

DYNEGY INC.  
Form SC 13D/A  
November 02, 2010

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**SCHEDULE 13D**

Under the Securities Exchange Act of 1934

(Amendment No. 2)\*

**DYNEGY INC.**

(Name of issuer)

Common Stock, par value \$0.01 per share

(Title of class of securities)

26817G300

(CUSIP number)

Michael R. Anastasio, Jr.

c/o Seneca Capital Investments, LP

590 Madison Avenue, 28th Floor

New York, New York 10022

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212-888-2999

(Name, address and telephone number of person authorized to receive notices and communications)

November 2, 2010

(Date of event which requires filing of this statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box. "

**Note:** Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See §240.13d-7 for other parties to whom copies are to be sent.

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page. The information required on the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 ( Act ) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

1. Names of reporting persons. I.R.S. Identification Nos. of above persons (entities only).

Seneca Capital International Master Fund, L.P.

2. Check the appropriate box if a member of a group

(a) " (b) "

3. SEC use only

4. Source of funds

WC

5. Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e) "

6. Citizenship or place of organization

Cayman Islands

7. Sole voting power

Number of

shares 0 shares  
8. Shared voting power

beneficially

owned by 7,712,100 shares (See Item 5)  
each 9. Sole dispositive power\*\*

reporting

person 0 shares  
10. Shared dispositive power  
with

7,712,100 shares (See Item 5)

11. Aggregate amount beneficially owned by each reporting person

7,712,100 shares (See Item 5)

12. Check if the aggregate amount in Row (11) excludes certain shares "

13. Percent of class represented by amount in Row (11)

6.4% (See Item 5)

14. Type of reporting person (see instructions)

OO (Limited Partnership)

1. Names of reporting persons. I.R.S. Identification Nos. of above persons (entities only).

Seneca Capital, L.P.

2. Check the appropriate box if a member of a group

(a) " (b) "

3. SEC use only

4. Source of funds

WC

5. Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e) "

6. Citizenship or place of organization

Delaware

7. Sole voting power

Number of

shares 0 shares  
8. Shared voting power

beneficially

owned by 3,514,400 shares (See Item 5)  
each 9. Sole dispositive power

reporting

person 0 shares  
10. Shared dispositive power

with

3,514,400 shares (See Item 5)

11. Aggregate amount beneficially owned by each reporting person

3,514,400 shares (See Item 5)

12. Check if the aggregate amount in Row (11) excludes certain shares "

13. Percent of class represented by amount in Row (11)

2.9% (See Item 5)

14. Type of reporting person (see instructions)

OO (Limited Partnership)

1. Names of reporting persons. I.R.S. Identification Nos. of above persons (entities only).

Seneca Capital Investments, L.P.

2. Check the appropriate box if a member of a group

(a) " (b) "

3. SEC use only

4. Source of funds

AF

5. Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e) "

6. Citizenship or place of organization

Delaware

7. Sole voting power

Number of

shares 0 shares  
8. Shared voting power

beneficially

owned by 11,226,500 shares (See Item 5)  
each 9. Sole dispositive power

reporting

person 0 shares  
10. Shared dispositive power

with

11,226,500 shares (See Item 5)

11. Aggregate amount beneficially owned by each reporting person

11,226,500 shares (See Item 5)

12. Check if the aggregate amount in Row (11) excludes certain shares "

13. Percent of class represented by amount in Row (11)

9.3% (See Item 5)

14. Type of reporting person (see instructions)

OO (Limited Partnership)



1. Names of reporting persons. I.R.S. Identification Nos. of above persons (entities only).

Seneca Capital Investments, LLC

2. Check the appropriate box if a member of a group

(a) " (b) "

3. SEC use only

4. Source of funds

AF

5. Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e) "

6. Citizenship or place of organization

Delaware

7. Sole voting power

Number of

shares 0 shares  
8. Shared voting power

beneficially

owned by 11,226,500 shares (See Item 5)  
each 9. Sole dispositive power

reporting

person 0 shares  
10. Shared dispositive power

with

11,226,500 shares (See Item 5)

11. Aggregate amount beneficially owned by each reporting person

11,226,500 shares (See Item 5)

12. Check if the aggregate amount in Row (11) excludes certain shares "

13. Percent of class represented by amount in Row (11)

9.3% (See Item 5)

14. Type of reporting person (see instructions)

OO (Limited Liability Company)

1. Names of reporting persons. I.R.S. Identification Nos. of above persons (entities only).

Seneca Capital International GP, LLC

2. Check the appropriate box if a member of a group

(a) " (b) "

3. SEC use only

4. Source of funds

AF

5. Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e) "

6. Citizenship or place of organization

Delaware

7. Sole voting power

Number of

shares 0 shares  
8. Shared voting power

beneficially

owned by 7,712,100 shares (See Item 5)

each 9. Sole dispositive power

reporting

person 0 shares  
10. Shared dispositive power

with

7,712,100 shares (See Item 5)

11. Aggregate amount beneficially owned by each reporting person

7,712,100 shares (See Item 5)

12. Check if the aggregate amount in Row (11) excludes certain shares "

13. Percent of class represented by amount in Row (11)

6.4% (See Item 5)

14. Type of reporting person (see instructions)

OO (Limited Liability Company)

