DYNEGY INC.
Form 424B5
June 17, 2016

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Filed Pursuant to Rule 424(b)(5)
Registration No. 333-199179

CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to be Registered	Amount to be Registered	Maximum Offering Price Per Unit	Maximum Aggregate Offering Price	Amount of Registration Fee
Tangible Equity Units(1)	4,600,000(2)	$100.00	$460,000,000	$46,322(3)

(1) Each tangible equity unit is comprised of a prepaid stock purchase contract and a senior amortizing note due 2019 issued by Dynegy Inc., with each senior amortizing note having an initial principal amount of $18.94911 and a final installment payment of July 1, 2019.

(2) Assumes that the underwriters exercise in full their over-allotment option to purchase 600,000 tangible equity units.

(3) Calculated in accordance with Rule 457(r) of the Securities Act of 1933, as amended.

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PROSPECTUS SUPPLEMENT
(To Prospectus dated October 6, 2014)

4,000,000 UNITS

7.00% TANGIBLE EQUITY UNITS

This is an offering of 4,000,000 tangible equity units, or Units, of Dynegy Inc. Each Unit has a stated amount of $100.00.

Each Unit is comprised of a prepaid stock purchase contract and a senior amortizing note due 2019 issued by Dynegy Inc. Each amortizing note has an initial principal amount of $18.94911 and a final installment payment date of July 1, 2019.

Unless previously settled early at your or our election or redeemed by us, for each purchase contract we will deliver to you on the third business day immediately following the last trading day of the observation period a number of shares of our common stock determined as described herein (a "mandatory settlement"). The "observation period" will be the 20 consecutive trading day period beginning on, and including, the 22nd scheduled trading day immediately preceding July 1, 2019 (the "mandatory settlement date"). The number of shares of our common stock issuable upon mandatory settlement of each purchase contract (the "settlement amount") will be equal to the sum of the "daily settlement amounts" (as defined below) for each of the 20 consecutive trading days during the relevant observation period. The "daily settlement amount" for each purchase contract and for each of the 20 consecutive trading days during the observation period will consist of:

- if the daily volume-weighted average price ("VWAP") is equal to or greater than $19.92 per share, subject to adjustment, a number of shares of our common stock equal to (i) 5.0201 shares of common stock, subject to adjustment, divided by (ii) 20;

- if the daily VWAP is less than $19.92 per share, subject to adjustment, but greater than $16.13 per share, subject to adjustment, a number of shares of our common stock equal to (i) $100.00 divided by the daily VWAP, divided by (ii) 20; and

- if the daily VWAP of our common stock is less than or equal to $16.13 per share, subject to adjustment, a number of shares of our common stock equal to (i) 6.1996 shares of common stock, subject to adjustment, divided by (ii) 20.

At any time prior to the third business day immediately preceding July 1, 2019, you may settle your purchase contract early, and we will deliver 5.0201 shares of our common stock, subject to adjustment. In addition, if a fundamental change (as defined herein) occurs and you elect to settle your purchase contracts early in connection with such fundamental change, you will receive a number of shares of our common stock based on the fundamental change early settlement rate, as described herein. In addition, we may elect to settle all outstanding purchase contracts prior to July 1, 2019 at the early mandatory settlement rate (as defined herein), upon a date fixed by us upon not less than 20 business days' notice. If the Acquisition Agreement (as defined herein) has been terminated on or prior to June 1, 2017, we may elect to settle all, but not less than all, outstanding purchase contracts at the acquisition redemption rate (as defined herein), by delivering notice during the five business day period immediately following the date of such termination. Except in the limited circumstances described herein, the purchase contract holders will not receive any cash distributions under the purchase contracts.

The amortizing notes will pay you equal quarterly installments of $1.7500 per amortizing note on each January 1, April 1, July 1 and October 1, commencing on October 1, 2016 (or, in the case of the installment payment due on October 1, 2016, $1.94444 per amortizing note), which in the aggregate will be equivalent to a 7.00% cash payment per year with respect to each $100.00 stated amount of Units. The amortizing notes will be our senior unsecured obligations and will rank equally with all of our other unsecured, unsubordinated senior indebtedness. If a fundamental change occurs, or if we elect to settle the purchase contracts early or to redeem the purchase contracts in connection with an acquisition termination redemption, you will have the right to require us to repurchase your amortizing notes.

Each Unit may be separated into its constituent purchase contract and amortizing note after the initial issuance date of the Units, and the separate components may be combined to create a Unit after the initial issuance date, but before the third business day immediately preceding the mandatory settlement date, any early mandatory settlement date or acquisition redemption settlement date.

We intend to apply for a listing of the Units on The New York Stock Exchange ("NYSE"), under the symbol "DYNC" and, if approved for listing, we expect that the Units will begin trading on the NYSE within 30 days after the issuance of the Units. However, initially, we will not apply to list the separate purchase contracts or the separate amortizing notes on any securities exchange or automated inter-dealer quotation system, but we may apply to list such separate purchase contracts and separate amortizing notes in the future as described herein. Prior to this offering there has been no public market for the Units. Our common stock is listed on the NYSE under the symbol "DYN." The closing price for our common stock on the NYSE on June 15, 2016 was $16.13 per share.

The underwriters have the option to purchase, within 13 days beginning on, and including, the date of initial issuance of the Units, up to an additional 600,000 Units from us at the same price as sold to the public less the underwriting discounts and commissions, solely to cover over-allotments.

Investing in the Units involves risk. Before buying any Units, you should consider the risks that we have described in "Risk Factors" beginning on page S-26 of this prospectus supplement, as well as those described in our other filings under the Securities Exchange Act of 1934, as amended (the "Exchange Act").

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or determined if this prospectus supplement or accompanying prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

	Price to Public	Underwriting Discounts and Commissions	Proceeds to Dynegy Inc., Before Expenses
Per Unit	$100.00	$3.00	$97.00
Total	$400,000,000	$12,000,000	$388,000,000

The underwriters expect to deliver the Units to purchasers on or about June 21, 2016 through the book-entry facilities of The Depository Trust Company.

Joint Book-Running Managers

MORGAN STANLEY **RBC CAPITAL MARKETS**

DEUTSCHE BANK SECURITIES **GOLDMAN, SACHS & CO.** **MUFG**

BNP PARIBAS **CREDIT AGRICOLE CIB** **SUNTRUST ROBINSON HUMPHREY**

June 15, 2016.

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GLOSSARY OF TERMS AND ABBREVIATIONS

Unless the context indicates otherwise, throughout this prospectus supplement, the terms "Dynegy," "the Company," "we," "us," "our" and "ours" refer to Dynegy Inc. and its direct and indirect subsidiaries. As used in this prospectus supplement, the terms contained herein have the meanings set forth below.

AER Acquisition refers to the transaction completed on December 2, 2013, pursuant to the agreement between Ameren and IPH, LLC, an indirect wholly-owned subsidiary of Dynegy ("IPH"), pursuant to which we acquired AER and its subsidiaries, Ameren Energy Generating Company ("Genco"), Ameren Energy Fuels and Services Company, New AERG, LLC (successor to Ameren Energy Resources Generating Company) and Ameren Energy Marketing Company from Ameren.

Combined Company refers to Dynegy and its subsidiaries after completion of the Acquisition (as defined herein).

Credit Agreement means the Credit Agreement dated as of April 23, 2013, among Dynegy, various lenders party thereto and Credit Suisse AG, Cayman Islands Branch, as administrative agent, as amended, restated, modified, renewed, refunded, replaced or refinanced in whole or in part from time to time.

Debt Financing refers to our borrowings under our incremental term loan facility and revolving credit facility to finance a portion of the purchase price for the Acquisition.

Duke Midwest Acquisition refers to the acquisition, completed on April 2, 2015, of membership interests in certain Midwest assets from certain subsidiaries of Duke Energy Corporation.

ECP refers to Energy Capital Partners III, LLC.

ECP Acquisition refers to the acquisition, completed on April 1, 2015, of 100% of the equity interests in Equipower Resources Corp. and Brayton Point Holdings, LLC.

ECP Stock Purchase refers to the purchase by ECP of $150.0 million of our common stock concurrently with the closing of the Acquisition as set forth in the Stock Purchase Agreement, dated as of February 24, 2016, between Dynegy and Terawatt Holdings, L.P., a Delaware limited partnership affiliated with ECP.

ENGIE refers to ENGIE S.A.

Financing Transactions refers to this offering, the Debt Financing and the ECP Stock Purchase.

Genco refers to Illinois Power Generating Company.

GSENA refers to GDF SUEZ Energy North America, Inc.

GSENA Thermal Assets refers to the carved-out assets of GSENA that we will acquire pursuant to the Acquisition.

Homefield Energy refers to IPM's retail business which was acquired in the AER Acquisition.

Transactions refers collectively to (i) this offering, (ii) the Acquisition and (iii) payment of the acquisition consideration with the proceeds of the Financing Transactions and cash-on-hand.

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Further, as used in this prospectus supplement, the abbreviations contained herein have the meanings set forth below.

AER	New Ameren Energy Resources, LLC
CAISO	The California Independent System Operator
CCGT	Combined-Cycle Gas Turbine
EEI	Electric Energy, Inc.
ERCOT	Electric Reliability Council of Texas
FERC	Federal Energy Regulatory Commission
HSR	Hart-Scott Rodino Act of 1976
IPM	Illinois Power Marketing Company (formerly known as Ameren Energy Marketing Company)
ISO	Independent System Operator
ISO-NE	Independent System Operator New England
LMP	Locational Marginal Pricing
MISO	Midcontinent Independent System Operator, Inc.
MW	Megawatts
NYISO	New York Independent System Operator
PJM	PJM Interconnection, LLC
PRIDE	Producing Results through Innovation by Dynegy Employees
PUCT	Public Utility Commission of Texas
RTO	Regional Transmission Organization
SEC	U.S. Securities and Exchange Commission
SO_2	Sulfur Dioxide

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ABOUT THIS PROSPECTUS SUPPLEMENT

This prospectus supplement and the accompanying prospectus are part of a registration statement that we filed with the SEC using a shelf registration process.

This document is in two parts. The first part is this prospectus supplement, which describes the specific terms of this offering and certain other matters relating to Dynegy, the GSENA Thermal Assets and the Combined Company, and also adds to and updates information contained in the accompanying prospectus and the documents incorporated by reference into this prospectus supplement and the accompanying prospectus. The second part, the accompanying prospectus, gives more general information, some of which does not apply to this offering.

Both this prospectus supplement and the accompanying prospectus include or incorporate by reference important information about us, the Units and other information you should know before investing. You should read both this prospectus supplement and the accompanying prospectus, as well as additional information incorporated herein and therein, as set forth under "Incorporation by Reference," before investing in the Units.

Neither we nor the underwriters have authorized anyone to provide you with any information other than that contained or incorporated by reference in this prospectus supplement and the accompanying prospectus. We and the underwriters take no responsibility for, and can provide no assurance as to the reliability of, any other information that others may give you. Neither we nor the underwriters are making an offer to sell these securities in any jurisdiction where the offer or sale is not permitted. You should assume that the information contained in this prospectus supplement and the accompanying prospectus and the documents incorporated by reference is accurate only as of their respective dates. Our and the GSENA Thermal Assets' business, financial condition, results of operations and prospects may have changed since those dates.

Unless we specifically state otherwise, the information in this prospectus supplement and the accompanying prospectus, including the documents incorporated by reference herein and therein, assumes the underwriters for this offering of Units do not exercise their over-allotment option to purchase additional Units. In addition, unless we specifically state otherwise, the information in this prospectus supplement and the accompanying prospectus, including the documents incorporated by reference herein and therein, does not give effect to the Transactions.

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NON-GAAP FINANCIAL MEASURES

In analyzing and planning for our business, we supplement our use of the Generally Accepted Accounting Principles of the United States of America ("GAAP") financial measures with non-GAAP financial measures, including earnings before interest, taxes, depreciation and amortization ("EBITDA") and Adjusted EBITDA. These non-GAAP financial measures reflect an additional way of viewing aspects of our business that, when viewed with our GAAP results and the accompanying reconciliations to corresponding GAAP financial measures included in the tables herein, may provide a more complete understanding of factors and trends affecting our business. These non-GAAP financial measures should not be relied upon to the exclusion of GAAP financial measures and are by definition an incomplete understanding of Dynegy and must be considered in conjunction with GAAP measures.

We believe that the historical non-GAAP measures disclosed in our filings are only useful as an additional tool to help management and investors make informed decisions about our financial and operating performance. By definition, non-GAAP measures do not give a full understanding of Dynegy; therefore, to be truly valuable, they must be used in conjunction with the comparable GAAP measures. In addition, non-GAAP financial measures are not standardized; therefore, it may not be possible to compare these financial measures with other companies' non-GAAP financial measures having the same or similar names. We strongly encourage investors to review our consolidated financial statements and publicly filed reports in their entirety and not rely on any single financial measure.

We define EBITDA as earnings (loss) before interest expense, income tax expense (benefit), and depreciation and amortization expense. We define Adjusted EBITDA as EBITDA adjusted to exclude (i) gains or losses on the sale of certain assets, (ii) the impacts of mark-to-market changes on derivatives related to our generation portfolio, as well as interest rate swaps and warrants, (iii) the impact of impairment charges and certain other costs such as those associated with acquisitions, and (iv) other material items. Beginning in 2016, Adjusted EBITDA also excludes non-cash compensation expense. Non-cash compensation expense of $19, $21, $28 and $6 million was not excluded during the years ended December 31, 2013, 2014 and 2015 and the three months ended March 31, 2015, respectively.

For more information, see "Prospectus Supplement Summary Summary Historical Consolidated Financial Information of Dynegy," and "Management's Discussion and Analysis of Financial Condition and Results of Operations Results of Operations" and our audited consolidated financial statements, including the notes thereto, which are incorporated by reference into this prospectus supplement.

INDUSTRY AND MARKET DATA

We have obtained industry and market share data from third party studies and industry publications. These studies and publications generally state that they have obtained information from sources believed to be reliable, but do not guarantee the accuracy or completeness of such information. In addition, in many cases, we have made statements in this prospectus supplement and in the documents incorporated by reference into this prospectus supplement regarding our industry and our position in the industry based upon estimates made from our experience in the industry and our own investigation of market conditions. We believe these estimates to be accurate as of the date of this prospectus supplement or the date of the document incorporated by reference, as applicable. However, this information may prove to be inaccurate because of the method by which we obtained some of the data for our estimates or because this information cannot always be verified with complete certainty due to the limits on the availability and reliability of raw data, the voluntary nature of the data gathering process and other limitations and uncertainties. As a result, you should be aware that the industry and market data included in this prospectus supplement and in the documents incorporated by reference into this prospectus supplement, and estimates and beliefs based on that data, may not be reliable.

