

DYNEGY INC.
Form SC 13D/A
June 20, 2014

CUSIP NO.
26817R108
Page 1 of 15

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

SCHEDULE 13D

Under the Securities Exchange Act of 1934
(Amendment No. 9)*

DYNEGY INC.
(Name of Issuer)

Common Stock, par value \$.01 per share
(Title of Class of Securities)

26817R108
(CUSIP Number)

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Maria Gray
Vice President and Secretary
Franklin Resources, Inc.
One Franklin Parkway
San Mateo, CA 94403 1906
800 632 2350

Authorized to (Name, Address and Telephone Number of Person
Receive Notices and Communications)

June 13, 2014
(Date of Event Which Requires Filing of this
Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the

subject of this Schedule 13D, and is filing this schedule because of §§240.13d 1(e), 240.13d 1(f) or

240.13d 1(g), check the following box.[]

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule,

including all exhibits. See §240.13d 7 for other parties to whom copies are to be sent.

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form

with respect to the subject class of securities, and for any subsequent amendment containing information

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which would alter the disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the

purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities

of that section of the Act but shall be subject to all other provisions of the Act (however, see the notes hereto).

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1. NAMES OF REPORTING PERSONS.

Franklin Resources, Inc.

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b) X

3. SEC USE ONLY

4. SOURCE OF FUNDS

00

5. CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(d) OR 2(e) []

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6. CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

7. SOLE VOTING POWER

(See Item 5)

8. SHARED VOTING POWER

(See Item 5)

9. SOLE DISPOSITIVE POWER

(See Item 5)

10. SHARED DISPOSITIVE POWER

(See Item 5)

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

21,660,910 *

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12. CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES
CERTAIN SHARES []

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

21.3%

14. TYPE OF REPORTING PERSON

HC, CO (See Item 5)

* Includes 1,533,887 shares of Common Stock issuable on the exercise of the Warrants as described and defined in Item 3.

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1. NAMES OF REPORTING PERSONS.

Charles B. Johnson

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b) X

3. SEC USE ONLY

4. SOURCE OF FUNDS

OO

5. CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED

PURSUANT TO ITEMS 2 (d) OR 2 (e) []

6. CITIZENSHIP OR PLACE OF ORGANIZATION

USA

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

7. SOLE VOTING POWER

(See Item 5)

8. SHARED VOTING POWER

(See Item 5)

9. SOLE DISPOSITIVE POWER

(See Item 5)

10. SHARED DISPOSITIVE POWER

(See Item 5)

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

21,660,910 *

12. CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES

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CERTAIN SHARES []

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

21.3%

14. TYPE OF REPORTING PERSON

HC,IN (See Item 5)

*Includes 1,533,887 shares of Common Stock issuable on the exercise of the Warrants as described and defined in Item 3.

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1. NAMES OF REPORTING PERSONS.

Rupert H. Johnson, Jr.

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b) X

3. SEC USE ONLY

4. SOURCE OF FUNDS

00

5. CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(d) OR 2(e) []

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6. CITIZENSHIP OR PLACE OF ORGANIZATION

USA

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

7. SOLE VOTING POWER

(See Item 5)

8. SHARED VOTING POWER

(See Item 5)

9. SOLE DISPOSITIVE POWER

(See Item 5)

10. SHARED DISPOSITIVE POWER

(See Item 5)

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

21,660,910 *

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12. CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES
CERTAIN SHARES []

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

21.3%

14. TYPE OF REPORTING PERSON

HC,IN (See Item 5)

* Includes 1,533,887 shares of Common Stock issuable on the exercise of the Warrants as described and defined in Item 3.

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1. NAMES OF REPORTING PERSONS.

Franklin Advisers, Inc.

