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**SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

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**FORM S-8**  
**REGISTRATION STATEMENT**  
*UNDER*  
*THE SECURITIES ACT OF 1933*

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**Vistra Energy Corp.**

(Exact name of registrant as specified in its charter)

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**Delaware**  
(State or other jurisdiction  
of incorporation or organization)

**36-4833255**  
(I.R.S. Employer  
Identification Number)

**6555 Sierra Dr.**  
**Irving, Texas 75039**  
(Address of principal executive offices, including zip code)

**Vistra Energy Corp. 2016 Omnibus Incentive Plan**  
(Full title of the plan)

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**Stephanie Zapata Moore**  
**Executive Vice President and General Counsel**  
**Vistra Energy Corp.**  
**6555 Sierra Dr.**  
**Irving, Texas 75039**  
(Name and address of agent for service)

**(214) 812-4600**  
(Telephone number, including area code, of agent for service)

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Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, smaller reporting company or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company" and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large Accelerated filer

Non-accelerated filer

Accelerated filer

Smaller reporting company

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act.

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**CALCULATION OF REGISTRATION FEE**

Title of each Class of Securities to be Registered	Amount to be Registered (1)	Proposed Maximum Offering Price Per Share (2)	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee
Common Stock, \$0.01 par value per share	15,000,000	\$23.71	\$355,650,000	\$43,104.78

- (1) Amount to be registered consists of 15,000,000 additional shares to be issued pursuant to the grant or exercise of awards under the Vistra Energy Corp. 2016 Omnibus Incentive Plan (as amended, the 2016 Omnibus Plan), including, pursuant to Rule 416 under the Securities Act of 1933, as amended (the Securities Act), additional shares that may become issuable by reason of any stock dividend, stock split or similar transaction in accordance with the adjustment and anti-dilution provisions of the 2016 Omnibus Plan.
- (2) Estimated solely for the purpose of calculating the registration fee in accordance with Rule 457(c) and (h) under the Securities Act based on the average of the high and low prices of the shares of common stock as reported on the New York Stock Exchange on June 3, 2019.
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## EXPLANATORY NOTE

Pursuant to General Instruction E of Form S-8, Vistra Energy Corp., a Delaware corporation (the “Registrant”), is filing this Registration Statement on Form S-8 (the “Registration Statement”) with the Securities and Exchange Commission (the “Commission”) to register an additional 15,000,000 shares of its Common Stock, par value \$0.01 per share, issuable to eligible individuals under the Registrant’s 2016 Omnibus Incentive Plan, as amended and restated (the “Plan”). Accordingly, the contents of the previous Registration Statement on Form S-8 (No. 333-219687) filed by the Registrant with the Commission on August 4, 2017 (the “Prior Registration Statement”) relating to the Plan, including periodic reports that the Registrant filed after the Prior Registration Statement to maintain current information about the Registrant, are incorporated by reference into the Registration Statement pursuant to General Instruction E of Form S-8. The Prior Registration Statement is currently effective.

## PART II

### Item 8. Exhibits.

- 5.1\* — [Opinion of Sidley Austin LLP.](#)
- 23.1\* — [Consent of Deloitte & Touche LLP.](#)
- 23.2\* — [Consent of Ernst & Young LLP.](#)
- 23.3\* — [Consent of Sidley Austin LLP \(included in Exhibit 5.1\).](#)
- 24.1\* — [Power of Attorney \(included on the signature page to this Registration Statement\).](#)
- 99.1 — [Vistra Energy Corp. 2016 Omnibus Incentive Plan, as amended \(filed as Appendix A to Registrant’s Schedule 14A Definitive Proxy Statement filed April 25, 2019 and incorporated herein by reference\).](#)

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\* Filed herewith.

## SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing this Registration Statement on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the city of Irving, State of Texas, on June 7, 2019.

VISTRA ENERGY CORP.