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SUMMARY

This summary does not contain all the information that you should consider before investing in the Units. You should read this entire prospectus supplement and the accompanying prospectus, including the documents incorporated by reference herein and therein, before making an investment decision.

Our Company

Our primary business is the production and sale of electric energy, capacity and ancillary services from our fleet of 34 power plants in eight states totaling approximately 26,000 MW of generating capacity. We operate a portfolio of generation assets that is diversified in terms of dispatch profile, fuel type and geography. Our Coal and IPH segments are fleets of baseload coal facilities, located in the Midwest and Massachusetts. Our Gas segment operates both intermediate and peaking natural gas plants, located in the Midwest, Northeast and California. The inherent cycling and dispatch characteristics of our combined cycle units allow us to take advantage of the volatility in market pricing in the day-ahead and hourly markets. This flexibility allows us to optimize our assets and provide incremental value to the system by making available dispatchable, fast response energy and ancillary services to key load zones. While our peaking facilities are generally dispatched to serve load only during the highest periods of power demand, such as hot summer and cold winter days, all peaking facilities in PJM, ISO-NE, CAISO, and MISO generate capacity revenues through structured markets or bilateral tolling agreements, as local utilities and ISOs seek to ensure sufficient generation capacity is available to meet future market demands.

We sell electric energy, capacity and ancillary services primarily on a wholesale basis from our power generation facilities. We also serve residential, municipal, commercial and industrial customers primarily in MISO and PJM through our Homefield Energy and Dynegy Energy Services retail businesses, through which we provide retail electricity to approximately 1,034,000 residential customers and approximately 38,000 commercial, industrial and municipal customers in Illinois, Ohio and Pennsylvania. Wholesale electricity customers will primarily contract for rights to capacity from generating units for reliability reasons and to meet regulatory requirements. Ancillary services support operation of the transmission grid, follow real-time changes in load and provide emergency reserves for major changes to the balance of generation and load. Retail electricity customers purchase energy and these related services in the deregulated retail energy market. We sell these products individually or in combination to our customers for various lengths of time from hourly to multi-year transactions.

We do business with a wide range of customers, including RTOs and ISOs, integrated utilities, municipalities, electric cooperatives, transmission and distribution utilities, power marketers, financial participants such as banks and hedge funds and residential, commercial and industrial end-users. Some of our customers, such as municipalities or integrated utilities, purchase our products for resale in order to serve their retail, commercial and industrial customers. Other customers, such as some power marketers, may buy from us to serve their own wholesale or retail customers or as a hedge against power sales they have made.

IPH and its direct and indirect subsidiaries are organized into ring-fenced groups in order to maintain corporate separateness from Dynegy and our other legal entities. Certain of the entities in the IPH segment, including Genco, have an independent director whose consent is required for certain corporate actions, including transactions with affiliates. Further, entities within the IPH segment present themselves to the public as separate entities. They maintain separate books, records and bank accounts and separately appoint officers. Furthermore, they pay liabilities from their own funds, conduct business in their own names and have restrictions on pledging their assets for the benefit of certain other persons.

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Acquisition of GSENA Thermal Assets

On February 24, 2016, Atlas Power Finance, LLC, a newly formed Delaware limited liability company (the "Purchaser"), which is a wholly owned subsidiary of Atlas Power, LLC (the "Atlas JV"), 65% indirectly owned by Dynegy and 35% owned by an affiliated investment fund of ECP, entered into an acquisition agreement (the "Acquisition Agreement") with GSENA and International Power, S.A. (the "Seller"), an indirect subsidiary of ENGIE, pursuant to which the Purchaser will, subject to the terms and conditions in the Acquisition Agreement, purchase GSENA from the Seller for a purchase price of $3.3 billion, subject to certain adjustments (the "Acquisition"). Pursuant to the Acquisition Agreement, prior to the consummation of the Acquisition, ENGIE will cause GSENA to transfer certain assets to other subsidiaries of ENGIE so that, at the closing of the Acquisition, GSENA's assets will consist solely of the GSENA Thermal Assets. In addition, we entered into an interim sponsors agreement (the "Interim Sponsors Agreement") with the Atlas JV and ECP, pursuant to which the parties agreed, among other things, upon certain terms and conditions that would govern certain aspects of their relationship with respect to the Acquisition, and provided Dynegy a call right to purchase ECP's interests in the Atlas JV at any time for 2.25 times ECP's net investment in the joint venture.

On June 14, 2016, we entered into an amended and restated interim sponsors agreement (the "A&R Interim Sponsors Agreement"), with the Atlas JV, ECP and Terawatt Holdings, LP, an affiliate of ECP, which amends and restates the Interim Sponsors Agreement in its entirety. Among other things, the A&R Interim Sponsors Agreement provides that if this offering and the Debt Financing are consummated on or prior to July 1, 2016, ECP shall transfer all of the ownership interests they hold in the Atlas JV to a wholly owned subsidiary of Dynegy. Consequently, upon closing of the Acquisition, we will own 100% of the GSENA Thermal Assets. In addition, if this offering and the Debt Financing are consummated on or prior to July 1, 2016, and the Acquisition subsequently closes (or the Acquisition Agreement is terminated under certain circumstances), Dynegy shall pay ECP an aggregate amount in cash equal to (1) $375.0 million on the later of December 31, 2016 or the date that is three months after the closing of the Acquisition (or the termination of the Acquisition Agreement under certain circumstances) (such date, the "First Payment Date"), (2) $400.0 million if payment is made after the First Payment Date but on or prior to the date that is three months after the First Payment Date (the "Second Payment Date"), (3) $425.0 million if payment is made after the Second Payment Date but on or prior to the date that is six months after the First Payment Date (the "Third Payment Date"), (4) $450.0 million if payment is made after the Third Payment Date but on or before the date that is nine months after the First Payment Date (the "Fourth Payment Date") and (5) if payment is not made in full on or prior to the Fourth Payment Date, $468.5 million on or prior to the date that is twelve months from the First Payment Date (the "Final Payment Date" and each of the First Payment Date, Second Payment Date, Third Payment Date, Fourth Payment Date and Final Payment Date being a "Payment Date"). We may make partial payments of the purchase price for ECP's interests. If we make a partial payment at any time, we will pay a proportionate amount of the increase in price between the Payment Dates based on the unpaid amounts. The purchase price for ECP's interests is intended to approximate the amount that Dynegy would owe ECP upon exercise of Dynegy's call right under the Amended and Restated Limited Liability Company Agreement of the Atlas JV, which will be entered into by a wholly owned subsidiary of Dynegy and ECP if this offering and the Debt Financing are not consummated on or prior to July 1, 2016. In addition, if this offering and the Debt Financing are consummated on or prior to July 1, 2016, Dynegy, Atlas JV, Purchaser, ECP and its affiliated investment funds, Seller and GSENA have agreed to amend and restate the Acquisition Agreement and certain related agreements, to reflect this offering, the Debt Financing and the transactions contemplated by the A&R Interim Sponsors Agreement. If this offering and the Debt Financing are not consummated on or prior to July 1, 2016, the Acquisition Agreement and the joint venture transactions contemplated by the Interim Sponsors Agreement will remain in effect.

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We intend to finance the payments to ECP through free cash flow generation, asset sale proceeds, non-recourse project level financing, capacity revenue monetization or capital markets financing. The total cost resulting from the purchase of ECP's interests will be approximately $400 per Kw prior to accounting for synergies. After acquiring ECP's interests, we expect approximately $40.0 million of annual cash interest savings, which should in turn lower financing costs, and at least $90.0 million of synergies.

We expect the structure described herein will result in a meaningful increase in free cash flow accretion to us compared to the joint venture structure with ECP. If we pursued the Acquisition through the joint venture structure, we would have been entitled to only 65% of the cash available for distribution from the Atlas JV after debt service and other requirements.

We currently expect the closing of the Acquisition to occur during the fourth quarter of 2016. Pursuant to the Acquisition Agreement, the deadline for the closing of the Acquisition is February 24, 2017. Closing of the Acquisition is subject to certain conditions, including the receipt of regulatory approvals.

We intend to use the net proceeds from this offering, together with the Debt Financing, the ECP Stock Purchase and cash-on-hand to finance the Acquisition and to pay related fees and expenses. We intend to commence the syndication of an incremental $2.0 billion term loan B facility and plan to increase our available capacity under our current revolving credit facility by up to $75.0 million. The sources and uses of funds in connection with the Acquisition are as follows:

Source of Funds		**Use of Funds**	
	(dollars in millions)		
Debt Financing:			
Revolving credit facility	$ 450.0	Acquisition consideration	$ 3,300.0
Incremental term loan facility	2,000.0	Adjustment(1)	(79.6)
ECP Stock Purchase	150.0	Fees and expenses	119.6
Units offered hereby	400.0		
Cash-on-hand	340.0		
Total sources of funds	$ 3,340.0	**Total uses of funds**	$ 3,340.0

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(1) Pursuant to the Acquisition Agreement, the acquisition consideration will be adjusted based on a schedule of the parties' estimates of GSENA's cumulative cash flow (as calculated) from and including the month in which the Acquisition is consummated (with the cash flow for such month prorated based on the number of days remaining in such month) to December 31, 2016. If the Acquisition is consummated after December 31, 2016, the adjustment will be $0. The chart below sets forth the parties' estimates of GSENA's monthly cash flow for the months indicated. For the purposes of the sources and uses above, we have assumed the Acquisition will close on October 1, 2016, which would entitle us to a reduction of the acquisition consideration of $79.6 million (which comprises the aggregate amount of the remaining monthly cash flows shown in the table below). Any change in the adjustment from our assumption will result in a corresponding increase or

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decrease, which we intend to finance through cash-on-hand, debt or equity financing or capacity revenue monetization.

Month During Which Closing Occurs	Cash Flow Amount (in millions)
July 2016	$ 51.0
August 2016	70.5
September 2016	11.1
October 2016	(11.5)
November 2016	(45.3)
December 2016	(22.8)

For a period of 24 months following the consummation of the Acquisition, the Seller will, and will cause its affiliates, as applicable, to maintain in effect without amendment all of letters of credit, guarantees and other contractual credit support obligations entered into by or on behalf of Seller or any of its affiliates in connection with GSENA (collectively, the "Seller Credit Support") in accordance with the terms thereof as in effect as of the closing of the Acquisition. In consideration of Seller's maintenance of the Seller Credit Support, for so long as there is any such Seller Credit Support outstanding, we will pay to the Seller a credit support fee, as described in the Acquisition Agreement.

GSENA Thermal Assets

The GSENA Thermal Assets portfolio consists of the following:

Facility	Net Capacity (MW)(1)	Full Load Heat Rate (Btu/kWH)	Primary Fuel Type	Technology	Location	Region	Commercial Operations Date
Coleto Creek	635	9,900	Coal	ST	Fannin, TX	ERCOT	1980
Ennis	370	6,952	Gas	CCGT	Ennis, TX	ERCOT	2002
Hays	1,107	7,135	Gas	CCGT	San Marcos, TX	ERCOT	2002
Midlothian	1,712	7,122	Gas	CCGT	Midlothian, TX	ERCOT	2000
Wharton County	85	11,775	Gas	CT	Wharton, TX	ERCOT	1984
Wise	787	7,170	Gas	CCGT	Poolville, TX	ERCOT	2004
Armstrong	753	10,274	Gas & Oil	CT	Shelocta, PA	PJM	2002
Calumet	380	9,333	Gas	CT	Cook, IL	PJM	2002
Hopewell	411	8,100	Gas & Oil	CCGT	Hopewell, VA	PJM	1990
NEPCO	52	13,800	Waste Coal	ST	McAdoo, PA	PJM	1989
Pleasants	388	10,130	Gas & Oil	CT	Saint Mary's, WV	PJM	2002
Sayreville(2)	170	8,122	Gas	CCGT	Sayreville, NJ	PJM	1991
Troy	770	10,036	Gas & Oil	CT	Luckey, OH	PJM	2002
Bellingham	566	7,408	Gas	CCGT	Bellingham, MA	ISO-NE	2002
Bellingham NEA(2)	157	8,219	Gas & Oil	CCGT	Bellingham, MA	ISO-NE	1991
Blackstone	544	7,350	Gas	CCGT	Blackstone, MA	ISO-NE	2001
Milford	171	8,291	Gas	CCGT	Milford, MA	ISO-NE	1993
Total Fleet Capacity	*9,058*						

(1) Unit capabilities are based on winter capacity ratings and are reflected at our net ownership interest.

(2) GSENA owns 50% interests in the Sayreville and Bellingham NEA facilities, which are operated by third parties.