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b) X

3. SEC USE ONLY

4. SOURCE OF FUNDS

00

5. CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(d) OR 2(e) []

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6. CITIZENSHIP OR PLACE OF ORGANIZATION

California

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

7. SOLE VOTING POWER

21,469,315

8. SHARED VOTING POWER

0

9. SOLE DISPOSITIVE POWER

21,660,910

10. SHARED DISPOSITIVE POWER

0

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

21,660,910 *

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12. CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES
CERTAIN SHARES []

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

21.3%

14. TYPE OF REPORTING PERSON

IA,CO (See Item 5)

* Includes 1,533,887 shares of Common Stock issuable on the exercise of the Warrants as described and defined in Item 3.

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This Amendment No. 9 amends and supplements the Schedule 13D originally filed by the reporting

persons with the Securities and Exchange Commission (the "SEC") on October 11, 2012 (the

"Original Schedule 13D", together with Amendment No. 1, Amendment No. 2, Amendment No. 3, Amendment

No. 4, Amendment No. 5, Amendment No. 6, Amendment No. 7, and Amendment No. 8 to the Original

Schedule 13D, collectively, the "Schedule 13D") and the information herein is provided and is correct

as of June 13, 2014. Unless otherwise indicated, each capitalized term used but not defined herein

shall have the meaning assigned to such term in the Original Schedule 13D.

Item 1. Security and Issuer

This statement relates to the new common stock, par value \$.01 per share (the "Common Stock"),

issued in the restructuring of Dynegy Inc., a Delaware corporation (the "Issuer"), under the

Modified Third Amended Chapter 11 Plan of Reorganization for Dynegy Holdings, LLC Proposed by Dynegy

Holdings, LLC and the Issuer (the "Plan"). The Plan was described in the Issuer's Current Report on

Form 8-K filed on July 13, 2012. The Issuer's principal executive offices are located at 601 Travis

Street, Suite 1400, Houston, TX 77002.

Item 2. Identity and Background

(a)-(c), (f) The persons filing this Statement and the citizenship of such filers are listed on the

cover pages hereto. The directors and principal executive officers of Franklin Resources, Inc.

("FRI") and its indirectly wholly-owned subsidiary, Franklin Advisers, Inc. ("FAV"), their present

principal occupations, citizenship and business addresses, and the business addresses of the filers

are listed on Exhibit A.

(d) During the last five years, none of the filers, and to the best knowledge of the filers, none of

the persons listed on Exhibit A has been convicted in a criminal proceeding (excluding traffic

violations or similar misdemeanors).

(e) During the last five years, none of the filers, and to the best knowledge of the filers, none of

the persons listed on Exhibit A was a party to a civil proceeding of a judicial or administrative

body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment,

decree or final order enjoining future violations of, or prohibiting or mandating activities subject

to, federal or state securities laws or finding any violation with respect to such laws.

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Item 3. Source and Amount of Funds or Other Consideration

The Common Stock was issued in connection with the Issuer's emergence from Chapter 11 bankruptcy under

the Plan. Unsecured notes and lease guaranty claims beneficially owned by one or more open- or

closed-end investment companies or other managed accounts that are clients (collectively, "Clients")

of FAV were exchanged for the Common Stock pursuant to the Plan. Such liabilities were cancelled and

annulled under the Plan.

In addition, FAV received on behalf of certain of the Clients warrants to purchase Common Stock

(the "Warrants"), pursuant to that certain Warrant Agreement dated October 1, 2012, a copy of which is

incorporated by reference herein as Exhibit D. The Warrants were received on account of the Issuer's

class of common stock, par value \$.01 per share (the "Old Common Stock") held by FAV on behalf of

these Clients, which was extinguished, cancelled and discharged on the effective date of the Plan.

The Warrants became exercisable on the effective date of the Warrant Agreement and entitle the holders

thereof to purchase, at any time after such date and before the fifth anniversary of such date, the

amount of Common Stock provided in the Warrant Agreement on the terms provided therein. Nevertheless,

a holder may not exercise any Warrant if it would cause such holder's beneficial ownership of Common

Stock and any other equity securities of the Issuer on parity (with respect to dividends) with such

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Common Stock (when aggregated with that of any of the holder's affiliates) to require the prior

permission (including the expiration of applicable waiting periods) of any governmental or regulatory

authority applicable to the Issuer, unless such holder and the Issuer have made all filings and

registrations with, and obtained such permission (including the expiration of any such waiting periods)

from, any such governmental and regulatory authorities, as are necessary or advisable. The amount of

Common Stock issuable on the exercise of the Warrants is included in the number of shares reported on

line 11 of each cover page of this Schedule 13D and in Item 5, assuming such amount is not limited as

described in the preceding sentence.

