

DYNEGY INC.  
Form SC 13G/A  
February 14, 2013

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

SCHEDULE 13G  
(Rule 13d-102)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT  
TO RULES 13d-1(b), (c) AND (d) AND AMENDMENTS THERETO FILED  
PURSUANT TO 13d-2  
(Amendment No. 1)

Dynegy Inc.  
(Name of Issuer)

Common Stock, \$0.01 par value per share  
(Title of Class of Securities)

26817R108  
(CUSIP Number)

December 31, 2012  
(Date of Event which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)  
 Rule 13d-1(c)  
 Rule 13d-1(d)

\* 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 the disclosures provided in a prior cover page.

The information required in 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).

Continued on following pages  
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1. Names of Reporting Persons.  
  
Altai Capital Management, L.P.
  2. Check the Appropriate Box if a Member of a Group (See Instructions)  
  
(a)
  3. SEC Use Only  
  
(b)
  4. Citizenship or Place of Organization  
  
Delaware
  - Number of Shares Beneficially Owned by Each Reporting Person With:
    5. Sole Voting Power 0
    6. Shared Voting Power 0
    7. Sole Dispositive Power 0
    8. Shared Dispositive Power 0
  9. Aggregate Amount Beneficially Owned by Each Reporting Person  
  
0
  10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)
  11. Percent of Class Represented by Amount in Row (9)  
  
0.0%
  12. Type of Reporting Person (See Instructions)  
  
IA, PN
-

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1. Names of Reporting Persons.  
  
Altai Capital Management, LLC
  2. Check the Appropriate Box if a Member of a Group (See Instructions)  
  
(a)
  3. SEC Use Only  
  
(b)
  4. Citizenship or Place of Organization  
  
Delaware
  - Number of Shares Beneficially Owned by Each Reporting Person With:
    5. Sole Voting Power 0
    6. Shared Voting Power 0
    7. Sole Dispositive Power 0
    8. Shared Dispositive Power 0
  9. Aggregate Amount Beneficially Owned by Each Reporting Person  
  
0
  10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)
  11. Percent of Class Represented by Amount in Row (9)  
  
0.0%
  12. Type of Reporting Person (See Instructions)  
  
HC, OO
-

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1. Names of Reporting Persons.  
Steven V. Tesoriere
  2. Check the Appropriate Box if a Member of a Group (See Instructions)  
(a)   
(b)
  3. SEC Use Only
  4. Citizenship or Place of Organization  
United States of America

Number of	5.	Sole Voting Power	0
Shares	6.	Shared Voting Power	0
Beneficially	7.	Sole Dispositive	0
Owned by Each		Power	
Reporting	8.	Shared Dispositive	0
Person With:		Power	

  9. Aggregate Amount Beneficially Owned by Each Reporting Person  
0
  10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)
  11. Percent of Class Represented by Amount in Row (9)  
0.0%
  12. Type of Reporting Person (See Instructions)  
HC, IN
-

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1. Names of Reporting Persons.

Rishi Bajaj

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)

(b)

3. SEC Use Only

4. Citizenship or Place of Organization

United States of America

Number of Shares Beneficially Owned by Each Reporting Person With:

5. Sole Voting Power 0

6. Shared Voting Power 0

7. Sole Dispositive Power 0

8. Shared Dispositive Power 0

9. Aggregate Amount Beneficially Owned by Each Reporting Person

0

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

11. Percent of Class Represented by Amount in Row (9)

0.0%

12. Type of Reporting Person (See Instructions)

HC, IN

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1. Names of Reporting Persons.  
Toby E. Symonds
  2. Check the Appropriate Box if a Member of a Group (See Instructions)  
(a)    
(b)
  3. SEC Use Only
  4. Citizenship or Place of Organization  
United States of America

Number of	5.	Sole Voting Power	0
Shares	6.	Shared Voting Power	0
Beneficially	7.	Sole Dispositive	0
Owned by Each		Power	
Reporting	8.	Shared Dispositive	0
Person With:		Power	

  9. Aggregate Amount Beneficially Owned by Each Reporting Person  
0
  10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)
  11. Percent of Class Represented by Amount in Row (9)  
0.0%
  12. Type of Reporting Person (See Instructions)  
HC, IN
-

Item 1(a). Name of Issuer:

Dynegy Inc. (the "Issuer")

Item 1(b). Address of Issuer's Principal Executive Offices:

601 Travis Street Suite 1400, Houston, TX 77002

Item 2(a). Name of Person Filing:

This Statement is filed on behalf of each of the following persons (collectively, the "Reporting Persons"):

- i) Altai Capital Management, L.P., a Delaware limited partnership registered as an investment adviser with the U.S. Securities and Exchange Commission (the "Investment Manager"), which serves as the investment manager of certain investment funds (the "Funds") with respect to the Shares (as defined in Item 2(d) below) held in such Funds' respective accounts;
- ii) Altai Capital Management, LLC, a Delaware limited liability company ("IMGP"), which serves as the general partner of Investment Manager with respect to the Shares held in such Funds' respective accounts;
- iii) Mr. Steven V. Tesoriere, who serves as a managing principal of Investment Manager and a member of IMGP with respect to the Shares held in the Funds' respective accounts;
- iv) Mr. Rishi Bajaj, who serves as chief investment officer and managing principal of Investment Manager and member of IMGP with respect to the Shares held in the Funds' respective accounts; and
- v) Mr. Toby E. Symonds, who serves as president and managing principal of Investment Manager and member of IMGP with respect to the Shares held in the Funds' respective accounts.