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Combined Company Power Generation Portfolio

The following table illustrates the Combined Company operating generation facilities:

Facility	Total Net Generating Capacity (MW)(1)	Primary Fuel Type	Dispatch Type	Location	Region
Dynegy					
Baldwin(2)	1,815	Coal	Baseload	Baldwin, IL	MISO
Havana	434	Coal	Baseload	Havana, IL	MISO
Hennepin(3)	294	Coal	Baseload	Hennepin, IL	MISO
Conesville(4)(5)	312	Coal	Baseload	Conesville, OH	PJM
Killen(4)(5)	204	Coal	Baseload	Manchester, OH	PJM
Kincaid	1,108	Coal	Baseload	Kincaid, IL	PJM
Miami Fort(4)	653	Coal	Baseload	North Bend, OH	PJM
Miami Fort (CT)	75	Oil	Peaking	North Bend, OH	PJM
Stuart(4)(5)	904	Coal	Baseload	Aberdeen, OH	PJM
Zimmer(4)	628	Coal	Baseload	Moscow, OH	PJM
Brayton Point(6)	1,528	Coal	Baseload	Somerset, MA	ISO-NE
Total Coal Segment	*7,955*				
Coffeen	915	Coal	Baseload	Coffeen, IL	MISO
Joppa/EEI	802	Coal	Baseload	Joppa, IL	MISO
Joppa CT Units 1 - 3	165	Coal	Peaking	Joppa, IL	MISO
Joppa CT Units 4 - 5	56	Coal	Peaking	Joppa, IL	MISO
Newton(2)	1,230	Coal	Baseload	Newton, IL	MISO
Duck Creek	425	Coal	Baseload	Canton, IL	MISO
E.D. Edwards	585	Coal	Baseload	Bartonville, IL	MISO
Total IPH Segment(7)	*4,178*				
Moss Landing Units 1 - 2	1,020	Gas	Intermediate	Moss Landing, CA	CAISO
Units 6 - 7	1,509	Gas	Peaking	Moss Landing, CA	CAISO
Oakland	165	Oil	Peaking	Oakland, CA	CAISO
Dicks Creek	143	Gas	Peaking	Monroe, OH	PJM
Elwood(4)	788	Gas	Peaking	Elwood, IL	PJM
Fayette	696	Gas	Intermediate	Masontown, PA	PJM
Hanging Rock	1,439	Gas	Intermediate	Ironton, OH	PJM
Kendall	1,236	Gas	Intermediate	Minooka, IL	PJM
Lee	757	Gas	Intermediate	Dixon, IL	PJM
Liberty	598	Gas	Intermediate	Eddystone, PA	PJM
Ontelaunee	567	Gas	Intermediate	Reading, PA	PJM
Richland	418	Gas	Peaking	Defiance, OH	PJM
Stryker	17	Oil	Peaking	Stryker, OH	PJM
Washington	678	Gas	Intermediate	Beverly, OH	PJM
Casco Bay	538	Gas	Intermediate	Veazie, ME	ISO-NE
Dighton	185	Gas	Intermediate	Dighton, MA	ISO-NE
Lake Road	857	Gas	Intermediate	Dayville, CT	ISO-NE

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Facility	Total Net Generating Capacity (MW)(1)	Primary Fuel Type	Dispatch Type	Location	Region
Masspower	280	Gas	Intermediate	Indian Orchard, MA	ISO-NE
Milford	569	Gas	Intermediate	Milford, CT	ISO-NE
Independence	1,126	Gas	Intermediate	Oswego, NY	NYISO
Total Gas Segment	*13,586*				
Total Fleet	*25,719*				
GSENA Thermal Assets					
Coleto Creek	635	Coal		Fannin, TX	ERCOT
NEPCO	52	Waste Coal		McAdoo, PA	PJM
Total Coal	*687*				
Ennis	370	Gas		Ennis, TX	ERCOT
Hays	1,107	Gas		San Marcos, TX	ERCOT
Midlothian	1,712	Gas		Midlothian, TX	ERCOT
Wharton County	85	Gas		Wharton, TX	ERCOT
Wise	787	Gas		Poolville, TX	ERCOT
Armstrong	753	Gas & Oil		Shelocta, PA	PJM
Calumet	380	Gas		Cook, IL	PJM
Hopewell	411	Gas & Oil		Hopewell, VA	PJM
Pleasants	388	Gas & Oil		Saint Mary's, WV	PJM
Sayreville(4)(5)	170	Gas		Sayreville, NJ	PJM
Troy	770	Gas & Oil		Luckey, OH	PJM
Bellingham	566	Gas		Bellingham, MA	ISO-NE
Bellingham NEA(4)(5)	157	Gas & Oil		Bellingham, MA	ISO-NE
Blackstone	544	Gas		Blackstone, MA	ISO-NE
Milford	171	Gas		Milford, MA	ISO-NE
Total Gas	*8,371*				
Total Fleet	*9,058*				
Combined Total Fleet	*34,777*				

(1) Unit capabilities are based on winter capacity and are reflected at our net ownership interest. We have not included units that have been retired or out of operation.

(2) Baldwin Units 1 and 3 and Newton Unit 2 scheduled to be shutdown over the next year.

(3) We have transmission rights up to 260 MW into PJM effective June 1, 2017.

(4) Co-owned with other generation companies.

(5) Facilities not operated by Dynegy.

(6)

Scheduled to be retired from service in June 2017.

(7) We have transmission rights into PJM for certain of our IPH plants and, therefore, also offer power and capacity into PJM.

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Strategic Rationale for Acquisition

We believe that the Acquisition will create significant value for stockholders and offer numerous strategic benefits, including:

- expanding our portfolio to include modern, efficient natural gas plants from one of the youngest North American independent power producer portfolios and further leverage our low-cost platform;
- increasing the diversity of our portfolio through the introduction of facilities in ERCOT;
- taking advantage of the GSENA Thermal Assets' capacity payments, which we estimate will account for approximately 40% of our gross margin by 2018;
- further increasing the proportion of our free cash flow attributable to gas assets; and
- enabling us to support the evolution of each of the ISO's renewables strategy by providing responsive, dispatchable generation to manage the volatility associated with ever increasing renewables penetration.

We believe that these strategic benefits significantly enhance our competitive profile as a leading U.S. independent power producer and should drive increased profitability while simultaneously reducing our risk profile. We believe the diversity of our portfolio should reduce our operating risk profile and reliance on any single market because it provides a balanced portfolio that is a valuable mix throughout different market cycles, weather patterns and commodity environments. The breadth of our fleet will also mitigate asset concentration risk by reducing the reliance on any single asset for our overall financial performance. Furthermore, we believe our scale and employment of best practices improve our business development opportunities through well-established industry relationships, and a deep understanding of regional power market dynamics.

The GSENA Thermal Assets' Markets

The GSENA Thermal Assets operate in markets similar to those in which Dynegy operates, with the exception of ERCOT. The GSENA Thermal Assets are located in the PJM, ISO-NE and ERCOT power markets. The main competitors for the GSENA Thermal Assets include other non-utility generators, regulated utilities, unregulated subsidiaries of regulated utilities, other energy service companies and financial institutions in the regions in which they operate. Capacity prices in PJM and ISO-NE are set through ISO-administered auctions more than three years in advance. Recent favorable industry trends in these markets, including the retirement of older generation and environmentally disadvantaged coal plants, tightening reserve margins and limitations on imports and demand response resources, are leading to positive and persistent supply and demand dynamics.

ERCOT

The ERCOT market is a single state market that serves about 90% of the load in the State of Texas. As a single state, single interconnect ISO, the wholesale market in ERCOT is not regulated by the FERC. Instead, the PUCT exercises regulatory jurisdiction over the wholesale and retail power markets as well as the rates and services of any electric utility conducting business within Texas. ERCOT dispatches power plants to meet system energy and reliability needs and settles physical power deliveries using LMP systems. Energy prices vary within ERCOT due to transmission constraints and wind conditions. ERCOT does not operate a forward capacity market, but instead uses energy prices to signal the need for additional resources. ERCOT uses the Operating Reserve Demand Curve ("ORDC") which produces a price "adder" to the clearing price of energy that increases as system reserves tighten. As a result, the ORDC is based on the loss of load probability (LOLP) and reflects the value of lost load ("VOLL").

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Traditional baseloaded generation assets in ERCOT are challenged in a low commodity and low energy price environment without any source of capacity revenues. ERCOT as well as other participants and analysts have admitted that many coal and nuclear assets may not be able to recover their fixed costs or make necessary environmental upgrades without significantly higher natural gas prices. Asset retirements of baseload generators are likely in the absence of significant market reform, and such retirements would benefit any remaining generation assets as reserve margins tighten faster than currently predicted. These asset retirements also increase the likelihood of ORDC scarcity events as well as the risk premium associated with the energy market. Further, growing reliance on wind and solar generation, which is not dispatchable, creates energy market volatility, which is beneficial for conventional, dispatchable generators.

In October 2015, ERCOT Public published a report outlining the results of a study that was conducted to understand the potential impacts of environmental regulations in ERCOT, and in particular the Regional Haze Federal Implementation Plan ("FIP"). This plan, which took effect in February 2016 and is currently being appealed, sets SO_2 emission limits for specific coal-fired units in the ERCOT region and require owners of affected coal units to retrofit plants with new scrubbers or upgrade existing scrubbers, generally, within three to five years (i.e., by February 2019 or February 2021). The study concluded that under this regulation, 3,000 MW of generation in ERCOT would be required to retrofit with new scrubbers and 5,500 MW would be required to upgrade existing scrubbers in order to comply with FIP.

An independent market monitor continually monitors the ERCOT market to ensure a robust, competitive market and to identify any improper behavior by any entity. In the December 2015 Capacity, Demand, and Reserves report, ERCOT forecast summer reserve margins of 16.5 percent, 20.7 percent, 25.7 percent, and 22.9 percent for 2016, 2017, 2018 and 2019, respectively.

Corporate Information

Our principal executive offices are located at 601 Travis, Suite 1400, Houston, Texas 77002. Our telephone number is (713) 507-6400 and we have a website accessible at www.dynegy.com. The information posted on our website is not incorporated into this prospectus supplement and is not part of this prospectus supplement.

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THE OFFERING

The following summary of the offering contains basic information about the offering and the Units and is not intended to be complete. It does not contain all the information that is important to you. For a more complete understanding of the Units, please refer to the section of this prospectus entitled "Description of the Units."

The Units

Issuer	Dynegy Inc.
Number of Units offered	4,000,000 Units
Option to purchase additional Units	Up to 600,000 additional Units, solely to cover over-allotments.
Stated amount and initial offering price of each Unit	$100.00 for each Unit
Components of each Unit	Each Unit is comprised of two parts: a prepaid stock purchase contract (a "purchase contract"); and a senior amortizing note issued by us (an "amortizing note"). Unless settled earlier at the holder's option or our election or earlier redeemed by us in connection with an acquisition termination redemption, each purchase contract will automatically settle on July 1, 2019 (the "mandatory settlement date") (subject to postponement in certain limited circumstances), and we will deliver not more than 6.1996 shares and not less than 5.0201 shares of our common stock per purchase contract, each subject to adjustment, based upon the applicable fixed settlement rates, the reference price, the threshold appreciation price and the daily VWAP of our common stock, all as described below under "Description of the Purchase Contracts Delivery of Common Stock."

	Each amortizing note will have an initial principal amount of $18.94911, will bear interest at the rate of 7.00% per annum and will have a final installment payment date of July 1, 2019. On each January 1, April 1, July 1 and October 1, commencing on October 1, 2016, we will pay equal quarterly cash installments of $1.7500 per amortizing note (except for the October 1, 2016 installment payment, which will be $1.94444 per amortizing note), which cash payment in the aggregate per year will be equivalent to a 7.00% cash payment per year with respect to each $100.00 stated amount of Units. Each installment will constitute a payment of interest and a partial repayment of principal, allocated as set forth on the amortization schedule set forth under "Description of the Amortizing Notes Amortization Schedule."
	The return to an investor on a Unit will depend upon the return provided by each component. The overall return will consist of the value of the shares of our common stock delivered upon settlement of the purchase contracts and the cash installments paid on the amortizing notes.
Each Unit may be separated into its components	Each Unit may be separated by a holder into its constituent purchase contract and amortizing note on any business day during the period beginning on, and including, the business day immediately following the date of initial issuance of the Units to, but excluding, the third business day immediately preceding the mandatory settlement date or any "early mandatory settlement date" (as defined below) or "acquisition redemption settlement date" (as defined below). Prior to separation, the purchase contracts and amortizing notes may only be purchased and transferred together as Units. See "Description of the Units Separating and Recreating Units."
A Unit may be recreated from its components	If you hold a separate purchase contract and a separate amortizing note, you may combine the two components to recreate a Unit on any business day before the third business day immediately preceding the mandatory settlement date, any early mandatory settlement date or acquisition redemption settlement date. See "Description of the Units Separating and Recreating Units."

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Listing	We intend to apply for a listing of the Units on the NYSE under the symbol "DYNC." However, we can give no assurance that the Units will be so listed. If approved for listing, we expect that the Units will begin trading on the NYSE within 30 calendar days after the Units are first issued. Initially we will not apply to list the separate purchase contracts or the separate amortizing notes on any securities exchange or automated inter-dealer quotation system, but we may apply to list such separate purchase contracts and separate amortizing notes in the future as described under "Description of the Units Listing of Securities." Prior to this offering, there has been no public market for the Units. Our common stock is listed on the NYSE under the symbol "DYN."
Use of proceeds	We estimate that the net proceeds of this offering will be approximately $385.5 million (or approximately $443.7 million if the underwriters exercise their over-allotment option to purchase additional Units in full), after deducting the underwriters' commissions and estimated offering expenses payable by us. We intend to use the net proceeds of this offering, together with the Debt Financing, the proceeds of ECP's purchase of $150 million of our common stock to occur concurrently with the closing of the Acquisition and cash-on-hand to finance the Acquisition and to pay related fees and expenses. See "Use of Proceeds."
U.S. federal income tax considerations	Although there is no authority directly on point and therefore the issue is not free from doubt, we will take the position that each Unit will be treated as an investment unit composed of two separate instruments for U.S. federal income tax purposes, including amortizing notes which will be treated as indebtedness for U.S. federal income tax purposes. Under this treatment, a holder of Units will be treated as if it held each component of the Units for U.S. federal income tax purposes. By acquiring a Unit, you will agree to treat (i) a Unit as an investment unit composed of two separate instruments in accordance with its form and (ii) the amortizing notes component as indebtedness for U.S. federal income tax purposes. If, however, the components of a Unit were treated as a single instrument, the U.S. federal income tax consequences could differ from the consequences described herein. Prospective investors should consult their tax advisors regarding the tax treatment of an investment in Units, whether a purchase of a Unit is advisable in light of the investor's particular tax situation and the tax treatment described under "Material U.S. Federal Income Tax Considerations."

