

DYNEGY INC /IL/  
Form 8-K  
March 16, 2006

---

**UNITED STATES**  
**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 15, 2006 (March 15, 2006)**

---

**DYNEGY INC.**  
**DYNEGY HOLDINGS INC.**

(Exact name of registrant as specified in its charter)

---

<b>Illinois</b>	<b>1-15659</b>	<b>74-2928353</b>
<b>Delaware</b> (State or other jurisdiction	<b>0-29311</b> (Commission File Number)	<b>94-3248415</b> (IRS Employer
<b>of incorporation)</b>		<b>Identification No.)</b>

<b>1000 Louisiana, Suite 5800, Houston, Texas</b> (Address of principal executive offices)	<b>77002</b> (Zip Code)
<b>Registrant's telephone number, including area code (713) 507-6400</b>	

**Not Applicable**

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

Edgar Filing: DYNEGY INC /IL/ - Form 8-K

---

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.**

On March 15, 2006, Dynegy Inc. issued a press release announcing that its wholly-owned subsidiary, Dynegy Holdings Inc. ( DHI ), has commenced a tender offer and consent solicitation with respect to all \$225 million of DHI s outstanding Second Priority Senior Secured Floating Rate Notes due 2008, all \$625 million of DHI s outstanding 9.875% Second Priority Senior Secured Notes due 2010 and all \$900 million of DHI s outstanding 10.125% Second Priority Senior Secured Notes due 2013. A copy of this press release is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

99.1 Press release by Dynegy Inc., dated March 15, 2006, announcing a tender offer and consent solicitation by Dynegy Holdings Inc. with respect to all of Dynegy Holdings Inc. s outstanding Second Priority Senior Secured Floating Rate Notes due 2008, 9.875% Second Priority Senior Secured Notes due 2010 and 10.125% Second Priority Senior Secured Notes due 2013

**SIGNATURES**

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

**DYNEGY INC.**

(Registrant)

Date: March 15, 2006

By: /s/ Carolyn M. Campbell  
Name: Carolyn M. Campbell  
Title: Secretary

**DYNEGY HOLDINGS INC.**

(Registrant)

Date: March 15, 2006

By: /s/ Carolyn M. Campbell  
Name: Carolyn M. Campbell  
Title: Secretary

**EXHIBIT INDEX**

<b>Exhibit No.</b>	<b>Description</b>
99.1	Press release by Dynegy Inc., dated March 15, 2006, announcing a tender offer and consent solicitation by Dynegy Holdings Inc. with respect to all of Dynegy Holdings Inc.'s outstanding Second Priority Senior Secured Floating Rate Notes due 2008, 9.875% Second Priority Senior Secured Notes due 2010 and 10.125% Second Priority Senior Secured Notes due 2013