Item 4. Purpose of Transaction

FAV acquired the Old Common Stock and the Common Stock for the Clients for investment. The Common Stock

is a new class of securities and is not an additional beneficial ownership interest in the Old Common

Stock, as evidenced by, among other things, the fact that the Common Stock has a different CUSIP number

from the Old Common Stock. The Common Stock and the Old Common Stock were acquired and held in the

ordinary course of business and were not acquired and are not held for the purpose of or with the intent

to have the effect of changing or influencing the control of the Issuer, and were not acquired and are

not held in connection with or as a participant in any transaction having that purpose or with the

intent of having that effect. None of FAV and any of the other reporting persons covered by this

Schedule 13D currently has any plans or proposals that relate to or would result in any of the actions

described in paragraphs (a) through (j) of the instructions to Item 4 of Schedule 13D, or any present

plans or intentions to acquire or dispose of any securities of the Issuer other than on behalf of the

Clients.

Pursuant to the Plan, the Issuer's board of directors had seven members who were selected by a committee

of representatives from certain creditor groups, including FAV and the Clients (the "Franklin Entities").

Richard L. Kuersteiner, one of the directors that the committee selected, was proposed by the Franklin

Entities. More information about the selection of the directors is attached as an exhibit to the

Issuer's report on Form 8-K filed August 15, 2012, and is incorporated herein by reference as Exhibit E.

Mr. Kuersteiner was an employee of FRI until his retirement on April 30, 2012, and served in various

capacities at FRI from 1990 until then, including Director of Restructuring, Managing Corporate Counsel,

Associate General Counsel, and served as an officer of various Franklin Templeton funds.

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Mr. Kuersteiner is no longer affiliated with FRI or the Franklin Entities and is not a representative of FRI

or the Franklin Entities on the Issuer's board of directors.

The Issuer and FAV entered into a Registration Rights Agreement pursuant to which the Issuer agreed to cause

shares of the Common Stock (including shares of Common Stock issuable on the exercise of the Warrants) to be

registered under Section 5 of the Securities Act of 1933, as amended, in accordance with the terms and

conditions of that Agreement. The Registration Rights Agreement became effective on October 1, 2012, and is

incorporated by reference herein as Exhibit F.

FAV, on behalf of the Clients, may in the future acquire additional shares of Common Stock or other securities

of the Issuer, in the open market, in privately negotiated purchases or otherwise, and may also, depending

upon then current circumstances, dispose of all or part of the Common Stock or the Warrants in one or more

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transactions. Additionally, FAV may on behalf of the Clients, exercise any and all rights as a stockholder of

the Issuer in a manner consistent with such equity interests and reserves the right from time to time to

formulate plans or proposals regarding the Issuer or any of its securities, including without limitation to

carry out any of the actions or transactions described in paragraphs (a) through (j) of the instructions to

Item 4 of Schedule 13D, to the extent deemed advisable by FAV.

Item 5. Interest in Securities of the Issuer

(a-b) The 21,660,910 shares of Common Stock covered by this Schedule 13D (including 1,533,887 shares issuable

on the exercise of the Warrants), representing 21.3% of the outstanding shares of Common Stock, may be deemed

to be beneficially owned by FAV for purposes of Rule 13d-3 under the Act in its capacity as the investment

adviser to the Clients pursuant to investment management contracts that grant investment and/or voting power

to FAV. When an investment management contract (including a sub-advisory agreement) delegates to FAV

investment discretion or voting power over the securities held in the investment advisory accounts that are

subject to that agreement, FRI treats FAV as having sole investment discretion or voting authority, as the case

may be, unless the agreement specifies otherwise. Accordingly, FAV reports on Schedule 13D that it has sole

investment discretion and voting authority over the securities covered by any such investment management

agreement. As a result, for purposes of Rule 13d-3 under the Act, FAV may be deemed to be the beneficial owner

of the securities reported in this Schedule 13D.