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Dividend policy	We have no plans to pay cash dividends on our common stock in the foreseeable future, and our existing credit facility restricts, and agreements we may enter into the future may restrict, our ability to pay dividends.
Risk factors	An investment in the Units involves certain risks. You should carefully consider the risks described under "Risk Factors" beginning on page S-27 of this prospectus supplement, as well as other information included or incorporated by reference into this prospectus supplement and the accompanying prospectus, before making an investment decision.
The Purchase Contracts	
Mandatory settlement	Unless previously settled early at your or our election or redeemed by us in connection with an acquisition termination redemption, for each purchase contract we will deliver to you on the third business day immediately following the last trading day of the observation period a number of shares of our common stock determined as described herein (a "mandatory settlement"). The "observation period" will be the 20 consecutive trading day period beginning on, and including, the 22nd scheduled trading day immediately preceding July 1, 2019 (the "mandatory settlement date"). The number of shares of our common stock issuable upon mandatory settlement of each purchase contract (the "settlement amount") will be equal to the sum of the "daily settlement amounts" (as defined below) for each of the 20 consecutive trading days during the relevant observation period.
Daily settlement amount	The daily settlement amount for each purchase contract and for each of the 20 consecutive trading days during the observation period will consist of:
	if the daily VWAP is equal to or greater than $19.92 per share, subject to adjustment (the "threshold appreciation price"), a number of shares of our common stock equal to (i) 5.0201 shares of common stock, subject to adjustment (the "minimum settlement rate") *divided by* (ii) 20;
	if the daily VWAP is less than the threshold appreciation price but greater than $16.13 per share, subject to adjustment (the "reference price"), a number of shares of our common stock equal to (i) $100.00 *divided by* the daily VWAP, *divided by* (ii) 20; and
	if the daily VWAP of our common stock is less than or equal to the reference price, a number of shares of our common stock equal to (i) 6.1996 shares of common stock, subject to adjustment (the "maximum settlement rate"), *divided by* (ii) 20.

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The minimum settlement rate, maximum settlement rate, reference price and threshold appreciation price are subject to adjustment as described below under "Description of the Purchase Contracts Adjustments to the Fixed Settlement Rates."

The initial threshold appreciation price represents an appreciation of approximately 23.5% above the initial reference price of $16.13 per share.

No fractional shares of our common stock will be issued to holders upon settlement of purchase contracts. In lieu of fractional shares, holders will be entitled to receive a cash payment calculated as described herein. Except in the limited circumstances described herein, including in the event of an acquisition termination redemption, the purchase contract holders will not receive any cash distributions under the purchase contracts.

Early settlement at your election	On any business day during the period beginning on, and including, the business day immediately following the date of initial issuance of the Units to, but excluding, the third business day immediately preceding the mandatory settlement date, you may settle any or all of your purchase contracts early, in which case we will deliver a number of shares of our common stock equal to the minimum settlement rate, which is subject to adjustment as described below under "Description of the Purchase Contracts Adjustments to the Fixed Settlement Rates." The market value of our common stock on the early settlement date will not affect the early settlement rate.

In addition, if a "fundamental change" (as defined herein) occurs and you elect to settle your purchase contracts early in connection with such fundamental change, you will receive a number of shares of our common stock based on the "fundamental change early settlement rate" as described under "Description of the Purchase Contracts Early Settlement Upon a Fundamental Change."

In the event you elect to settle your purchase contracts early, and not in connection with a fundamental change, you will not have the right to require us to repurchase your amortizing notes.

If a fundamental change occurs, you will have the right to require us to repurchase your amortizing notes, as described under "Description of the Amortizing Notes Repurchase of Amortizing Notes at the Option of the Holder".

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Early settlement at our election	We may elect to settle all outstanding purchase contracts early at the "early mandatory settlement rate" upon a date fixed by us upon not less than 20 business days' notice (the "early mandatory settlement date"). The "early mandatory settlement rate" will be the maximum settlement rate. If we elect to settle all the purchase contracts early, you will have the right to require us to repurchase your amortizing notes on the repurchase date and at the repurchase price as described under "Description of the Amortizing Notes Repurchase of Amortizing Notes at the Option of the Holder."
Acquisition termination redemption	If the Acquisition Agreement has been terminated on or prior to June 1, 2017, we may at our option elect to redeem all, but not less than all, of the outstanding purchase contracts (an "acquisition termination redemption"), for the applicable redemption amount, as described below under "Description of the Purchase Contracts Acquisition Termination Redemption," by delivering notice during the five business day period immediately following the date of such termination. If the acquisition termination stock price (as defined herein) is equal to or less than the reference price, the redemption amount will be an amount of cash as described under "Description of the Purchase Contracts Acquisition Termination Redemption." Otherwise, the redemption amount will be a number of shares of our common stock equal to the acquisition redemption rate, calculated in the manner and subject to the provisions described under "Description of the Purchase Contracts Acquisition Termination Redemption." In the event of an acquisition termination redemption, you will have the right to require us to repurchase your amortizing notes, as described under "Description of the Amortizing Notes Repurchase of Amortizing Notes at the Option of the Holder."
Purchase Contract Agent and Trustee	Wilmington Trust, National Association
The Amortizing Notes	
Initial principal amount of each amortizing note	$18.94911

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Installment payments	Each installment payment of $1.7500 (or, in the case of the installment payment due on October 1, 2016, $1.94444) per amortizing note will be paid in cash and will constitute a partial repayment of principal and a payment of interest, computed at an annual rate of 7.00%. Interest will be calculated on the basis of a 360-day year consisting of twelve 30-day months. Payments will be applied first to the interest due and payable and then to the reduction of the unpaid principal amount, allocated as set forth on the amortization schedule set forth under "Description of the Amortizing Notes Amortization Schedule."
Installment payment dates	Each January 1, April 1, July 1 and October 1, commencing on October 1, 2016, with a final installment payment date of July 1, 2019.
Ranking of the amortizing notes	The amortizing notes will be our senior unsecured obligations. The indebtedness evidenced by the amortizing notes will:

rank senior in right of payment to any of our existing and future subordinated indebtedness;

rank equally in right of payment with all of our existing and future senior indebtedness that is not so subordinated;

be effectively subordinated in right of payment to our existing and future secured indebtedness, including indebtedness under our Credit Agreement, to the extent of the value of the assets securing such indebtedness; and

be structurally subordinated to all existing and future indebtedness and other liabilities of our subsidiaries.

As of March 31, 2016, on a pro forma basis after giving effect to this offering (assuming no exercise of the underwriters' over-allotment option to purchase additional Units) and an aggregate of $2.450 billion of indebtedness we intend to incur in connection with the Acquisition, we would have had $10.142 billion of total consolidated indebtedness, $3.228 billion of which would have been secured indebtedness. $825 million of such unsecured indebtedness was incurred by Genco, a subsidiary of IPH, and is non-recourse to Dynegy.

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Repurchase of amortizing notes at the option of the holder	If a fundamental change occurs, or if we elect to settle the purchase contracts early (as described under "Description of the Purchase Contracts Early Settlement at Our Election") or to redeem the purchase contracts in connection with an acquisition termination redemption, then holders will have the right to require us to repurchase some or all of their amortizing notes on the repurchase date for cash at the repurchase price per note to be repurchased described under "Description of the Amortizing Notes Repurchase of Amortizing Notes at the Option of the Holder." Holders will not have the right to require us to repurchase any or all of their amortizing notes in connection with any early settlement of purchase contracts at the holders' election at the early settlement rate as described under "Description of the Purchase Contracts Early Settlement."

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SUMMARY HISTORICAL CONSOLIDATED FINANCIAL INFORMATION OF DYNEGY

The selected financial information presented below as of December 31, 2014 and 2015 and for the years ended December 31, 2013, 2014 and 2015, was derived from, and is qualified by reference to, our audited consolidated financial statements, including the notes thereto, which are incorporated by reference into this prospectus supplement. The selected financial information presented below as of March 31, 2016 and for the three months ended March 31, 2015 and 2016, was derived from, and is qualified by reference to, our unaudited consolidated financial statements, including the notes thereto, which are incorporated by reference into this prospectus supplement.

You should read the data set forth below in conjunction with the section entitled "Selected Financial Data" in our Annual Report on Form 10-K for the fiscal year ended December 31, 2015 and the section entitled "Part I. Financial Information" in our Quarterly Report on Form 10-Q for the quarter ended March 31, 2016, which are incorporated by reference in this prospectus supplement.

	Year Ended December 31,			Three Months Ended March 31,	
	2013(1)	2014	2015(2)	2015	2016
				(unaudited)	
			(in millions)		
Statement of Operations Data:					
Revenues	$ 1,466	$ 2,497	$ 3,870	$ 632	$ 1,123
Depreciation expense	(216)	(247)	(587)	(64)	(171)
Impairments			(99)		
General and administrative expense	(97)	(114)	(128)	(30)	(37)
Operating income (loss)	(318)	(19)	64	(40)	145
Interest expense and debt extinguishment costs	(108)	(223)	(546)	(136)	(142)
Income tax benefit (expense)	58	1	474		(16)
Income (loss) from continuing operations	(359)	(267)	47		
Net income (loss)	(356)	(267)	47	(181)	(10)
Cash Flow Data:					
Net cash provided by (used in) operating activities	$ 175	$ 163	$ 94	$ (55)	$ 191
Net cash provided by (used in) investing activities	474	(5,262)	(1,194)	(40)	(57)
Net cash provided by (used in) financing activities	(154)	6,126	(265)	(41)	182
Capital expenditures, acquisitions and investments	136	(132)	(6,353)	(40)	(65)

	Year Ended December 31,			Three Months Ended March 31,	
	2013	2014	2015	2015	2016
				(unaudited)	
			(in millions)		
Other Financial Data:					
Adjusted EBITDA(3)	$ 227	$ 347	$ 850	$ 85	$ 251

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	As of December 31, 2014	As of December 31, 2015	As of March 31, 2016
		(in millions)	(unaudited)
Balance Sheet Data:			
Current assets	$ 2,674	$ 1,945	$ 2,281
Current liabilities	681	812	863
Property, plant and equipment, net	3,255	8,347	8,242
Total assets	11,232	11,539	11,708
Notes payable and current portion of long-term debt	31	83	108
Long-term debt (excluding current portion)	7,075	7,206	7,304
Total stockholders'/member's equity	3,023	2,919	2,907

(1) We completed the acquisition of AER effective December 2, 2013; therefore, the results of our IPH segment are only included subsequent to December 1, 2013. See Note 3 Acquisitions to our audited consolidated financial statements incorporated by reference in this prospectus supplement for further discussion.

(2) Our 2015 financial statements only reflect the impacts of the EquiPower and Duke Midwest Acquisitions subsequent to April 1, 2015 and April 2, 2015, respectively. See Note 3 Acquisitions to our audited consolidated financial statements incorporated by reference in this prospectus supplement for further discussion.

(3) Adjusted EBITDA is a non-GAAP financial measure. For a discussion of how we define the measure and other relevant considerations, see "Non-GAAP Financial Measures."

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	Year Ended December 31,			Three Months Ended March 31,	
	2013	2014	2015	2015	2016
				(unaudited)	
			(in millions)		
Net loss attributable to Dynegy Inc.	$ (356)	$ (273)	$ 50	$ (180)	$ (10)
Income from discontinued operations, net of tax	(3)				
Loss attributable to noncontrolling interest		6	(3)	(1)	
Income tax (benefit) expense	(58)	(1)	(474)		16
Other items, net(a)	(8)	39	(54)	5	(1)
Loss on extinguishment of debt	11				
Interest expense	97	223	546	136	142
Earnings from unconsolidated investments	(2)	(10)	(1)		(2)
Bankruptcy reorganization items, net	1	(3)			
Operating income (loss)	(318)	(19)	64	(40)	145
Depreciation expense	216	247	587	64	171
Bankruptcy reorganization items, net	(1)	3			
Amortization expense	251	50	(6)	(4)	14
Earnings from unconsolidated investments	2	10	1		2
Other items, net	8	(39)	54	(5)	1
EBITDA	$ 158	$ 252	$ 700	$ 15	$ 333
Earnings from unconsolidated investments					(2)
Cash distributions from unconsolidated investments					5
Acquisition and integration costs	20	35	124	90	4
Bankruptcy reorganization items, net	1	(3)			
(Income) loss attributable to noncontrolling interest		(6)	3	1	
Mark-to-market adjustments	37	28	(67)	(31)	(105)
Change in fair value of common stock warrants	1	40	(54)	5	(1)
Impairments			99		
(Gain) loss on sale of assets, net		(18)	1		
Cash distributions from unconsolidated investments			12		
Baldwin transformer project			7		
ARO accretion expense		12	21	4	5
Wood River energy margin and O&M					5
Non-cash compensation expense					7
Other	10	7	4	1	
Adjusted EBITDA	$ 227	$ 347	$ 850	$ 85	$ 251

(a) For the year ended December 31, 2015, Other items, net primarily consists of the change in fair value of our common stock warrants, the write-off of certain power generation assets and the receipt of casualty insurance proceeds. For the years ended December 31, 2013 and 2014 and the three months ended March 31, 2016, Other items, net primarily consists of the change in fair value of our common stock warrants.

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SUMMARY HISTORICAL COMBINED FINANCIAL INFORMATION OF THE GSENA THERMAL ASSETS

The summary financial information presented below as of December 31, 2014 and 2015 and for the years ended December 31, 2013, 2014 and 2015, have been derived from the GSENA Thermal Assets' audited combined financial statements, which are incorporated by reference into this prospectus supplement. The summary financial information presented below as of March 31, 2016 and for the three months ended March 31, 2015 and 2016, was derived from, and is qualified by reference to, the GSENA Thermal Assets' unaudited combined financial statements, including the notes thereto, which are incorporated by reference into this prospectus supplement.

You should read the data set forth in the table below in conjunction with the GSENA Thermal Assets' audited combined financial statements, including the notes thereto, and the GSENA Thermal Assets' unaudited combined financial statements, including the notes thereto, filed as Exhibit 99.1 and Exhibit 99.2 to our Current Report on Form 8-K filed on June 15, 2016, respectively, which are incorporated by reference in this prospectus supplement.

