”), executed on November 25, 2009 and previously announced on a Current Report on Form 8-K on December 1, 2009, Dynegy has now determined the approximate amount of the pre-tax charges that it expects to record related to the transaction. These charges, of approximately \$310 million, will be recorded in the fourth quarter of 2009 and are subject to further working capital adjustments and finalization of our year-end financial closing process. The charges are based on the fair value of Dynegy’s Class B shares received by Dynegy, changes in the fair value of debt issued, the book values of the assets included in the transaction, and changes in working capital items not reimbursed by LS Power.

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: December 22, 2009

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

DYNEGY HOLDINGS INC.  
(Registrant)

Dated: December 22, 2009

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