

DYNEGY INC.
Form 8-K
June 02, 2014

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

Date of Report (Date of earliest event reported)

June 2, 2014 (May29, 2014)

DYNEGY INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or Other Jurisdiction
of Incorporation)

001-33443
(Commission
File Number)

20-5653152
(I.R.S. Employer
Identification No.)

601 Travis, Suite 1400, Houston, Texas
(Address of principal executive offices)

77002
(Zip Code)

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(713) 507-6400

(Registrant's telephone number, including area code)

N.A.

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

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 5.07 Submission of Matters to a Vote of Security Holders.

On May 29, 2014, Dynegy Inc. (Dynegy) held its 2014 Annual Meeting of Stockholders. A total of 89,462,264 shares of Dynegy s common stock were present or represented by proxy at the meeting. During the meeting three proposals were voted upon. The votes were as follows:

Proposal 1 Election of seven directors to serve until the 2015 Annual Meeting of Stockholders, or until successors have been elected or appointed.

| DIRECTOR | VOTES FOR | VOTES WITHHELD | BROKER NON-VOTES |
|-------------------------|------------------|-----------------------|-------------------------|
| Hilary E. Ackermann | 87,724,018 | 129,797 | 1,608,449 |
| Paul M. Barbas | 87,724,416 | 129,399 | 1,608,449 |
| Robert C. Flexon | 87,724,432 | 129,383 | 1,608,449 |
| Richard Lee Kuersteiner | 87,653,472 | 200,343 | 1,608,449 |
| Jeffrey S. Stein | 87,656,999 | 196,816 | 1,608,449 |
| John R. Sult | 87,724,302 | 129,513 | 1,608,449 |
| Pat Wood III | 87,655,947 | 197,868 | 1,608,449 |

Proposal 2 Approval, on an advisory basis, of the compensation of Dynegy s named executive officers described in Dynegy s 2014 Proxy Statement.

| VOTES FOR | VOTES AGAINST | ABSTENTIONS | BROKER NON-VOTES |
|------------------|----------------------|--------------------|-------------------------|
| 83,847,586 | 3,995,935 | 10,294 | 1,608,449 |

Proposal 3 Ratification of the appointment of Ernst and Young LLP as Dynegy s independent registered public accountants for the fiscal year ending December 31, 2014.

| VOTES FOR | VOTES AGAINST | ABSTENTIONS |
|------------------|----------------------|--------------------|
| 89,382,458 | 78,017 | 1,789 |

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

DYNEGY INC.
(Registrant)

Dated: June 2, 2014

By: /s/ Catherine B. Callaway
Name: Catherine B. Callaway
Title: Executive Vice President, General Counsel and
Chief Compliance Officer