

DYNEGY INC /IL/  
Form 8-K  
July 17, 2006

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**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)**

July 17, 2006

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**DYNEGY INC.**

**DYNEGY HOLDINGS INC.**

(Exact name of registrant as specified in its charter)

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|------------------------------|-----------------------------------|---------------------|
| <b>Illinois</b>              | <b>1-15659</b>                    | <b>74-2928353</b>   |
| <b>Delaware</b>              | <b>0-29311</b>                    | <b>94-3248415</b>   |
| (State or Other Jurisdiction | (Commission file number)          | (I.R.S. Employer    |
| of Incorporation)            |                                   | Identification No.) |
|                              | <b>1000 Louisiana, Suite 5800</b> |                     |
|                              | <b>Houston, Texas 77002</b>       |                     |

(Address of Registrant's principal executive offices, including zip code)

(713) 507-6400

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(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 7.01 Regulation FD Disclosure**

On July 17, 2006, Dynegy Inc. issued a press release announcing that its wholly-owned subsidiary, Dynegy Holdings Inc. ( DHI ), had completed the redemption of all of DHI s outstanding Second Priority Senior Secured Floating Rate Notes due 2008.

A copy of the 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 July 17, 2006.

**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.

Date: July 17, 2006

**DYNEGY INC.**

(Registrant)

By: /s/ J. Kevin Blodgett  
Name: J. Kevin Blodgett  
Title: General Counsel, Executive Vice President,  
Administration and Secretary

Date: July 17, 2006

**DYNEGY HOLDINGS INC.**

(Registrant)

By: /s/ J. Kevin Blodgett  
Name: J. Kevin Blodgett  
Title: General Counsel, Executive Vice President,  
Administration and Secretary

**EXHIBIT INDEX**

| <b>Exhibit Number</b> | <b>Description</b>                                 |
|-----------------------|--|
| 99.1                  | Press release by Dynegy Inc., dated July 17, 2006. |