

DYNEGY INC.

Form 3

February 17, 2017

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB
Number: 3235-0104Expires: January 31,
2005Estimated average
burden hours per
response... 0.5**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF
SECURITIES**Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting
Person *Â ENERGY CAPITAL
PARTNERS III, LLC

(Last) (First) (Middle)

51 JOHN F. KENNEDY
PARKWAY,Â SUITE 200

(Street)

SHORT HILLS,Â NJÂ 07078

(City) (State) (Zip)

2. Date of Event Requiring
Statement(Month/Day/Year)
02/07/20173. Issuer Name **and** Ticker or Trading Symbol
DYNEGY INC. [DYN]4. Relationship of Reporting
Person(s) to Issuer

(Check all applicable)

☐ Director ☒ 10% Owner
☐ Officer ☐ Other
(give title below) (specify below)5. If Amendment, Date Original
Filed(Month/Day/Year)6. Individual or Joint/Group
Filing(Check Applicable Line)
☐ Form filed by One Reporting
Person
☒ Form filed by More than One
Reporting Person**Table I - Non-Derivative Securities Beneficially Owned**1. Title of Security
(Instr. 4)2. Amount of Securities
Beneficially Owned
(Instr. 4)3. Ownership
Form:
Direct (D)
or Indirect
(I)
(Instr. 5)4. Nature of Indirect Beneficial
Ownership
(Instr. 5)

Common Stock

19,541,152

I

See footnotes (1) (2)Reminder: Report on a separate line for each class of securities beneficially
owned directly or indirectly.

SEC 1473 (7-02)

**Persons who respond to the collection of
information contained in this form are not
required to respond unless the form displays a
currently valid OMB control number.****Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**1. Title of Derivative Security
(Instr. 4)2. Date Exercisable and
Expiration Date
(Month/Day/Year)3. Title and Amount of
Securities Underlying
Derivative Security
(Instr. 4)4. Conversion
or Exercise
Price of
Derivative5. Ownership
Form of
Derivative
Security:6. Nature of Indirect
Beneficial Ownership
(Instr. 5)

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Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ENERGY CAPITAL PARTNERS III, LLC 51 JOHN F. KENNEDY PARKWAY SUITE 200 SHORT HILLS, NJ 07078	^	^ X	^	^
Energy Capital Partners GP III, LP 51 JOHN F. KENNEDY PARKWAY SUITE 200 SHORT HILLS, NJ 07078	^	^ X	^	^
ENERGY CAPITAL PARTNERS III, LP 51 JOHN F. KENNEDY PARKWAY SUITE 200 SHORT HILLS, NJ 07078	^	^ X	^	^
ENERGY CAPITAL PARTNERS III-C, LP 51 JOHN F. KENNEDY PARKWAY SUITE 200 SHORT HILLS, NJ 07078	^	^ X	^	^
Energy Capital Partners III-B (Terawatt IP), LP 51 JOHN F. KENNEDY PARKWAY SUITE 200 SHORT HILLS, NJ 07078	^	^ X	^	^
ENERGY CAPITAL PARTNERS III-A, LP 51 JOHN F. KENNEDY PARKWAY SUITE 200 SHORT HILLS, NJ 07078	^	^ X	^	^
Terawatt Holdings GP, LLC 51 JOHN F. KENNEDY PARKWAY SUITE 200 SHORT HILLS, NJ 07078	^	^ X	^	^
Terawatt Holdings, LP 51 JOHN F. KENNEDY PARKWAY SUITE 200 SHORT HILLS, NJ 07078	^	^ X	^	^

Signatures

Energy Capital Partners III, LLC, By: /s/ Christopher M. Leininger, Managing Director and Deputy General Counsel

02/17/2017

**Signature of Reporting Person

Date

Energy Capital Partners GP III, LP, By: Energy Capital Partners III, LLC, its general partner, By: /s/ Christopher M. Leininger, Managing Director and Deputy General Counsel

02/17/2017

**Signature of Reporting Person

Date

Energy Capital Partners III, LP, By: Energy Capital Partners GP III, LP, its general partner, By: Energy Capital Partners III, LLC, its general partner, By: /s/ Christopher M. Leininger, Managing Director and Deputy General Counsel

02/17/2017

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__Signature of Reporting Person

Date

Energy Capital Partners III-C, LP, By: Energy Capital Partners GP III, LP, its general partner,
By: Energy Capital Partners III, LLC, its general partner, By: /s/ Christopher M. Leininger,
Managing Director and Deputy General Counsel

02/17/2017

__Signature of Reporting Person

Date

Energy Capital Partners III-B (Terawatt IP), LP, By: Energy Capital Partners GP III, LP, its
general partner, By: Energy Capital Partners III, LLC, its general partner, By: /s/ Christopher
M. Leininger, Managing Director and Deputy General Counsel

02/17/2017

__Signature of Reporting Person

Date

Energy Capital Partners III-A, LP, By: Energy Capital Partners GP III, LP, its general partner,
By: Energy Capital Partners III, LLC, its general partner, By: /s/ Christopher M. Leininger,
Managing Director and Deputy General Counsel

02/17/2017

__Signature of Reporting Person

Date

Terawatt Holdings GP, LLC, By: /s/ Tyler Reeder, President

02/17/2017

__Signature of Reporting Person

Date

Terawatt Holdings, LP, By: Terawatt Holdings GP, LLC, its general partner, By: /s/ Tyler
Reeder, President

02/17/2017

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Terawatt Holdings, LP is the record holder of the securities reported herein. Energy Capital Partners III, LLC ("ECP GP") is the general partner of Energy Capital Partners GP III, LP ("ECP Fund GP"), which is the general partner of each of Energy Capital Partners III, LP,

- (1) Energy Capital Partners III-A, Energy Capital Partners III-B (Terawatt IP), LP and Energy Capital Partners III-C, LP (collectively, the "ECP Funds"), which are the sole members of Terawatt Holdings GP, LLC ("Terawatt GP"), which is the general partner of Terawatt Holdings, LP.

Douglas Kimmelman, Thomas Lane, Andrew Singer, Peter Labbat and Tyler Reeder are the managing members of, and Rahman D'Argenio is a partner of, ECP GP and share the power to vote and dispose of the securities beneficially owned by ECP GP. As such,

- (2) each of Terawatt GP, the ECP Funds, ECP Fund GP, ECP GP and Messrs. Kimmelman, Lane, Singer, Labbat, Reeder and D'Argenio may be deemed to have or share beneficial ownership of the Common Stock held directly by Terawatt Holdings. Each such entity or individual disclaims any such beneficial ownership except to the extent of their pecuniary interest therein.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.

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