

DYNEGY INC.  
Form 8-K  
June 02, 2014

# 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)

**June 2, 2014 (May29, 2014)**

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## DYNEGY INC.

(Exact name of registrant as specified in its charter)

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**Delaware**  
(State or Other Jurisdiction  
of Incorporation)

**001-33443**  
(Commission  
File Number)

**20-5653152**  
(I.R.S. Employer  
Identification No.)

**601 Travis, Suite 1400, Houston, Texas**  
(Address of principal executive offices)

**77002**  
(Zip Code)

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(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 5.07 Submission of Matters to a Vote of Security Holders.**

On May 29, 2014, Dynegy Inc. ( Dynegy ) held its 2014 Annual Meeting of Stockholders. A total of 89,462,264 shares of Dynegy s common stock were present or represented by proxy at the meeting. During the meeting three proposals were voted upon. The votes were as follows:

*Proposal 1 Election of seven directors to serve until the 2015 Annual Meeting of Stockholders, or until successors have been elected or appointed.*

<b>DIRECTOR</b>	<b>VOTES FOR</b>	<b>VOTES WITHHELD</b>	<b>BROKER NON-VOTES</b>
Hilary E. Ackermann	87,724,018	129,797	1,608,449
Paul M. Barbas	87,724,416	129,399	1,608,449
Robert C. Flexon	87,724,432	129,383	1,608,449
Richard Lee Kuersteiner	87,653,472	200,343	1,608,449
Jeffrey S. Stein	87,656,999	196,816	1,608,449
John R. Sult	87,724,302	129,513	1,608,449
Pat Wood III	87,655,947	197,868	1,608,449

*Proposal 2 Approval, on an advisory basis, of the compensation of Dynegy s named executive officers described in Dynegy s 2014 Proxy Statement.*

<b>VOTES FOR</b>	<b>VOTES AGAINST</b>	<b>ABSTENTIONS</b>	<b>BROKER NON-VOTES</b>
83,847,586	3,995,935	10,294	1,608,449

*Proposal 3 Ratification of the appointment of Ernst and Young LLP as Dynegy s independent registered public accountants for the fiscal year ending December 31, 2014.*

<b>VOTES FOR</b>	<b>VOTES AGAINST</b>	<b>ABSTENTIONS</b>
89,382,458	78,017	1,789

**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: June 2, 2014

By: /s/ Catherine B. Callaway  
Name: Catherine B. Callaway  
Title: Executive Vice President, General Counsel and  
Chief Compliance Officer