Beneficial ownership by FAV and other affiliates of FRI is being reported in conformity with the guidelines

articulated by the SEC staff in Release No. 34 39538 (January 12, 1998) relating to organizations, such as FRI,

where related entities exercise voting and investment powers over the securities being reported independently

from each other. The voting and investment powers held by Franklin Mutual Advisers, LLC ("FMA"), an indirect

wholly owned investment management subsidiary of FRI, are exercised independently from FRI and from all other

investment management subsidiaries of FRI (FRI, its affiliates and the investment management subsidiaries other

than FMA are, collectively, "FRI affiliates"). Furthermore, internal policies and procedures of FMA and FRI

establish informational barriers that prevent the flow between FMA and the FRI affiliates of information that

relates to the voting and investment powers over the securities owned by their respective investment management

clients. Consequently, FMA and the FRI affiliates report the securities over which they hold investment and

voting power separately from each other for purposes of Section 13 of the Act.

Charles B. Johnson and Rupert H. Johnson, Jr. (the "Principal Shareholders") each own in excess of 10% of the

outstanding Common Stock of FRI and are the principal stockholders of FRI. FRI and the Principal Shareholders may

be deemed to be, for purposes of Rule 13d 3 under the Act, the beneficial owners of securities held by persons

and entities for whom or for which FRI's subsidiaries provide investment management services. The number of

shares that may be deemed to be beneficially owned and the percentage of the class of which such shares are a part

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are reported in Items 11 and 13 of the cover pages for FRI and each of the Principal Shareholders. FRI, the

Principal Shareholders and FAV disclaim any pecuniary interest in any of the Common Stock. In addition, the filing

of the Schedule 13D on behalf of the Principal Shareholders, FRI and FAV should not be construed as an admission

that any of them is, and each disclaims that it is, the beneficial owner, as defined in Rule 13d 3, of any of the

Common Stock.

FRI, the Principal Shareholders, and FAV believe that they are not a "group" within the meaning of Rule 13d 5 under

the Act and that they are not otherwise required to attribute to each other the beneficial ownership of the Common

Stock held by any of them or by any persons or entities for whom or for which FAV provides investment management

services.

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The number of shares of Common Stock as to which each reporting person on this Schedule 13D and other

Investment Management Subsidiaries has:

(i)	Sole power to vote or to direct the vote of the Common Stock:	
	Franklin Resources, Inc.:	0
	Charles B. Johnson:	0
	Rupert H. Johnson, Jr.:	0
	Franklin Advisers, Inc.:	21,469,315
(ii)	Shared power to vote or to direct the vote of the Common Stock:	0
(iii)	Sole power to dispose or to direct the disposition of the Common Stock:	
	Franklin Resources, Inc.:	0
	Charles B. Johnson:	0
	Rupert H. Johnson, Jr.:	0
	Franklin Advisers, Inc.:	21,660,910
(iv)	Shared power to dispose or to direct the disposition of the Common Stock:	0

(c) Other than the transactions described in Exhibit G, none of the reporting persons nor, to the best

of their knowledge, any of the persons listed in Exhibit A, have effected any transactions in the

Common Stock during the past sixty days.

(d) No person other than the Clients is known to have the right to receive or the power to direct the

receipt of dividends from, or the proceeds from the sale of, the Common Stock, except Franklin Income

Fund, a series of Franklin Custodian Funds, an investment company registered under the Investment

Company Act of 1940, has an interest in 18,343,273 shares of Common Stock (including 1,143,273 shares

issuable on the exercise of the Warrants), or 18.0% of the class.

(e) Not applicable

Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the

Issuer

Other than as disclosed above, no person named in Item 2, nor to the best of any such person's

knowledge, no person listed in Exhibit A, has any contract, arrangement, understanding or relationship

(legal or otherwise) with any person with respect to a