

DYNEGY INC /IL/  
Form 8-K  
August 12, 2003

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**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)**

August 11, 2003

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**DYNEGY HOLDINGS INC.**

(Exact name of registrant as specified in its charter)

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

**0-29311**  
(Commission File Number)

**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**

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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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**Item 5. Other Events**

Dynegy Inc., the wholly owning parent of Dynegy Holdings Inc. ( Dynegy Holdings ), released a press release today announcing the closing of Dynegy Holdings \$1.450 billion offering of second priority senior secured notes and its \$175 million offering of convertible subordinated debentures. Dynegy Inc. also closed the exchange of the \$1.5 billion Series B Preferred Stock previously held by a subsidiary of ChevronTexaco Corp.

A copy of the Press Release is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

**Item 7. Financial Statements, Pro Forma Financial Information and Exhibits.**

(a) Financial Statements: Not applicable

(b) Pro Forma Financial Information: Not applicable

(c) Exhibits:

<b>Exhibit No.</b>	<b>Document</b>
99.1	Press release dated August 11, 2003

**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 HOLDINGS INC.**

(Registrant)

Dated: August 11, 2003

By:

/s/ J. KEVIN BLODGETT

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Title:

Corporate Secretary

**EXHIBIT INDEX**

<b>Exhibit Number</b>	<b>Document</b>
99.1	Press release dated August 11, 2003