

DYNEGY INC /IL/
Form 8-K
August 12, 2003

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)

August 11, 2003

DYNEGY HOLDINGS INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or Other Jurisdiction

of Incorporation)

0-29311
(Commission File Number)

94-3248415
(I.R.S. Employer

Identification No.)

1000 Louisiana, Suite 5800

Houston, Texas 77002

(Address of principal executive offices including Zip Code)

(713) 507-6400

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(Registrant's telephone number, including area code)

N.A.

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

Item 5. Other Events

Dynegy Inc., the wholly owning parent of Dynegy Holdings Inc. (Dynegy Holdings), released a press release today announcing the closing of Dynegy Holdings \$1.450 billion offering of second priority senior secured notes and its \$175 million offering of convertible subordinated debentures. Dynegy Inc. also closed the exchange of the \$1.5 billion Series B Preferred Stock previously held by a subsidiary of ChevronTexaco Corp.

A copy of the Press Release is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

Item 7. Financial Statements, Pro Forma Financial Information and Exhibits.

(a) Financial Statements: Not applicable

(b) Pro Forma Financial Information: Not applicable

(c) Exhibits:

Exhibit No.	Document
99.1	Press release dated August 11, 2003

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 HOLDINGS INC.

(Registrant)

Dated: August 11, 2003

By:

/s/ J. KEVIN BLODGETT

Title:

Corporate Secretary

EXHIBIT INDEX

Exhibit Number	Document
99.1	Press release dated August 11, 2003