

DYNEGY INC.  
Form S-8 POS  
May 26, 2010

As filed with the Securities and Exchange Commission on May 26, 2010

Registration No. 333-141810

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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

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FORM S-8  
(POST-EFFECTIVE AMENDMENT NO. 1)

REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933

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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 or organization)

20-5653152  
(I.R.S. Employer  
Identification Number)

1000 Louisiana Street, Suite 5800  
Houston, Texas  
(Address of Principal Executive Offices)

77002  
(Zip Code)

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Dynegy Inc. Amended and Restated Employee Equity Option Plan  
Dynegy Inc. Amended and Restated 1991 Stock Option Plan  
Illinova Corporation 1992 Long-Term Incentive Compensation Plan  
Dynegy Inc. 1999 Long-Term Incentive Plan  
Dynegy Inc. 2000 Long-Term Incentive Plan  
Dynegy Inc. 2001 Non-Executive Stock Incentive Plan

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Dynegy Inc. 401(k) Savings Plan  
Dynegy Inc. 2002 Long Term Incentive Plan  
Dynegy Inc. Deferred Compensation Plan  
Dynegy Inc. Deferred Compensation Plan for Certain Directors  
Dynegy Midwest Generation, Inc. 401(k) Savings Plan  
Dynegy Midwest Generation, Inc. 401(k) Savings Plan for Employees Covered under a Collective Bargaining Agreement  
Dynegy Northeast Generation, Inc. Savings Incentive Plan  
(Full title of the plan)

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J. Kevin Blodgett  
General Counsel and Executive Vice President, Administration  
1000 Louisiana Street, Suite 5800  
Houston, Texas 77002  
(Name and address of agent for service)  
(713) 507-6400  
(Telephone Number, including area code, of agent for service)

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Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer  Accelerated filer   
Non-accelerated filer  (Do not check if a smaller reporting company) Smaller reporting company

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Explanatory Statement

Dynegy Inc. (the “Registrant”) is filing this Post-Effective Amendment No. 1 (this “Post-Effective Amendment”) to its Registration Statement on Form S-8 (File No. 333-141810) filed with the Securities and Exchange Commission (the “SEC”) on April 2, 2007 (the “2007 S-8”) to (a) deregister all shares of its common stock, plan interests and deferred compensation obligations subject to outstanding awards (the “Outstanding Securities”) under the plans set forth on the cover page hereto (the “Plans”), so that such Outstanding Securities can be transferred to a new Registration Statement on Form S-8 (the “2010 S-8”) that is being filed concurrently with this Post-Effective Amendment, and (b) deregister all shares of its common stock, plan interests and deferred compensation obligations not subject to outstanding awards (the “Excess Securities”) under the Plans so that the registration fees previously paid in connection with such Excess Securities can be offset against registration fees payable under the 2010 S-8. All Outstanding Securities and Excess Securities are hereby deregistered. Securities transferred to the 2010 S-8 shall be appropriately adjusted to reflect a 1-for-5 reverse stock split effected on May 25, 2010. In accordance with Rule 457(p) of the Securities Act of 1933, as amended, the Post-Effective Amendment is being filed to carry over certain registration fees from the 2007 S-8 to the 2010 S-8.

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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Post-Effective Amendment to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Houston, State of Texas, on May 26, 2010.

DYNEGY INC.

By: /s/ BRUCE A. WILLIAMSON  
 Bruce A. Williamson  
 Chairman of the Board, President and Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed below by the following persons in the capacities and on the dates indicated.

/s/ BRUCE A. WILLIAMSON	Chairman of the Board, President and Chief Executive Officer (Principal Executive Officer)	May 26, 2010
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Bruce A. Williamson

/s/ HOLLI C. NICHOLS	Executive Vice President and Chief Financial Officer (Principal Financial Officer)	May 26, 2010
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Holli C. Nichols

/s/ TRACY A. MCLAUHLIN	Senior Vice President and Controller (Principal Accounting Officer)	May 26, 2010
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Tracy A. McLauchlin

*	Director	May 26, 2010
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David W. Biegler

*	Director	May 26, 2010
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Thomas D. Clark, Jr.

*	Director	May 26, 2010
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Victor E. Grijalva

*	Director	May 26, 2010
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Patricia A. Hammick

*	Director	
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Howard B. Sheppard		May 26, 2010
*	Director	May 26, 2010
William L. Trubeck		
* Pursuant to Power of Attorney /s/ Heidi D. Lewis	Group General Counsel – Finance & Securities	May 26, 2010
Heidi D. Lewis		