

DYNEGY INC /IL/
Form 425
March 02, 2007

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)

March 2, 2007 (February 27, 2007)

DYNEGY ACQUISITION, INC.

DYNEGY INC.

DYNEGY HOLDINGS INC.

(Exact name of registrant as specified in its charter)

Delaware
Illinois
Delaware
(State or Other Jurisdiction
of Incorporation)

333-139221
1-15659
0-29311
(Commission File Number)

20-5653152
74-2928353
94-3248415
(I.R.S. Employer
Identification No.)

1000 Louisiana, Suite 5800

Houston, Texas 77002

(Address of principal executive offices including Zip Code)

(713) 507-6400

(Registrant's 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 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))
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Item 8.01. Other Events.

Dynegy Inc. (Dynegy) is furnishing the transcript of its 2006 Annual Results investor conference call held on February 27, 2007 at 9 a.m. ET (8 a.m. CT), which is attached as Exhibit 99.1 to this Current Report on Form 8-K.

On March 1, 2007, Dynegy issued a press release announcing that its indirect wholly-owned subsidiary, Dynegy Holdings Inc. (DHI), will launch a new \$1.25 billion revolving and term letter of credit facility that proposes to amend and restate DHI s current senior secured credit facility. A copy of the press release issued by Dynegy is attached as Exhibit 99.2 to this Current Report on Form 8-K.

Further, on March 2, 2007, Dynegy commenced mailing a letter from Dynegy s Chairman and Chief Executive Officer, Bruce Williamson, to its shareholders, who previously received proxy material in connection with the Special Meeting of Shareholders to be held on March 29, 2007, reminding shareholders to submit their proxies representing the votes required to approve the LS Power transaction. A copy of the letter mailed via U.S. mail is attached as Exhibit 99.3 to this Current Report on Form 8-K.

The transcript and press release include statements intended as forward-looking statements, which are subject to the cautionary statement about forward-looking statements set forth therein.

WHERE YOU CAN FIND MORE INFORMATION

Dynegy Inc. and Dynegy Acquisition, Inc. have filed a proxy statement/prospectus with the SEC in connection with the previously announced proposed merger with LS Power. Investors and security holders are urged to carefully read the important information contained in the materials regarding the proposed transaction. Investors and security holders may obtain a copy of the proxy statement/prospectus and other relevant documents, free of charge, at the SEC s web site at www.sec.gov, or on Dynegy s web site at www.dynegy.com. The materials may also be obtained by writing Dynegy Inc. Investor Relations, 1000 Louisiana Street, Suite 5800, Houston, Texas 77002 or by calling 713-507-6466.

Dynegy, LS Power and their respective directors, executive officers, partners and other members of management and employees may be deemed to be participants in the solicitation of proxies from Dynegy s shareholders with respect to the proposed transaction. Information regarding Dynegy s directors and executive officers is available in the company s proxy statement for its 2006 Annual Meeting of Shareholders, dated April 3, 2006. Additional information regarding the interests of such potential participants is included in the proxy statement/prospectus and other relevant documents filed with the SEC as they become available.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits:

Exhibit No.	Document
99.1	Dynegy Inc. transcript of investor conference call held on February 27, 2007 at 9 a.m. ET (8 a.m. CT).
99.2	Press Release dated March 1, 2007.
99.3	Dynegy Reminder Letter to Shareholders dated March 2, 2007.

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 ACQUISITION, INC.

(Registrant)

Dated: March 2, 2007

By: /s/ KENT R. STEPHENSON

Name: Kent R. Stephenson

Title: Senior Vice President

DYNEGY INC.

(Registrant)

Dated: March 2, 2007

By: /s/ KENT R. STEPHENSON

Name: Kent R. Stephenson

Title: Senior Vice President

DYNEGY HOLDINGS INC.

(Registrant)

Dated: March 2, 2007

By: /s/ KENT R. STEPHENSON

Name: Kent R. Stephenson

Title: Senior Vice President

EXHIBIT INDEX

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