

DYNEGY INC.  
Form DEFA14A  
March 31, 2008

## **SCHEDULE 14A**

### **PROXY STATEMENT PURSUANT TO SECTION 14(a) OF THE SECURITIES EXCHANGE ACT OF 1934**

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement

**Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material Pursuant to Rule 14a-12

**Dynegy Inc.**

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

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Payment of Filing Fee (Check the appropriate box):

No fee required.

Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

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(2) Aggregate number of securities to which transaction applies:

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(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

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(4) Proposed maximum aggregate value of transaction:

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(5) Total fee paid:

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Fee paid previously with preliminary materials.

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

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(2) Form, Schedule or Registration Statement No.:

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(3) Filing Party:

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(4) Date Filed:

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**Important Notice Regarding the Availability of Proxy Materials for the Stockholder Meeting to be held on 5/14/08.**

*This communication presents only an overview of the more complete proxy materials that are available to you on the Internet. We encourage you to access and review all of the important information contained in the proxy materials before voting.*

The following materials are available for view:

**Notice and Proxy Statement and Annual Report**

To view this material, have the 12-digit Control #(s) available and visit: [www.proxyvote.com](http://www.proxyvote.com)

**If you want to receive a paper or e-mail copy of the above listed documents you must request one. There is no charge to you for requesting a copy.**

**To facilitate timely delivery please make the request as instructed below on or before 4/24/08.**

To request material: **Internet:** [www.proxyvote.com](http://www.proxyvote.com) **Telephone:** 1-800-579-1639 **\*\*Email:** sendmaterial@proxyvote.com

**\*\*If requesting material by e-mail please send a blank e-mail with the 12-digit Control# (located on the following page) in the subject line. Requests, instructions and other inquiries will NOT be forwarded to your investment advisor.**

**DYNEGY INC.**

*DYNEGY INC.*

*1000 LOUISIANA*

*SUITE 5800*

*HOUSTON, TX*

*77002*

**Vote In Person**

Many stockholder meetings have attendance requirements including, but not limited to, the possession of an attendance ticket issued by the entity holding the meeting. Please check the meeting materials for any special requirements for meeting attendance. At the Meeting you will need to request a ballot to vote these shares.

**Vote By Internet**

To vote *now* by Internet, go to **[WWW.PROXYVOTE.COM](http://WWW.PROXYVOTE.COM)**. Use the Internet to transmit your voting instructions and for electronic delivery of information up until 11:59 P.M. Eastern Time the day before the cut-off date or meeting date. Have your notice in hand when you access the web site and follow the instructions.

**Meeting Location**

The Annual Meeting for holders as of 3/17/08

is to be held on 5/14/08 at 10:00 A.M. CDT

at: The Westin Galleria Houston  
5060 West Alabama  
24<sup>th</sup> Floor  
Houston, TX 77056

**FOR DIRECTIONS CALL:  
713-507-6400**

**Voting items**

**THE BOARD OF DIRECTORS RECOMMENDS A**

**VOTE FOR PROPOSALS 1 AND 2.**

1. Election of Directors

**Nominees-Class A Common Stock:**

- 01) David W. Biegler
- 02) Thomas D. Clark, Jr.
- 03) Victor E. Grijalva
- 04) Patricia A. Hammick
- 05) George L. Mazanec
- 06) Howard B. Sheppard
- 07) William L. Trubeck
- 08) Bruce A. Williamson

2. Proposal to ratify the appointment of Ernst & Young LLP as independent registered public accountants for Dynegy Inc.

3. In their discretion, upon such other matters that may properly come before the meeting or any adjournment or adjournments thereof.