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	Year Ended December 31, 2013	Year Ended December 31, 2014	Year Ended December 31, 2015	Three Months Ended March 31, 2015	Three Months Ended March 31, 2016
			(in thousands)		
Statement of Income Data:					
Revenues	$ 1,101,371	$ 1,367,061	$ 1,220,522	$ 218,619	$ 155,331
Fuel purchases and other costs of operations	656,733	850,524	652,281	132,358	58,925
Personnel costs	47,036	48,148	50,361	12,377	12,860
Depreciation and amortization	228,587	215,374	228,960	55,842	57,032
Other operating expenses-net	163,984	185,630	135,351	32,574	27,075
Impairments of property, plant, and equipment, goodwill, and intangible assets	30,846	18,608	576,253		6,468
(Income) loss on disposal of assets	6,292	7,310	10,734	1,318	2,634
Total operating costs and expenses	1,133,478	1,325,594	1,653,940	234,469	164,994
Loss (income) on mark-to-market commodity contracts	72,531	(34,902)	(4,672)	(32,867)	(7,635)
Operating (loss) income	(104,638)	76,369	(428,746)	17,017	(2,028)
Share in net income of equity method investment	22,546	68,425	46,228	10,241	10,138
Interest expense	(69,911)	(59,229)	(57,639)	(13,960)	(10,997)
Total other expense	(47,365)	9,196	(11,411)	(3,719)	(859)
(Loss) income before income taxes	(152,003)	85,565	(440,157)	13,298	(2,887)
Income tax benefit (expense)	58,836	(43,582)	(52,659)	(5,100)	1,118
Net (loss) income	$ (93,167)	$ 41,983	$ (492,816)	$ 8,198	$ (1,769)
Cash flow hedges	3,494	223	124	(65)	
Actuarial gain			650		
Deferred income tax	(1,341)	(82)	199	24	
Other comprehensive loss	2,153	141	973	(41)	
Total comprehensive (loss) income	$ (91,014)	$ 42,124	$ (491,843)	$ 8,157	$ (1,769)
Cash Flow Data:					
Net cash provided by (used in) operating activities	$ 146,692	$ 313,425	$ 331,126	$ (38,329)	$ 55,152
Net cash provided by (used in) investing activities	(102,666)	(198,555)	(189,683)	(51,113)	(52,723)
Net cash provided by (used in) financing activities	(44,171)	(114,972)	(141,541)	89,347	(2,365)
Capital expenditures	(102,666)	(198,567)	(189,683)	(51,113)	(52,723)

	As of December 31, 2014	As of December 31, 2015	As of March 31, 2016
		(in thousands)	
Balance Sheet Data:			
Current assets	$ 389,652	$ 331,947	$ 325,035
Current liabilities	895,835	450,669	1,468,589
Property, plant and equipment, net	3,218,159	3,168,926	3,134,299
Total assets	4,384,371	3,703,938	3,657,083
Current portion of long-term debt payable to affiliates	626,070	285,847	1,328,633
Long-term debt (excluding current portion) payable to affiliates	1,076,877	1,094,815	37,539
Total parent's equity	2,097,387	1,786,022	1,782,050

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SUMMARY UNAUDITED PRO FORMA CONDENSED COMBINED FINANCIAL INFORMATION

The following summary unaudited pro forma condensed combined financial information (the "Summary Pro Forma Financial Information") sets forth selected historical consolidated financial information for Dynegy and gives effect to the Acquisition and the financing for the Acquisition as well as the previous Duke Midwest and EquiPower Acquisitions as described below. The Summary Pro Forma Financial Information is derived from, and should be read in conjunction with, the Unaudited Pro Forma Condensed Combined Financial Information and related notes filed as Exhibit 99.3 to our Current Report on Form 8-K, filed June 15, 2016 (the "Financial Information 8-K"), which is incorporated by reference into this prospectus supplement. The Summary Pro Forma Financial Information is provided for informational and illustrative purposes only and should be read in conjunction with "Management's Discussion and Analysis of Financial Condition and Results of Operations" and the audited consolidated financial statements and related notes in Dynegy's Annual Report on Form 10-K for the year ended December 31, 2015 and Dynegy's unaudited interim condensed consolidated financial statements included in Dynegy's Quarterly Report on Form 10-Q for the three months ended March 31, 2016, which are incorporated by reference into this prospectus supplement. Additionally, the financial statements of the assets acquired in the Duke Midwest Acquisition (the "Duke Midwest Generation Business") and the combined financial statements of EquiPower Resources Corp. and its subsidiaries and Brayton Point Holdings, LLC and its subsidiary for the three months ended March 31, 2015, as included in Dynegy's Current Report on Form 8-K filed on May 18, 2015, should be read in conjunction with the Summary Pro Forma Financial Information.

The pro forma adjustments, as described in the notes to the Unaudited Pro Forma Condensed Combined Financial Information filed as an exhibit to the Financial Information 8-K, which is incorporated by reference into this prospectus supplement, are based on currently available information. Management believes such adjustments are reasonable, factually supportable and directly attributable to the events and transactions described therein. The unaudited pro forma condensed combined balance sheet reflects the impact of this offering, the Acquisition, the ECP Stock Purchase and the drawing on our existing revolving credit facility and the incremental term loan B facility, in each case, discussed elsewhere in this prospectus supplement as if they had been completed on March 31, 2016. The unaudited pro forma condensed combined statements of operations give effect to the events and transactions described in the previous sentence, as well as the Duke Acquisition and the EquiPower Acquisition, as if they had been completed on January 1, 2015, and only include adjustments which have an ongoing impact. The Summary Pro Forma Financial Information does not purport to represent what our actual consolidated results of operations or financial position would have been had the events and transactions occurred on the dates assumed, nor is it necessarily indicative of our future financial condition or consolidated results of operations.

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DYNEGY INC.
UNAUDITED PRO FORMA CONDENSED COMBINED BALANCE SHEET

	As of March 31, 2016				
	Dynegy As Reported	Transaction Financing	GSENA Thermal Assets, As Reported	Acquisition Adjustments	Dynegy As Adjusted
			(in millions)		
ASSETS					
Current Assets					
Cash and cash equivalents	$ 821	$ 2,916	$	$ (3,343)	$ 394
Restricted cash	37				37
Accounts receivable, net	339		8	29	376
Accounts receivable from affiliates			29	(29)	
Inventory	579		98		677
Assets from risk management activities	177		57		234
Intangible assets	81				81
Prepayments and other current assets	247		133		380
Total Current Assets	2,281	2,916	325	(3,343)	2,179
Property, plant, and equipment, net	8,242		3,134	148	11,524
Investment in unconsolidated affiliates	185		158		343
Assets from risk management activities	52		27		79
Goodwill	797				797
Intangible assets	44		13		57
Other long-term assets	107				107
Total Assets	$ 11,708	$ 2,916	$ 3,657	$ (3,195)	$ 15,086
LIABILITIES AND STOCKHOLDERS' EQUITY					
Current Liabilities					
Accounts payable	243		37	15	295
Accounts payable affiliates			15	(15)	
Legal contingency			65	(65)	
Accrued interest	180				180
Intangible liabilities	65				65
Accrued liabilities and other current liabilities	99		23		122
Liabilities from risk management activities	117				117
Asset retirement obligations	51				51
Debt, current portion	108	22	1,329	(1,329)	130
Total Current Liabilities	863	22	1,469	(1,394)	960
Debt, long-term portion	7,304	2,414	37	(37)	9,718
Other Liabilities					
Liabilities from risk management activities	120				120
Asset retirement obligations	234		21		255
Deferred income taxes	44		348	(301)	91
Intangible liabilities	50				50
Other long-term liabilities	186				186

Total Liabilities	8,801	2,436	1,875	(1,732)	11,380
Commitments and contingencies					
Total Equity	2,907	480	1,782	(1,463)	3,706
Total Liabilities and Equity	$ 11,708	$ 2,916	$ 3,657	$ (3,195)	$ 15,086

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DYNEGY INC.
UNAUDITED PRO FORMA CONDENSED COMBINED STATEMENT OF OPERATIONS

	Three Months Ended March 31, 2016				
	Dynegy As Reported	Transaction Financing	GSENA Thermal Assets, As Reported	Acquisition Adjustments	Dynegy As Adjusted
	($ in millions, except per share amounts)				
Revenues	$ 1,123	$	$ 155	$ 8	$ 1,286
Cost of sales, excluding depreciation expense	(545)		(59)	3	(601)
Gross margin	578		96	11	685
Operating and maintenance expense	(221)		(27)	(7)	(255)
Depreciation expense	(171)		(57)	16	(212)
Impairments			(6)		(6)
Mark-to-market income (loss), net			8	(8)	
Loss on sale of assets			(3)		(3)
General and administrative expense	(37)			(9)	(46)
Acquisition and integration costs	(4)			4	
Personnel costs			(13)	13	
Operating income (loss)	145		(2)	20	163
Earnings from unconsolidated investments	2		10		12
Interest expense	(142)	(50)	(11)	11	(192)
Other income and expense, net	1				1
Income (loss) before income taxes	6	(50)	(3)	31	(16)
Income tax benefit (expense)	(16)		1	(2)	(17)
Net income (loss)	(10)	(50)	(2)	29	(33)
Less: Net loss attributable to noncontrolling interest					
Net income (loss) attributable to Dynegy Inc.	(10)	(50)	(2)	29	(33)
Less: Dividends on preferred stock	5				5
Net income (loss) attributable to Dynegy Inc. common shareholders	$ (15)	$ (50)	$ (2)	$ 29	$ (38)
Basic and diluted loss per share attributable to Dynegy Inc. common stockholders	$ (0.13)				$ (0.26)
Basic and diluted shares outstanding	117				149

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DYNEGY INC.
UNAUDITED PRO FORMA CONDENSED COMBINED STATEMENT OF OPERATIONS

	Year Ended December 31, 2015					
	Dynegy As Reported	Duke Midwest and EquiPower Acquisitions	Transaction Financing	GSENA Thermal Assets, As Reported	Acquisition Adjustments	Dynegy As Adjusted
	($ in millions, except per share amounts)					
Revenues	$ 3,870	$ 981	$	$ 1,221	$ 4	$ 6,076
Cost of sales, excluding depreciation expense	(2,028)	(564)		(652)	20	(3,224)
Gross margin	1,842	417		569	24	2,852
Operating and maintenance expense	(839)	(118)		(135)	(19)	(1,111)
Depreciation expense	(587)	(120)		(229)	65	(871)
Impairments	(99)			(576)		(675)
Mark-to-market income (loss), net				4	(4)	
Gain (loss) on sale of assets	(1)	4		(11)		(8)
General and administrative expense	(128)	(9)			(51)	(188)
Acquisition and integration costs	(124)				86	(38)
Personnel costs				(50)	50	
Operating income (loss)	64	174		(428)	151	(39)
Earnings from unconsolidated investments	1	2		46		49
Interest expense	(546)	(1)	(201)	(58)	58	(748)
Other income and expense, net	54	1				55
Income (loss) before income taxes	(427)	176	(201)	(440)	209	(683)
Income tax benefit (expense)	474			(53)	43	464
Net income (loss)	47	176	(201)	(493)	252	(219)
Less: Net loss attributable to noncontrolling interest	(3)					(3)
Net income (loss) attributable to Dynegy Inc.	50	176	(201)	(493)	252	(216)
Less: Dividends on preferred stock	22					22
Net income (loss) attributable to Dynegy Inc. common shareholders	$ 28	$ 176	$ (201)	$ (493)	$ 252	$ (238)
Basic earnings per share attributable to Dynegy Inc. to common shareholders	$ 0.22					$ (1.52)
Diluted earnings per share attributable to Dynegy Inc. to common shareholders	$ 0.22					$ (1.52)
Basic shares outstanding	125					157
Diluted shares outstanding	126					157

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RISK FACTORS

An investment in the Units involves risk. You should carefully consider the following factors, together with the other information included or incorporated by reference in this prospectus supplement before making an investment in the Units. In addition, you should carefully consider, among other things, the matters discussed under "Risk Factors" in our Annual Report on Form 10-K for the fiscal year ended December 31, 2015 and in other documents that we subsequently filed or may file with the SEC, all of which are incorporated by reference into this prospectus supplement. We expect that the risks described herein and therein also will be the types of risks that we will face with respect to the operation of the Combined Company. Additional risks and uncertainties not presently known to us, or that we currently deem immaterial, may also impair our business operations. We cannot assure you that any of the events discussed in this prospectus supplement will not occur. If they do, our business, financial condition or results of operations could be materially and adversely affected. In such case, the trading price of our securities, including the Units, could decline, and you might lose all or part of your investment.

Risks Related to the Acquisition

We may be unable to obtain the regulatory approvals required to complete the Acquisition or, in order to do so, we may be required to comply with material restrictions on our conduct or satisfy other material conditions required by regulatory authorities.

Consummation of the Acquisition is subject to conditions and governmental approvals, including approval from the FERC and the PUCT, and the expiration or termination of the waiting period applicable to the Acquisition under the Hart-Scott-Rodino Antitrust Improvements Act of 1976, as amended (the "HSR Act"). While the waiting period applicable to the Acquisition under the HSR Act has been terminated, we can provide no assurance that all other required regulatory approvals will be obtained. On June 8, 2016, we received a letter from the FERC requesting additional information with respect to the Acquisition. We are currently responding to the requests. The closing of the Acquisition is also subject to the condition that there be no injunction or order issued by a governmental authority that restrains, enjoins, or otherwise prohibits the consummation of the transactions contemplated by the Acquisition Agreement. There can also be no assurance as to the cost, scope, or impact of the actions that may be required to obtain the required regulatory approvals. Furthermore, these actions could have the effect of delaying or preventing completion of the Acquisition or imposing additional costs, conditions, or restrictions on our business and operations, some of which could be material and adversely affect our revenues and profitability following the consummation of the transaction. The deadline in the Acquisition Agreement for consummation of the Acquisition is February 24, 2017. The Acquisition Agreement may be terminated by either party, subject to certain conditions, if the Acquisition is not closed by that date.

Furthermore, the FERC, the PUCT, the Department of Justice, or other governmental authorities could seek to block or challenge the Acquisition, or in the case of FERC, could condition approval upon compliance with material restrictions, as they deem necessary or desirable in the public interest at any time, including after completion of the transaction. In addition, in some circumstances, a competitor, customer, or other third party could initiate a private action under antitrust laws challenging or seeking to enjoin the Acquisition, before or after it is consummated. We may not prevail and may incur significant costs in defending or settling any action under the antitrust laws.

We may be unable to successfully integrate the GSENA Thermal Assets with our existing operations or to realize targeted cost savings, revenues and other anticipated benefits of the Acquisition.