1. Names of reporting persons. I.R.S. Identification Nos. of above persons (entities only).

Seneca Capital Advisors, LLC

2. Check the appropriate box if a member of a group

(a) " (b) "

3. SEC use only

4. Source of funds

AF

5. Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e) "

6. Citizenship or place of organization

Delaware

7. Sole voting power

Number of

shares 0 shares  
8. Shared voting power

beneficially

owned by 3,514,400 shares (See Item 5)

each 9. Sole dispositive power

reporting

person 0 shares  
10. Shared dispositive power

with

3,514,400 shares (See Item 5)

11. Aggregate amount beneficially owned by each reporting person

3,514,400 shares (See Item 5)

12. Check if the aggregate amount in Row (11) excludes certain shares "

13. Percent of class represented by amount in Row (11)

2.9% (See Item 5)

14. Type of reporting person (see instructions)

OO (Limited Liability Company)

1. Names of reporting persons. I.R.S. Identification Nos. of above persons (entities only).

Douglas A. Hirsch

2. Check the appropriate box if a member of a group

(a) " (b) "

3. SEC use only

4. Source of funds

AF

5. Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e) "

6. Citizenship or place of organization

United States

7. Sole voting power

Number of

shares 0 shares  
8. Shared voting power

beneficially

owned by 11,226,500 shares (See Item 5)  
each 9. Sole dispositive power

reporting

person 0 shares  
10. Shared dispositive power

with

11,226,500 shares (See Item 5)

11. Aggregate amount beneficially owned by each reporting person

11,226,500 shares (See Item 5)

12. Check if the aggregate amount in Row (11) excludes certain shares "

13. Percent of class represented by amount in Row (11)

9.3% (See Item 5)

14. Type of reporting person (see instructions)

IN



**Introduction**

This Amendment No. 2 ( Amendment No. 2 ) amends and supplements the Schedule 13D filed with the Securities and Exchange Commission (the SEC ) on October 7, 2010, as amended by Amendment No. 1 thereto filed with the SEC on October 21, 2010 (such Schedule 13D, as amended, the Schedule 13D ) on behalf of (i) Seneca Capital International Master Fund, L.P., a Cayman Islands exempted limited partnership ( International Fund ), (ii) Seneca Capital, L.P., a Delaware limited partnership ( U.S. Fund ), (iii) Seneca Capital Investments, L.P., a Delaware limited partnership ( Seneca LP ), (iv) Seneca Capital Investments, LLC, a Delaware limited liability company ( Seneca LLC ), (v) Seneca Capital International GP, LLC, a Delaware limited liability company ( Seneca International GP ), (vi) Seneca Capital Advisors, LLC, a Delaware limited liability company ( Seneca Advisors ), and (vii) Douglas A. Hirsch (together with each of the foregoing, the Reporting Persons ), with respect to shares of Common Stock, par value \$0.01 per share ( Common Stock ), of Dynegy Inc., a Delaware corporation (the Issuer ), beneficially owned by the Reporting Persons (the Shares ). Capitalized terms used and not otherwise defined in this Amendment No. 2 shall have the meanings previously ascribed thereto in the Schedule 13D.

Amendment No. 2 is filed to amend Item 4 of the Schedule 13D as set forth below.

**Item 4. Purpose of Transaction**

Item 4 is hereby amended to restate the second paragraph of Item 4, as initially filed, as follows:

The Reporting Persons intend to review their investments in the Issuer from time to time and have contemplated and reserve the right to implement plans or proposals with respect to the Issuer as a means of enhancing shareholder value, whether alone or with third parties. Specifically, the Reporting Persons are considering a proposal to replace two members of the Issuer s Board of Directors and proposals for stockholder resolutions encouraging the Issuer s Board of Directors to enhance stockholder value. In addition, the Reporting Persons are exploring the potential for alternative transactions to the Proposed Merger. Action taken by the Reporting Persons could include one or more purposes, plans or proposals that relate to or would result in actions required to be reported herein in accordance with Item 4 of Schedule 13D.

**SIGNATURE**

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

November 2, 2010

SENECA CAPITAL INTERNATIONAL MASTER FUND, L.P.

By: Seneca Capital International GP, LLC,  
Its General Partner

By: /s/ Douglas A. Hirsch  
Douglas A. Hirsch, Managing Member

SENECA CAPITAL, L.P.

By: Seneca Capital Advisors, LLC,  
Its General Partner

By: /s/ Douglas A. Hirsch  
Douglas A. Hirsch, Managing Member

SENECA CAPITAL INVESTMENTS, L.P.

By: Seneca Capital Investments, LLC,  
its General Partner

By: /s/ Douglas A. Hirsch  
Douglas A. Hirsch, Managing Member

SENECA CAPITAL INVESTMENTS, LLC

By: /s/ Douglas A. Hirsch  
Douglas A. Hirsch, Managing Member

SENECA CAPITAL INTERNATIONAL GP, LLC

By: /s/ Douglas A. Hirsch  
Douglas A. Hirsch, Managing Member

SENECA CAPITAL ADVISORS, LLC

By: /s/ Douglas A. Hirsch  
Douglas A. Hirsch, Managing Member

DOUGLAS A. HIRSCH

/s/ Douglas A. Hirsch  
Douglas A. Hirsch, individually