

DYNEGY HOLDINGS INC  
Form DEFA14A  
December 30, 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)**

**December 30, 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)

**No. 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 8.01 Other Events.**

On December 30, 2010, Dynegy Inc. (the Company ) filed a press release announcing that its Board of Directors unanimously recommends that Dynegy stockholders tender shares into the tender offer commenced by an affiliate of Icahn Enterprises LP on December 22, 2010, and that the Company has filed with the Securities and Exchange Commission a Solicitation/Recommendation Statement on Schedule 14D-9 regarding the tender offer.

**Item 9.01 Financial Statements and Exhibits.**

*(d) Exhibits:*

<b>Exhibit No.</b>	<b>Document</b>
99.1	Press Release, issued by the Company, dated December 30, 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: December 30, 2010

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

**DYNEGY HOLDINGS INC.**

(Registrant)

Dated: December 30, 2010

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

**EXHIBIT INDEX**

<b>Exhibit No.</b>	<b>Document</b>
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