The success of the Acquisition will depend, in part, on our ability to realize the anticipated benefits and synergies from integrating the GSENA Thermal Assets with our existing operations. We may encounter unforeseen difficulties with the integration and cannot be sure that we will realize these

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anticipated benefits and synergies at the times and in the amounts expected, or at all. For example, we may be required to implement or improve the internal controls, procedures, and policies of the GSENA Thermal Assets to meet standards applicable to U.S. public companies, which may be time-consuming and more expensive than anticipated. It is also possible that the integration process could result in the loss of key employees, the disruption of business or inefficiencies or inconsistencies in standards, controls, information technology systems, procedures, and policies. In addition, we do not currently have operations in the ERCOT market. Our ability to integrate the GSENA Thermal Assets located in ERCOT into a new commercial platform will depend, in part, on successful coordination with the respective ISOs to establish telemetry. Further, to create new marketing entities is a complicated and time consuming process that is highly dependent on the ISO and its adherence to projected timelines. It is possible that the integration process could be encumbered with unanticipated costs or delays that are outside of management's control, requiring us to utilize transition services, which may have an adverse effect on our anticipated synergy targets and cash flows.

In addition, we may be required to make unanticipated capital expenditures or investments in order to maintain, integrate or improve the GSENA Thermal Assets' operations, or take unexpected write-offs or impairment charges resulting from the Acquisition. Further, we may be subject to unanticipated or unknown liabilities relating to the GSENA Thermal Assets.

If any of these factors occur or limit our ability to integrate the business successfully or on a timely basis, we may not realize the anticipated benefits of the Acquisition, which could have an adverse effect on our financial condition, results of operations and cash flows.

The Acquisition may not be consummated at all, on the time frame, or on the terms or in the manner contemplated, which could have a negative impact on our business.

The Acquisition may not be consummated, or may not be consummated in the time frame, on the terms or in the manner currently anticipated, as a result of a number of factors, including, among other things, the delay or failure of one or more of the conditions to closing to be satisfied. There can be no assurance that the conditions to closing of the Acquisition will be satisfied or waived or that other events will not intervene to delay or result in the failure to close the Acquisition. Likewise, the Transactions may be completed on terms that differ, perhaps substantially, from those described in this prospectus supplement.

This offering is not contingent upon the consummation of the Acquisition. If the Acquisition is not consummated and we decide not to redeem the Units upon such occurrence, we will have broad discretion to use the net proceeds of this offering for general corporate purposes.

This offering is not contingent upon the consummation of the Acquisition. Accordingly, your purchase of our Units in this offering may be an investment in Dynegy on a stand-alone basis without any of the assets of the GSENA Thermal Assets, or anticipated benefits of the Acquisition. We will have broad discretion to use the net proceeds of this offering if the Acquisition does not occur. General corporate purposes may include strategic investments, acquisitions and capital projects.

We will incur significant transaction and acquisition-related costs in connection with the Acquisition.

We expect to incur significant costs associated with the Acquisition and combining the operations of our company with the GSENA Thermal Assets, including costs to achieve targeted cost-savings. The majority of the expenses resulting from the Acquisition will be composed of transaction costs, systems consolidation costs, and business integration and employment-related costs, including costs for severance, retention, and other restructuring. We may also incur transaction fees and costs related to formulating integration plans. Additional unanticipated costs may be incurred in the integration of our and the GSENA Thermal Assets. Although we expect that the elimination of duplicative costs, as well

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as the realization of other efficiencies related to the integration of the businesses, should allow us to offset incremental transaction and acquisition-related costs over time, this net benefit may not be achieved in the near term, or at all.

In addition, if this offering and the Debt Financing are consummated on or prior to July 1, 2016, and the Acquisition subsequently closes (or the Acquisition Agreement is terminated under certain circumstances), Dynegy shall pay ECP an aggregate amount in cash equal to (1) $375.0 million on the First Payment Date, (2) $400.0 million if payment is made after the First Payment Date but on or prior to Second Payment Date, (3) $425.0 million if payment is made after the Second Payment Date but on or prior to the Third Payment Date, (4) $450.0 million if payment is made after the Third Payment Date but on or before the Fourth Payment Date and (5) if full payment is not made in full on or prior to the Fourth Payment Date, $468.5 million on or prior to the Final Payment Date. We may make partial payments of the purchase price for ECP's interests. If we make a partial payment at any time, we will pay a proportionate amount of the increase in price between the Payment Dates based on the unpaid amounts.

The announcement and pendency of the Acquisition could impact or cause disruptions in our and GSENA's operations.

The announcement and pendency of the Acquisition could impact or cause disruptions in our and GSENA's operations, including without limitation:

- our and GSENA's current and prospective customers and suppliers may experience uncertainty associated with the Acquisition, including with respect to current or future business relationships with us, GSENA or the Combined Company business and may attempt to negotiate changes in existing business; and

- our and GSENA's employees may experience uncertainty about their future roles with us, which may adversely affect our and GSENA's ability to retain and hire key employees.

Any such disruptions could have an adverse effect on our business, results of operations and financial condition.

The unaudited pro forma condensed combined financial information included and incorporated by reference into this prospectus supplement is presented for illustrative purposes only and does not represent what the financial position or results of operations of the Combined Company would have been had the Acquisition been consummated on the dates assumed for purposes of that pro forma information nor does it represent the actual financial position or results of operations of the Combined Company following the Acquisition.

The unaudited pro forma condensed combined financial information included and incorporated by reference into this prospectus supplement is presented for illustrative purposes only, contains a variety of adjustments, assumptions and preliminary estimates, is subject to numerous other uncertainties and does not reflect what the Combined Company's financial position, results of operations or cash flows would have been had the Acquisition been consummated as of the dates assumed for purposes of that pro forma financial information nor does it reflect the financial position, results of operations or cash flows of the Combined Company following the Acquisition. The pro forma adjustments are based on the preliminary information available on the date hereof. For purposes of the unaudited pro forma condensed combined financial information, the estimated Acquisition consideration has been preliminarily allocated to the assets acquired and liabilities assumed based on limited information presently available to us to estimate fair values. The Acquisition consideration will be allocated among the relative fair values of the assets acquired and liabilities assumed based on their estimated fair values as of the date of the Acquisition. The final allocation is dependent upon certain valuations and other analyses that cannot be completed prior to the Acquisition and are required to make a definitive allocation. The actual amounts recorded may differ materially from the information presented in the unaudited pro forma condensed combined financial information.

Additionally, the unaudited pro forma condensed combined financial information does not reflect the cost of any integration activities or benefits from synergies that may be derived from any integration activities nor does it include any other items not expected to have a continuing impact on the consolidated results of operations. The unaudited pro forma condensed combined financial information has also been prepared on the assumption that the Transactions will be completed on the terms and in accordance with the assumptions set forth under "Summary Unaudited Pro Forma Condensed Combined Financial Information." It is possible that this offering or the Debt Financing will not generate the anticipated amount of net proceeds, which may require us to obtain additional financing or utilize cash on hand in order to effect the Acquisition. See "Summary Unaudited Pro Forma Condensed Combined Financial Information" in this prospectus supplement and our and the GSENA Thermal Assets' consolidated financial statements incorporated by reference in this prospectus supplement.

Risks Related to the Units, the Amortizing Notes, the Purchase Contracts and our Common Stock

If the Acquisition Agreement is terminated, we may redeem the purchase contracts for an amount of cash and/or a number of shares of common stock (depending on the price of our common stock at the time of redemption) with a value that may not adequately compensate you for any lost option value.

If the Acquisition Agreement is terminated on or prior to June 1, 2017, we may redeem all, but not less than all, of the outstanding purchase contracts by delivering notice within the five business days immediately following the date of such termination. We will pay a redemption amount to be determined based on the common stock price at that time in cash or in shares of common stock in accordance with the terms of the purchase contracts (as described under "Description of the Purchase Contracts Acquisition Termination Redemption"). If we elect to redeem the purchase contracts, we may be required by the holders thereof to repurchase the amortizing notes at the repurchase price set forth under "Description of the Amortizing Notes Repurchase of Amortizing Notes at the Option of the Holder." The redemption amount that you receive upon acquisition termination redemption may not adequately compensate you for any lost option value of the purchase contracts. If the Acquisition is not consummated, we will have broad discretion to use the net proceeds of this offering for general corporate purposes, which may include strategic investments and acquisitions.

Upon redemption of the purchase contracts included in Units or separate purchase contracts in connection with an acquisition termination redemption, our common stock may incur immediate net tangible book value dilution on a per share basis.

The market price and trading volume of our shares of common stock may be volatile, which may make it difficult for you to resell your shares of common stock when you want or at prices you find attractive.

The market price of our shares of common stock has fluctuated substantially and may continue to fluctuate in response to multiple factors, some of which are beyond our control, as described under "Special Note on Forward-Looking Statements" in the base prospectus to which this prospectus supplement forms a part and documents incorporated herein by reference.

The stock markets in general have experienced extreme volatility that has at times been unrelated to the operating performance of particular companies. These broad market fluctuations may adversely affect the market price of our common stock, make it difficult to predict the market price of our common stock in the future and cause the value of your investment to decline.

The purchase contracts, pursuant to which we will deliver shares of our common stock, are components of the Units. The number of shares of common stock that you will receive upon settlement

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of a purchase contract, whether as a component of a Unit or a separate purchase contract, will depend upon the daily VWAPs of our common stock for each of the 20 consecutive trading days in the observation period. Because the price of our common stock fluctuates, there can be no assurance that the market value of our common stock received by you per purchase contract will be equal to or greater than the initial reference price of $16.13. You will realize a loss on any decline in the market value of our common stock below the reference price. Furthermore, because we will in no event deliver more than 6.1996 shares of our common stock (subject to adjustment) upon settlement of a purchase contract, the market value of our common stock delivered upon settlement may be less than the effective price per share paid by you for such common stock on the date of the issuance of the Units. Therefore, you assume the entire risk that the market value of our common stock may decline before the mandatory settlement date or any early settlement date or acquisition redemption date. Any decline in the market value of our common stock may be substantial.

The trading prices for the Units, the purchase contracts and the amortizing notes will be directly affected by the trading prices for our common stock, the general level of interest rates and our credit quality, each of which is impossible to predict.

It is impossible to predict whether the prices of our common stock, prevailing interest rates or our credit quality will rise or fall. The market price of our common stock will be influenced by general stock market conditions and our operating results and business prospects and other factors described elsewhere in these "Risk Factors" and in risk factors contained in documents incorporated herein by reference. In addition, sales by us or our stockholders of substantial amounts of common stock in the market after the offering of the Units or the perception that those sales could occur can affect the price of our common stock. The market for our common stock likely will influence, and be influenced by, a market that develops for the Units, if any, or the separate purchase contracts. For example, investors' anticipation of the distribution into the market of the additional shares of common stock issuable upon settlement of the purchase contracts could depress the price of our common stock and increase the volatility with respect to our common stock, which could in turn depress the price of the Units and the separate purchase contracts. The price of our common stock also could be affected by possible sales of such common stock by investors who view the Units as a more attractive means of equity participation in us and by hedging or arbitrage trading activity that is likely to develop involving the Units, separate purchase contracts and our common stock. The arbitrage activity could, in turn, affect the trading prices of the Units, the separate purchase contracts and our common stock.

There may be future sales or other dilution of our equity, which may adversely affect the market price of the shares of our common stock and/or dilute the value of shares of our common stock but without triggering an anti-dilution adjustment under the terms of the purchase contracts.

We are not restricted from issuing, and stockholder approval is not required in order to issue, additional shares of common stock, including securities that are convertible into or exchangeable for, or that represent the right to receive, shares of common stock, except any stockholder approval required by the NYSE. The terms of the Units will not contain any such restrictions. Issuances of a substantial number of shares of our common stock or other equity or equity-linked securities could depress the market price of our shares of common stock or dilute our common stock. We cannot predict the effect that future issuances of our common stock or other equity-related securities would have on the market price of the Units, the purchase contracts or our shares of common stock.

In addition, the number of shares of common stock issuable upon settlement of the purchase contracts is subject to adjustment only for certain events, including, but not limited to, the issuance of stock dividends on our common stock, the issuance of certain rights or warrants, subdivisions, combinations, distributions of capital stock, indebtedness or assets, certain cash dividends and certain issuer tender or exchange offers. The number of shares of common stock deliverable upon settlement is

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not subject to adjustment for other events that may adversely affect the value of our common stock, such as employee stock grants, offerings of our common stock for cash, certain exchanges of our common stock for other securities or in connection with acquisitions and other transactions. Accordingly, we may issue equity or equity-linked securities without triggering anti-dilution adjustments under the purchase contracts.

Shares of our common stock are equity securities and are subordinated to our existing and future indebtedness and structurally subordinated to all the indebtedness claims against our subsidiaries.

Shares of our common stock are equity interests and do not constitute indebtedness. As such, shares of our common stock will rank junior in right of payment to all of our indebtedness and to other non-equity claims against us and our assets available to satisfy claims against us, including claims in a bankruptcy, liquidation or similar proceeding.

In addition, our right to participate in any distribution of assets of any of our subsidiaries upon the subsidiary's liquidation, reorganization or otherwise, and thus your ability as a holder of shares of common stock to benefit indirectly from such distribution, will be subject to the prior claims of creditors of that subsidiary, except to the extent that any of our claims as a creditor of such subsidiary may be recognized. As a result, our common stock structurally is subordinated to all existing and future liabilities and obligations of our subsidiaries.

You will receive only a portion of any appreciation in the market price of our common stock.

The aggregate market value of our common stock delivered to you upon settlement of a purchase contract on the mandatory settlement date (unless earlier settled and subject to postponement in certain limited circumstances set forth herein) generally will exceed the $100.00 stated amount of each Unit only if the daily VWAPs per share of our common stock over the observation period generally exceed the threshold appreciation price per share. Therefore, during the period prior to the mandatory settlement date, an investment in a Unit affords less opportunity for equity appreciation than a direct investment in our common stock at the initial reference price. If, for the applicable observation period, the daily VWAP remains constant and is less than the threshold appreciation price but greater than the reference price, the purchase contracts will settle at the money, and you would not receive the benefit of any appreciation in the market value of our common stock. Furthermore, if, for the applicable observation period, the daily VWAP remains constant and is greater than or equal to the threshold appreciation price, you would receive only a portion of the appreciation in the market value of our common stock that you would have received had you purchased $100.00 worth of shares of our common stock at the initial reference price instead of a Unit. See "Description of the Purchase Contracts Delivery of Common Stock" for a table showing the number of shares of our common stock that you would receive at various daily VWAPs based on the assumptions set forth therein.

We may not be able to generate sufficient cash flow to service all of our indebtedness, including the notes offered hereby, and be forced to take other actions to satisfy our obligations under our indebtedness, which may not be successful.

