

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

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**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): March 15, 2006 (March 15, 2006)**

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

(Exact name of registrant as specified in its charter)

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Illinois	1-15659	74-2928353
Delaware (State or other jurisdiction of incorporation)	0-29311 (Commission File Number)	94-3248415 (IRS Employer Identification No.)
1000 Louisiana, Suite 5800, Houston, Texas (Address of principal executive offices)	77002 (Zip Code)	
Registrant's telephone number, including area code (713) 507-6400		

Not Applicable

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

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

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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 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