

DYNEGY INC.  
Form 8-K  
May 23, 2016

# SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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## FORM 8-K

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### CURRENT REPORT

### PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

Date of Report (Date of earliest event reported)

**May 23, 2016 (May 20, 2016)**

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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)

**001-33443**  
(Commission File Number)

**20-5653152**  
(I.R.S. Employer Identification No.)

**601 Travis, Suite 1400, Houston, Texas**  
(Address of principal executive offices)

**77002**  
(Zip Code)

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(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 5.07 Submission of Matters to a Vote of Security Holders.**

On May 20, 2016, Dynegy Inc. ( Dynegy ) held its 2016 Annual Meeting of Stockholders. A total of 104,664,741 shares of Dynegy s common stock were present or represented by proxy at the meeting. During the meeting four proposals were voted upon. The votes were as follows:

*Proposal 1 Election of seven directors to serve until the 2017 Annual Meeting of Stockholders, or until successors have been elected or appointed.*

<b>DIRECTOR</b>	<b>VOTES FOR</b>	<b>VOTES WITHHELD</b>	<b>BROKER NON-VOTES</b>
Hilary E. Ackermann	94,174,603	178,741	10,311,397
Paul M. Barbas	93,755,574	597,770	10,311,397
Robert C. Flexon	94,155,702	197,642	10,311,397
Richard Lee Kuersteiner	93,921,831	431,513	10,311,397
Jeffrey S. Stein	93,950,645	402,699	10,311,397
John R. Sult	94,172,239	181,105	10,311,397
Pat Wood III	93,429,216	924,128	10,311,397

*Proposal 2 Approval, on an advisory basis, of the compensation of Dynegy s named executive officers described in Dynegy s 2016 Proxy Statement.*

<b>VOTES FOR</b>	<b>VOTES AGAINST</b>	<b>ABSTENTIONS</b>	<b>BROKER NON-VOTES</b>
70,689,438	23,584,377	79,529	10,311,397

*Proposal 3 Approval of amendments to Dynegy s 2012 Long Term Incentive Plan.*

<b>VOTES FOR</b>	<b>VOTES AGAINST</b>	<b>ABSTENTIONS</b>	<b>BROKER NON-VOTES</b>
85,137,966	9,137,956	77,422	10,311,397

*Proposal 4 Ratification of the appointment of Ernst and Young LLP as Dynegy s independent registered public accountants for the fiscal year ending December 31, 2016.*

<b>VOTES FOR</b>	<b>VOTES AGAINST</b>	<b>ABSTENTIONS</b>
104,358,987	250,253	55,501

**SIGNATURE**

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: May 23, 2016

By: /s/ Catherine C. James  
Name: Catherine C. James  
Title: Executive Vice President, General Counsel and  
Chief Compliance Officer