As of March 31, 2016, on a pro forma basis after giving effect to this offering (assuming no exercise of the underwriters' over-allotment option to purchase additional Units) and an aggregate of $2.450 billion of indebtedness we intend to incur in connection with the Acquisition, we would have had $10.142 billion of total consolidated indebtedness, $3.228 billion of which would have been secured indebtedness. $825 million of such unsecured indebtedness was incurred by Genco, a subsidiary of IPH, and is non-recourse to Dynegy. Our ability to make scheduled payments or to refinance these or future debt obligations depends on our financial and operating performance, which is subject to prevailing economic and competitive conditions and to certain financial, business and other factors beyond our control. We cannot assure you that we will maintain a level of cash flows from operating activities

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sufficient to permit us to pay the principal, premium, if any, and interest on our indebtedness. In addition, we and our subsidiaries may be able to incur substantial additional indebtedness in the future.

If our cash flows and capital resources are insufficient to fund our debt service obligations, we may be forced to reduce or delay capital expenditures, sell assets or operations, seek additional debt or equity capital or restructure or refinance our indebtedness, including the amortizing notes constituting a component of the Units offered hereby. We cannot assure you that we would be able to take any of these actions, that these actions would be successful and permit us to meet our scheduled debt service obligations or that these actions would be permitted under the terms of our existing or future debt agreements, including the Units offered hereby. In the absence of such operating results and resources, we could face substantial liquidity problems and might be required to dispose of material assets or operations to meet our debt service and other obligations.

If we cannot make scheduled payments on our debt, we will be in default and, as a result:

- our debt holders could declare all outstanding principal and interest to be due and payable and we may not be able to make payments on the amortizing notes or our other indebtedness;

- the lenders under our credit facility could terminate their commitments to lend us money and foreclose against the assets securing their borrowings; and

- we could be forced into bankruptcy or liquidation, which could result in you losing your investment in the Units.

Our existing and future secured creditors will have a prior claim on our assets to the extent of the value of the collateral securing their indebtedness.

The amortizing notes will be our general senior unsecured obligations and will be effectively subordinated to all of our existing and future secured debt, to the extent of the lesser of the value of the assets securing such debt and the obligations secured thereby, including our obligations under the credit facility. As of March 31, 2016, on a pro forma basis after giving effect to this offering (assuming no exercise of the underwriters' over-allotment option to purchase additional Units) and an aggregate of $2.450 billion of indebtedness we intend to incur in connection with the Acquisition, we would have had approximately $10.142 billion of total consolidated indebtedness, $3.228 billion of which would have been secured indebtedness. $825 million of such unsecured indebtedness was incurred by Genco, a subsidiary of IPH, and is non-recourse to Dynegy. The provisions of the indenture governing the amortizing notes will not prohibit us from incurring additional secured indebtedness in the future.

Holders of our secured indebtedness will have claims that are prior to the claims of holders of the amortizing notes to the extent of the value of the assets securing that other indebtedness. Notably, we and certain of our subsidiaries are parties to the credit facility. In the event of any distribution or payment of our assets in any foreclosure, dissolution, winding-up, liquidation, reorganization or other bankruptcy proceeding, holders of secured indebtedness will have prior claim to those of our assets that constitute their collateral. Holders of the amortizing notes will participate ratably with all holders of our unsecured indebtedness that is deemed to be of the same class as the amortizing notes, and potentially with all of our other general creditors, based upon the respective amounts owed to each holder or creditor, in our remaining assets. In any of the foregoing events, we cannot assure you that there will be sufficient assets to pay amounts due on the amortizing notes. As a result, holders of amortizing notes may receive less, ratably, than holders of secured indebtedness.

The amortizing notes will be structurally subordinated to all indebtedness of our existing or future subsidiaries.

You will not have any claim as a creditor against any of our current or future subsidiaries. In the event of a bankruptcy, liquidation, reorganization or other winding up of any of our subsidiaries, such

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subsidiaries will pay the holders of their debts, holders of preferred equity interests and their trade creditors before they will be able to distribute any of their assets to us (except to the extent we have a claim as a creditor of such subsidiary). As of March 31, 2016, on a pro forma basis after giving effect to this offering (assuming no exercise of the underwriters' over-allotment option to purchase additional Units) and an aggregate of $2.450 billion of indebtedness we intend to incur in connection with the Acquisition, our consolidated subsidiaries had approximately $10.142 billion of total indebtedness, $3.228 billion of which would have been secured indebtedness. $825 million of such unsecured indebtedness was incurred by Genco, a subsidiary of IPH, and is non-recourse to Dynegy.

We may not be able to settle your purchase contracts and deliver shares of our common stock, or make payments on the amortizing notes, in the event that we file for bankruptcy.

Upon the recurrence of specified events of bankruptcy, insolvency or reorganization with respect to Dynegy, the mandatory settlement date for each purchase contract, whether held separately or as part of a Unit, will automatically accelerate. If we file for bankruptcy protection prior to settlement of the purchase contracts, we may be unable to deliver our common stock to you and, in such circumstances, we expect that your claim will be relegated to a claim in bankruptcy that ranks equally with the claims of our common stockholders, in which case you will only be able to recover damages to the extent holders of our common stock receive any recovery. Indeed, to the extent that the purchase contracts are "executory contracts" as defined in the Bankruptcy Code, under the Bankruptcy Code we would be prohibited from assuming the purchase contracts and delivering our common stock to you. See "Description of the Purchase Contracts Consequences of Bankruptcy." In addition, bankruptcy law generally prohibits the payment of pre-bankruptcy debt by a company that has commenced a bankruptcy case while the case is pending. If we become a debtor in a bankruptcy case, so long as the case was pending you would likely not receive payments of principal or interest due under the amortizing note component of the Units.

Recent and future regulatory actions and other events may adversely affect the trading price and liquidity of the Units and purchase contracts.

We expect that many investors in, and potential purchasers of, the Units and purchase contracts will employ, or seek to employ, an equity-linked arbitrage strategy with respect to the Units and purchase contracts. Investors would typically implement such a strategy by selling short the common stock underlying the Units and dynamically adjusting their short position while continuing to hold the Units and purchase contracts. Investors may also implement this type of strategy by entering into swaps on our common stock in lieu of or in addition to short selling the common stock. The SEC and other regulatory and self-regulatory authorities have implemented rules and may adopt additional rules or take other actions (including as a result of the implementation of certain regulatory reforms required by the Dodd-Frank Wall Street Reform and Consumer Protection Act of 2010) that may impact those engaging in short selling activity involving equity securities (including our common stock). In particular, current Rule 201 of SEC Regulation SHO generally restricts the price at which a short sale may be impacted when the price of a "covered security" (including our common stock) triggers a "circuit breaker" by falling 10% or more from the security's closing price as of the end of regular trading hours on the prior day. If this circuit breaker is triggered, then for the remainder of the day and the following day, short sale orders can be displayed or executed only if the order price is above the current national best bid, subject to certain limited exceptions. Any governmental or regulatory action that restricts the ability of investors in, or potential purchasers of, the Units to effect short sales of our common stock or enter into swaps on our common stock could adversely affect the trading price and the liquidity of the Units and purchase contracts.

In addition, if investors and potential purchasers seeking to employ an equity-linked arbitrage strategy are unable to borrow or enter into swaps on our common stock, in each case, on commercially reasonable terms, the trading price and liquidity of the Units and purchase contracts may be adversely affected.

You may receive shares of common stock upon settlement of the purchase contracts that are lower in value than the price of our common stock just prior to the mandatory settlement date or acquisition redemption settlement date, as the case may be.

Because the daily settlement amounts are determined based on the daily VWAP of our common stock for each of the 20 consecutive trading days during the observation period and the applicable market value of our common stock is determined over the 20 consecutive trading days beginning on, and including, the 23rd scheduled trading day immediately preceding the scheduled acquisition redemption settlement date, as the case may be, the number of shares of common stock delivered for each purchase contract on the mandatory settlement date (subject to postponement in certain limited circumstances) or the acquisition redemption settlement date, as the case may be, may be greater than or less than the number that would have been delivered based on the closing price of our common stock on the last trading day of the observation period. In addition, you will bear the risk of fluctuations in the market price of the shares of common stock deliverable upon settlement of the purchase contracts between the end of such period and the date such shares are delivered.

If you elect to settle your purchase contracts prior to the mandatory settlement date, you may not receive the same return on your investment as purchasers whose purchase contracts are settled on the mandatory settlement date.

Holders of the Units or separate purchase contracts have the option to settle their purchase contracts early during the period beginning on, and including, the business day immediately following the date of initial issuance of the Units to, but excluding, the third business day immediately preceding the mandatory settlement date. However, if you elect to settle your purchase contracts early, you will receive for each purchase contract a number of shares of common stock equal to the applicable minimum settlement rate, regardless of the current market value of our common stock, unless you elect to settle your purchase contracts early in connection with a fundamental change, in which case you will be entitled to settle your purchase contracts at the applicable fundamental change early settlement rate, which may be greater than the applicable minimum settlement rate. In either case, you may not receive the same return on your investment as purchasers whose purchase contracts are settled on the mandatory settlement date (subject to postponement in certain limited circumstances).

Upon issuance of the Units, our common stock will incur immediate dilution.

Upon issuance of the Units, which includes a purchase contract component, our common stock will incur immediate and substantial net tangible book value dilution on a per share basis.

The secondary market for the Units, the purchase contracts and the amortizing notes may be illiquid.

The Units will be new securities for which there is no established trading market. We intend to apply for a listing of the Units on the NYSE under the symbol "DYNC". However, we can give no assurance that the Units will be so listed. If approved for listing, we expect that the Units will begin trading on the NYSE within 30 days after the Units are first issued. Although the representatives of the underwriters have advised us that they intend to make a market in the Units, they are not obligated to do so. The representatives of the underwriters may discontinue market making at any time in their sole discretion without notice. Accordingly we cannot assure you that a liquid trading market will develop for the Units (or, if developed, that a liquid trading market will be maintained), that you will be able to sell Units at a particular time or that the prices you receive when you sell will be favorable.

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Beginning on the business day immediately succeeding the date of initial issuance of the Units, purchasers of Units will be able to separate each Unit into a purchase contract and an amortizing note. We are unable to predict how the separate purchase contracts or the separate amortizing notes will trade in the secondary market, or whether that market will be liquid or illiquid. Initially, we will not apply to list the separate purchase contracts or the separate amortizing notes on any securities exchange or automated inter-dealer quotation system, but we might apply to list such separate purchase contracts and separate amortizing notes in the future as described herein. If (i) a sufficient number of Units are separated into separate purchase contracts and separate amortizing notes and traded separately such that applicable listing requirements are met and (ii) a sufficient number of holders of such separate purchase contracts and separate amortizing notes request that we list such separate purchase contracts and separate amortizing notes, we might endeavor to list such separate purchase contracts and separate amortizing notes on an exchange of our choosing (which may or may not be the NYSE) subject to applicable listing requirements.

The purchase contract agreement will not be qualified under the Trust Indenture Act, and the obligations of the purchase contract agent are limited.

The purchase contract agreement between us and the purchase contract agent will not be qualified as an indenture under the Trust Indenture Act of 1939, and the purchase contract agent will not be required to qualify as a trustee under the Trust Indenture Act. Thus, you will not have the benefit of the protection of the Trust Indenture Act with respect to the purchase contract agreement or the purchase contract agent. The amortizing notes constituting a part of the Units will be issued pursuant to an indenture, which has been qualified under the Trust Indenture Act. Accordingly, if you hold Units, you will have the benefit of the protections of the Trust Indenture Act only to the extent applicable to the amortizing notes. The protections generally afforded the holder of a security issued under an indenture that has been qualified under the Trust Indenture Act include:

- disqualification of the indenture trustee for "conflicting interests," as defined under the Trust Indenture Act;
- provisions preventing a trustee that is also a creditor of the issuer from improving its own credit position at the expense of the security holders immediately prior to or after a default under such indenture; and
- the requirement that the indenture trustee deliver reports at least annually with respect to certain matters concerning the indenture trustee and the securities.

The fundamental change early settlement rate or the amount of cash and/or number shares of our common stock paid or delivered, as the case may be, upon an acquisition termination redemption, may not adequately compensate you for the lost value of your purchase contracts.

If a "fundamental change" occurs and you elect to exercise your fundamental change early settlement right, you will be entitled to settle your purchase contracts at the applicable fundamental change early settlement rate. In addition, in connection with any acquisition termination redemption, upon redemption of the purchase contracts, you will be paid an amount of cash equal to the redemption amount (or, in certain circumstances, a number of shares of our common stock or any combination of cash and shares of our common stock). Although the fundamental change early settlement rate or the redemption amount is designed to compensate you for the lost value of your purchase contracts as a result of the early settlement of the purchase contracts, this feature may not adequately compensate you for such loss. In addition, if the stock price in the fundamental change is greater than $50.00 per share (subject to adjustment), this feature of the purchase contracts will not compensate you for any additional loss suffered in connection with a fundamental change. See

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"Description of the Purchase Contracts Early Settlement Upon a Fundamental Change" and "Description of the Purchase Contracts Acquisition Termination Redemption."

Our obligation to settle the purchase contracts at the fundamental change early settlement rate or to redeem the purchase contracts pursuant to an acquisition termination redemption could be considered a penalty, in which case the enforceability thereof would be subject to general principles of reasonableness of economic remedies.

The minimum settlement rate, maximum settlement rate, reference price and threshold appreciation price of the purchase contracts may not be adjusted for all dilutive events.

The minimum settlement rate, maximum settlement rate, reference price and threshold appreciation price of the purchase contracts are subject to adjustment for certain events, including, but not limited to, certain dividends on our common stock, the issuance of certain rights, options or warrants to holders of our common stock, subdivisions or combinations of our common stock, certain distributions of assets, debt securities, capital stock or cash to holders of our common stock and certain tender offers or exchange offers, as described under "Description of the Purchase Contracts Adjustments to the Fixed Settlement Rates" in this prospectus supplement. The minimum settlement rate, maximum settlement rate, reference price and threshold appreciation price will not be adjusted for other events, such as an issuance of our common stock for cash, that may adversely affect the trading price of the purchase contracts or the Units and the market price of our common stock. There can be no assurance that an event will not occur that is adverse to the interests of the holders of the purchase contracts or the Units and their value, but that does not result in an adjustment to the minimum settlement rate, maximum settlement rate, reference price and threshold appreciation price.

