

DYNEGY INC /IL/  
Form 425  
December 04, 2006

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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)

December 4, 2006 (November 30, 2006)

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## DYNEGY INC.

(Exact name of registrant as specified in its charter)

Illinois  
(State or Other Jurisdiction  
of Incorporation)

1-15659  
(Commission File Number)

74-2928353  
(I.R.S. Employer  
Identification No.)

1000 Louisiana, Suite 5800

Houston, Texas 77002

(Address of principal executive offices including Zip Code)

(713) 507-6400

(Registrant's telephone number, including area code)

N.A.

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

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:

x Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

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- “ 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 8.01. Other Events.**

Dynegy Inc. ( Dynegy ) is furnishing the transcript of its slide presentation to investors and analysts as delivered at the Calyon<sup>2</sup> Annual Utilities and Energy Merchant Conference in New York, New York on November 30, 2006, which is attached as Exhibit 99.1 to this Current Report on Form 8-K.

The transcript includes statements intended as forward-looking statements, which are subject to the cautionary statement about forward-looking statements set forth therein.

**WHERE YOU CAN FIND MORE INFORMATION**

Dynegy will file a proxy statement/prospectus with the SEC in connection with the previously announced proposed merger with LS Power. Investors and security holders are urged to carefully read the important information contained in the materials regarding the proposed transaction when it becomes available. Investors and security holders will be able to obtain a copy of the proxy statement/prospectus and other relevant documents, free of charge, at the SEC's web site at [www.sec.gov](http://www.sec.gov). Copies of the proxy statement/prospectus may also be obtained by writing Dynegy Inc. Investor Relations, 1000 Louisiana Street, Houston, Texas 77002 or by calling 713-507-6466.

Dynegy, LS Power and their respective directors, executive officers, partners and other members of management and employees may be deemed to be participants in the solicitation of proxies from Dynegy's shareholders with respect to the proposed transaction. Information regarding Dynegy's directors and executive officers is available in the company's proxy statement for its 2006 Annual Meeting of Shareholders, dated April 3, 2006. Additional information regarding the interests of such potential participants will be included in the forthcoming proxy statement/prospectus and other relevant documents filed with the SEC when they become available.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits:

**Exhibit**

| <b>No.</b> | <b>Document</b>   |
|------------|---|
| 99.1       | Dynegy Inc. transcript of slide presentation to investors and analysts as delivered at the Calyon 2nd Annual Utilities and Energy Merchant Conference in New York, New York on November 30, 2006. |

**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: December 4, 2006

By: /s/ Kent R. Stephenson  
Name: Kent R. Stephenson  
Title: Senior Vice President

**EXHIBIT INDEX**

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