

DYNEGY INC /IL/
Form 425
November 08, 2006

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)

November 8, 2006

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)

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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 2.02 Results of Operations and Financial Condition.

On November 8, 2006, Dynegy Inc. (Dynegy) issued a press release announcing its third quarter 2006 financial results and updating its 2006 cash flow and earnings estimates. A copy of Dynegy s November 8, 2006 press release is attached hereto as exhibit 99.1.

Dynegy management will hold an investor conference call at 9 a.m. ET (8 a.m. CT) on Wednesday, November 8, 2006 to review its third quarter 2006 financial results and related information and update its 2006 cash flow and earnings estimates. A copy of the slides to be presented by Dynegy is attached hereto as exhibit 99.2. A live simulcast of the conference call, together with the related presentation materials, will be available on the Internet in the News and Financials section of www.dynegy.com.

The press release and presentation contain certain non-GAAP financial information. The reconciliation of such non-GAAP financial information to GAAP financial measures is included in the press release, the appendix to the slide presentation and the schedules thereto. Further, the press release and presentation contain updated 2006 cash flow and earnings estimates and other statements intended as forward-looking statements, all of which are subject to the cautionary statement about forward-looking statements set forth therein.

Item 8.01. Other Events.

See Item 2.02 above, which is incorporated herein by reference.

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 <http://www.sec.gov>. Copies of the proxy statement/prospectus may also be obtained by writing Dynegy Inc. Investor Relations, 1000 Louisiana Street, Suite 5800, 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 No. | Document |
|--------------------|---|
| 99.1 | Earnings Press Release dated November 8, 2006. |
| 99.2 | Dynegy Inc. 2006 Third Quarter 2006 Results slide presentation. |

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: November 8, 2006

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

EXHIBIT INDEX

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