This Statement relates to Shares (as defined herein) held for the account of Altai Capital Master Fund, Ltd., ("ACMF") a Cayman Islands exempted company. Investment Manager serves as investment advisor to ACMF. Investment Manager, IMGP, Mr. Tesoriere, Mr. Bajaj and Mr. Symonds are hereinafter sometimes collectively referred to as the Reporting Persons. Each of Investment Manager, IMGP, Mr. Tesoriere, Mr. Bajaj and Mr. Symonds may be deemed to have voting and dispositive power over the Shares held for the account of ACMF.

Item 2(b). Address of Principal Office or, if none, Residence:

152 West 57th Street, 10th Floor  
New York, NY 10019  
United States

Item 2(c). Citizenship:

- i) Investment Manager is a Delaware limited partnership;



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- ii) IMGP is a Delaware limited liability company;
- iii) Mr. Tesoriere is a citizen of the United States of America;
- iv) Mr. Bajaj is a citizen of the United States of America; and
- iv) Mr. Symonds is a citizen of the United States of America.

Item 2(d).

Title of Class of Securities:

Common Stock, \$0.01 par value per share (the "Shares")

Item 2(e).

CUSIP Number:

26817R108

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Item 3. If This Statement is Filed Pursuant to §§240.13d-1(b) or 240.13d-2(b) or (c),  
Check Whether the Person Filing is a:

(e)  An investment adviser in accordance with § 240.13d-1(b)(1)(ii)(E);

(g)  A parent holding company or control person in accordance with § 240.13d-1(b)(1)(ii)(G).

Item 4. Ownership:

Item 4(a) Amount Beneficially Owned:

As of December 31, 2012, each of the Reporting Persons may be deemed the beneficial owner of 0 Shares.

Item 4(b) Percent of Class:

As of December 31, 2012, each of the Reporting Persons may be deemed the beneficial owner of 0.0% of Shares outstanding.

Item 4(c) Number of Shares of which such person has:

Investment Manager, IMGP, Mr. Tesoriere, Mr. Bajaj and Mr. Symonds:

(i) Sole power to vote or direct the vote:	0	
(ii) Shared power to vote or direct the vote:		0
(iii) Sole power to dispose or direct the disposition of:	0	
(iv) Shared power to dispose or direct the disposition of:		0

Item 5. Ownership of Five Percent or Less of a Class:

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than 5 percent of the class of securities, check the following .

Item 6. Ownership of More than Five Percent on Behalf of Another Person:

This Item 6 is not applicable.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company or Control Person:

See disclosure in Item 2 hereof.

Item 8. Identification and Classification of Members of the Group:

This Item 8 is not applicable.

Item 9. Notice of Dissolution of Group:

This Item 9 is not applicable.

Item 10. Certification:

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

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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.

Date: February 14, 2013

ALTAI CAPITAL MANAGEMENT, L.P.

By: /s/ Toby E. Symonds  
Name: Toby E. Symonds  
Title: Authorized Signatory

ALTAI CAPITAL MANAGEMENT, LLC

By: /s/ Toby E. Symonds  
Name: Toby E. Symonds  
Title: Authorized Signatory

/s/ Steven V. Tesoriere  
Name: Steven V. Tesoriere

/s/ Rishi Bajaj  
Name: Rishi Bajaj

/s/ Toby E. Symonds  
Name: Toby E. Symonds

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INDEX TO EXHIBITS

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EXHIBIT A

JOINT FILING AGREEMENT

In accordance with Rule 13d-1(k) under the Securities Exchange Act of 1934, as amended, the persons named below agree to the joint filing on behalf of each of them of a statement on Schedule 13G (including amendments thereto) with respect to the Common Stock of Dynegy Inc., and further agree that this Joint Filing Agreement be included as an Exhibit to such joint filing. In evidence thereof, the undersigned hereby execute this Agreement.

Date: February 14, 2013

ALTAI CAPITAL MANAGEMENT, L.P.

By: /s/ Toby E. Symonds  
Name: Toby E. Symonds  
Title: Authorized Signatory

ALTAI CAPITAL MANAGEMENT, LLC

By: /s/ Toby E. Symonds  
Name: Toby E. Symonds  
Title: Authorized Signatory

/s/ Steven V. Tesoriere  
Name: Steven V. Tesoriere

/s/ Rishi Bajaj  
Name: Rishi Bajaj

/s/ Toby E. Symonds  
Name: Toby E. Symonds