We may not have the ability to raise the funds necessary to repurchase the amortizing notes following a fundamental change, the exercise of our early mandatory settlement right or in connection with an acquisition termination redemption, and our debt outstanding at that time may contain limitations on our ability to repurchase the amortizing notes.

If a fundamental change occurs, or if we elect to exercise our early mandatory settlement right or effect an acquisition termination redemption, holders of the amortizing notes will have the right to require us to repurchase the amortizing notes on the repurchase date at the repurchase price described under "Description of the Amortizing Notes Repurchase of Amortizing Notes at the Option of the Holder." However, we may not have enough available cash or be able to obtain financing at the time it is required to make repurchases of amortizing notes surrendered for repurchase, particularly as the exercise of such right, or the events giving rise to our exercise of such right, may trigger a similar repurchase requirement for a portion of our other indebtedness. In addition, our ability to repurchase the amortizing notes may be limited by agreements governing our current and future indebtedness. Our failure to repurchase amortizing notes at a time when the repurchase is required by the indenture would constitute a default under the indenture. A default under the indenture could also lead to a default under agreements governing our other indebtedness outstanding at that time. If the repayment of the other indebtedness were to be accelerated after any applicable notice or grace periods, we may not have sufficient funds to repay the indebtedness and repurchase the amortizing notes.

Until you have the rights of a record holder with respect to shares of our common stock deliverable under the purchase contracts, you are not entitled to any rights with respect to our common stock, but you are subject to all changes made with respect to our common stock.

Until you have the rights of a record holder with respect to shares of our common stock deliverable under the purchase contracts, you are not entitled to any rights with respect to our common stock, including voting rights and rights to receive any dividends or other distributions on our common stock, but you are subject to all changes affecting our common stock. The purchase contracts do not

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confer on you any rights with respect to our common stock except at the times, and subject to the conditions, described herein. For example, in the event that an amendment to our amended and restated articles of incorporation (our "articles of incorporation") or our amended and restated bylaws (our "bylaws") requiring stockholder approval is proposed and the record date for determining the stockholders of record entitled to vote on the amendment occurs prior to the date you are deemed the owner of the shares of our common stock, you will not be entitled to vote on the amendment, although you will nevertheless be subject to any changes in the powers, preferences or special rights of our common stock once you become a stockholder.

Some significant restructuring transactions may not constitute fundamental changes, in which case we would not be obligated to early settle the purchase contracts or repurchase the amortizing notes.

Upon the occurrence of specified fundamental changes, you will have the right to require us to settle the purchase contracts or repurchase the amortizing notes. However, the definition of "fundamental change" herein is limited to specified corporate events and may not include other events that might adversely affect our financial condition or the value of the purchase contracts or amortizing notes. For example, events such as leveraged recapitalizations, refinancings, restructurings or acquisitions initiated by us may not constitute a fundamental change requiring us to settle the purchase contracts at the applicable fundamental change early settlement rate or to repurchase the amortizing notes. In the event of any such events, the holders of the purchase contracts and amortizing notes would not have the right to require us to settle the purchase contracts at the applicable fundamental change early settlement rate or repurchase their amortizing notes, as applicable, even though each of these transactions could increase the amount of our indebtedness, or otherwise adversely affect our capital structure or any credit ratings, thereby adversely affecting the trading price of the purchase contracts or amortizing notes.

The liquidity of any trading market that develops for the Units may be adversely affected by future repurchases by us of Units through exchange offers, open market repurchases, privately negotiated transactions or otherwise.

We may in the future repurchase the Units, through exchange offers, open market repurchases, privately negotiated transactions or otherwise. If a significant percentage of the Units were repurchased or exchanged in any such transaction, the liquidity of the trading market for the Units, if any, may be substantially reduced. Any Units repurchased or exchanged will reduce the amount of Units outstanding. As a result, the Units may trade at a discount to the price at which they would trade if the applicable transaction was not consummated due to such decreased liquidity, subject to prevailing interest rates, the market for similar securities and other factors. A smaller outstanding amount of the Units may also make the trading prices of the Units more volatile. If a portion of the Units were repurchased or exchanged in the future, there might not be an active market in the Units and the absence of an active market could adversely affect your ability to trade the Units and the prices at which the Units may be traded.

The U.S. federal income tax consequences relating to the Units are uncertain.

No statutory, judicial or administrative authority directly addresses the characterization of the Units or instruments similar to the Units for U.S. federal income tax purposes. As a result, some aspects of the U.S. federal income tax consequences of an investment in the Units are not certain. Specifically, the amortizing notes and the purchase contracts could potentially be recharacterized as a single instrument for U.S. federal income tax purposes, in which case (i) holders could be required to recognize as income the entire amount of each payment on the amortizing notes (rather than treating a portion as a tax-free return of principal) and (ii) payments made to non-U.S. Holders (as defined below under "Material U.S. Federal Income Tax Considerations") on the amortizing notes, including

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payments denominated as principal, could potentially be subject to U.S. federal withholding tax. No ruling is being requested from the IRS with respect to the Units, and no assurance can be given that the IRS will agree with the conclusions expressed below under "Material U.S. Federal Income Tax Considerations." Prospective investors should consult their tax advisors regarding the tax considerations discussed thereunder and the potential alternative tax characterizations of the Units.

You may be subject to tax upon an adjustment to the settlement rate of the purchase contracts even though you do not receive a corresponding cash distribution.

The fixed settlement rates of the purchase contracts are subject to adjustment in certain circumstances, including, without limitation, the payment of certain cash dividends and upon a fundamental change. If the fixed settlement rates are adjusted as a result of a distribution that is taxable to our common stockholders, such as a cash dividend, you may be deemed to have received for U.S. federal income tax purposes a taxable dividend to the extent of our earnings and profits without the receipt of any cash. If you are a Non-U.S. Holder (as defined in "Material U.S. Federal Income Tax Considerations"), such deemed dividend may be subject to U.S. federal withholding tax (currently at a 30% rate, or such lower rate as may be specified by an applicable income tax treaty), which may be withheld from shares of common stock or sales proceeds subsequently paid or credited to you. See "Material U.S. Federal Income Tax Considerations Tax Consequences to Non-U.S. Holders Constructive Dividends."

Non-U.S. holders may be subject to U.S. federal income tax.

We have not determined whether we are a "United States real property holding corporation" for U.S. federal income tax purposes. If we are a United States real property holding corporation, Non-U.S. Holders (as defined in "Material U.S. Federal Income Tax Considerations") of the Units, the purchase contracts or our common stock may be subject to U.S. federal income or withholding tax, or both, in respect of payments in connection with a sale, a transfer or other taxable disposition of the Units, the purchase contracts and/or our common stock if they exceed certain ownership levels. Prospective Non-U.S. Holders are urged to consult their tax advisors with respect to the U.S. federal income tax consequences of acquiring, owning, settling and disposing of the Units, the purchase contracts and our common stock. See "Material U.S. Federal Income Tax Considerations Tax Consequences to Non-U.S. Holders."

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USE OF PROCEEDS

We estimate that the net proceeds of this offering, after deducting underwriting discounts, commissions and before estimated offering expenses, will be approximately $385.5 million (or approximately $443.7 million if the underwriters exercise their over-allotment option to purchase additional Units in full), in each case based on the assumed public offering price per Unit set forth below. We intend to use the net proceeds of this offering, together with the Debt Financing, the ECP Stock Purchase and cash-on-hand to finance the Acquisition and to pay related fees and expenses. If the Acquisition is not consummated and we decide not to redeem the Units upon such occurrence, we will use all of the net proceeds from this offering for general corporate purposes, which may include strategic investments and acquisitions.

The following table outlines the sources and uses of funds for the Transactions. The table assumes that we complete the Acquisition and the Financing Transactions simultaneously, although the Financing Transactions are expected to occur before the consummation of the Acquisition. The table also assumes that we complete the Transactions on the terms and in accordance with the assumptions set forth under "Summary Summary Unaudited Pro Forma Condensed Combined Financial Information" and in the Financial Information 8-K, which is incorporated by reference into this prospectus supplement. All of the amounts in the following table are estimated. The actual amount of net proceeds from this offering will likely be different from the amount reflected in the following table, and other actual amounts may vary from the estimated amounts set forth below. If the Transactions are not completed or the aggregate net proceeds from the Financing Transactions are less than the amount we have assumed for purposes of the above table, we may be required to obtain additional financing in order to effect the Acquisition.

Source of Funds			Use of Funds		
		(dollars in millions)			
Debt Financing:					
Revolving credit facility	$	450.0	Acquisition consideration	$	3,300.0
Incremental term loan facility		2,000.0	Adjustment(1)		(79.6)
ECP Stock Purchase		150.0	Fees and expenses		119.6
Units offered hereby		400.0			
Cash-on-hand		340.0			
Total sources of funds	$	3,340.0	**Total uses of funds**	$	3,340.0

(1) Pursuant to the Acquisition Agreement, the acquisition consideration will be adjusted based on a schedule of the parties' estimates of GSENA's cumulative cash flow (as calculated) from and including the month in which the Acquisition is consummated (with the cash flow for such month prorated based on the number of days remaining in such month) to December 31, 2016. If the Acquisition is consummated after December 31, 2016, the adjustment will be $0. The chart below sets forth the parties' estimates of GSENA's monthly cash flow for the months indicated. For the purposes of the sources and uses above, we have assumed the Acquisition will close on October 1, 2016, which would entitle us to a reduction of the acquisition consideration of $79.6 million (which comprises the aggregate amount of the remaining monthly cash flows shown in the table below). Any change in the adjustment from our assumption will result in a corresponding increase or

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decrease, which we intend to finance through cash-on-hand, debt or equity level financing or capacity revenue monetization.

Month During Which Closing Occurs	Cash Flow Amount
July 2016	$ 51.0
August 2016	70.5
September 2016	11.1
October 2016	(11.5)
November 2016	(45.3)
December 2016	(22.8)

For more information, see "Summary Summary Unaudited Pro Forma Condensed Combined Financial Information" included in this prospectus supplement and in the Unaudited Pro Forma Condensed Consolidated Financial Information filed as an exhibit to the Pro Forma Form 8-K, which is incorporated by reference into this prospectus supplement.

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CAPITALIZATION

The following table sets forth our consolidated cash and cash equivalents and our consolidated capitalization as of March 31, 2016:

- on an actual basis;
- on an as adjusted basis, after giving effect to this offering (but not the use of proceeds therefrom for purposes of financing a portion of the Acquisition);
- on an as further adjusted basis to also give effect to the Financing Transactions and use of cash-on-hand (but not the use of proceeds therefrom for purposes of financing a portion of the Acquisition); and
- on an as further adjusted basis to also give effect to the Acquisition, the payment of related fees and expenses and the application of a portion of the net proceeds of the Financing Transactions and available cash for those purposes.

The as adjusted data in the following table assumes that the applicable transactions had been completed as of March 31, 2016, on the terms and in accordance with the assumptions set forth under "Summary Summary Unaudited Pro Forma Condensed Combined Financial Information" included in this prospectus supplement and in the Unaudited Pro Forma Condensed Combined Financial Information filed as an exhibit to the Financial Information 8-K, which is incorporated by reference into this prospectus supplement. You should read the following information in conjunction with the sections entitled "Risk Factors" and "Summary Summary Unaudited Pro Forma Condensed Combined Financial Information," each included in this prospectus supplement, the Unaudited Pro Forma Condensed Combined Financial Information filed as an exhibit to the Financial Information 8-K and the sections entitled "Management's Discussion and Analysis of Financial Condition and Results of Operations" contained in our Annual Report on Form 10-K for the year ended December 31, 2015, and in our Quarterly Report on Form 10-Q for the quarter ended March 31, 2016, each incorporated by reference in this prospectus supplement, and (i) the financial statements of Duke Midwest and the EquiPower Assets and the related notes incorporated by reference into this prospectus supplement and (ii) the financial statements of the GSENA Thermal Assets and the related notes incorporated by reference into this prospectus supplement. The data presented in the following table is for illustrative purposes only, does not purport to reflect what our actual financial position would have been had this

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offering (and the use of proceeds contemplated hereby) actually taken place on such date and is not necessarily indicative of our financial position as of the specified date or in the future.

	As of March 31, 2016				
			As Further Adjusted		
	Actual	Adjusted for this Offering	Other Equity and Debt Transactions	For the Acquisition	Total, as Adjusted
			(in millions)		
Cash and cash equivalents	$ 821	$ 388	$ 2,528	$ (3,343)	$ 394
Long-term debt (including current portion):					
Revolving Credit Facility(1)(2)	$	$	$ 450	$	$ 450
Term Loan Agreement(1)	778		2,000		2,778
5.875% Senior Notes due 2023	500				500
7.95% Senior Notes due 2032 Genco(3)	275				275
7.00% Senior Notes due 2018 Genco(3)	300				300
6.30% Senior Notes due 2020 Genco(3)	250				250
6.75% Senior Notes due 2019	2,100				2,100
7.375% Senior Notes due 2022	1,750				1,750
7.625% Senior Notes due 2024	1,250				1,250
Amortizing notes that are components of the Units offered hereby(4)		60			60
Forward capacity agreement	219				219
Inventory Financing Agreements	134				134
Equipment Financing Agreements	76				76
Unamortized debt discounts and issuance costs(5)	(220)	(2)	(72)		(294)
Total long-term debt (including current portion)	$ 7,412	$ 58	$ 2,378	$	$ 9,848
Stockholders' equity					
Preferred stock, $0.01 par value, 20,000,000 shares authorized:					
Series A 5.375% mandatory convertible preferred stock, $0.01 par value; 4,000,000 shares issued and outstanding, respectively	400				400
Common stock, $0.01 par value, 420,000,000; 128,566,819 shares issued and 117,240,697 shares outstanding at March 31,2016; 128,228,477 share issued and 116,902,355 shares outstanding at December 31, 2015	1				1
Additional paid-in capital(6)	3,186	330	150		3,666
Accumulated other comprehensive income, net of tax	18				18
Accumulated deficit	(696)			319	(377)
Total Dynegy stockholders' equity	$ 2,909	$ 330	$ 150	$ 319	$ 3,708
Noncontrolling interest	(2)				(2)
Total equity	2,907	330	150	319	3,706
Total capitalization	$ 10,319	$ 388	$ 2,528	$ 319	$ 13,554

(1)