Date: June 7, 2019

By: /s/ Curtis A. Morgan  
Curtis A. Morgan  
President and Chief Executive Officer

## POWER OF ATTORNEY

Each person whose signature appears below authorizes Curtis A. Morgan, David A. Campbell and Stephanie Zapata Moore, or any of them, as his or her attorney in fact and agent, with full power of substitution and resubstitution, to execute, in his or her name and on his or her behalf, in any and all capacities, this registration statement on Form S-8, and any amendments including post-effective amendments thereto (and any additional registration statement related thereto permitted by Rule 462(b) promulgated under the Securities Act of 1933 (and all further amendments including post-effective amendments thereto)), and to file the same, with all the exhibits thereto, and all other documents in connection therewith, with the Securities and Exchange Commission, necessary or advisable to enable the registrant to comply with the Securities Act of 1933, and any rules, regulations and requirements of the Securities and Exchange Commission, in respect thereof, in connection with the registration of the notes which are the subject of such registration statement, as the case may be, which amendments may make such changes in such registration statement, as the case may be, as such attorney may deem appropriate, and with full power and authority to perform and do any and all acts and things, whatsoever which any such attorney or substitute may deem necessary or advisable to be performed or done in connection with any or all of the above-described matters, as fully as each of the undersigned could do if personally present and acting, hereby ratifying and approving all acts of any such attorney or substitute.

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed below by the following persons in the capacities and on the date indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Curtis A. Morgan</u> Curtis A. Morgan	Director, President and Chief Executive Officer <i>(Principal Executive Officer)</i>	June 7, 2019
<u>/s/ David A. Campbell</u> David A. Campbell	Executive Vice President and Chief Financial Officer <i>(Principal Financial Officer)</i>	June 7, 2019
<u>/s/ Christy Dobry</u> Christy Dobry	Vice President and Controller <i>(Principal Accounting Officer)</i>	June 7, 2019
<u>/s/ Scott B. Helm</u> Scott B. Helm	Chairman of the Board and Director	June 7, 2019

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<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Hilary E. Ackermann</u> Hilary E. Ackermann	Director	June 7, 2019
<u>/s/ Gavin R. Baiera</u> Gavin R. Baiera	Director	June 7, 2019
<u>/s/ Paul M. Barbas</u> Paul M. Barbas	Director	June 7, 2019
<u>/s/ Brian K. Ferraioli</u> Brian K. Ferraioli	Director	June 7, 2019
<u>/s/ Jeff D. Hunter</u> Jeff D. Hunter	Director	June 7, 2019
<u>/s/ Cyrus Madon</u> Cyrus Madon	Director	June 7, 2019
<u>/s/ Geoffrey D. Strong</u> Geoffrey D. Strong	Director	June 7, 2019
<u>/s/ John R. Sult</u> John R. Sult	Director	June 7, 2019
<u>/s/ Bruce E. Zimmerman</u> Bruce E. Zimmerman	Director	June 7, 2019

**SIDLEY**SIDLEY AUSTIN LLP  
2021 MCKINNEY AVENUE  
SUITE 2000  
DALLAS, TX 75201  
+1 214 981 3300  
+1 214 981 3400

AMERICA • ASIA PACIFIC • EUROPE

June 7, 2019

Vistra Energy Corp.  
6555 Sierra Dr.  
Irving, Texas 75039Re: 15,000,000 Additional Shares of Common Stock, \$0.01 par value per share

Ladies and Gentlemen:

We refer to the Registration Statement on Form S-8 (the “Registration Statement”) being filed by Vistra Energy Corp., a Delaware corporation (the “Company”), with the Securities and Exchange Commission under the Securities Act of 1933, as amended (the “Securities Act”), relating to the registration of 15,000,000 additional shares of Common Stock, \$0.01 par value per share (the “Registered Shares”), of the Company which may be issued under the Vistra Energy Corp. 2016 Omnibus Incentive Plan, as amended (the “Amended Plan”).

This opinion letter is being delivered in accordance with the requirements of Item 601(b)(5) of Regulation S-K under the Securities Act.

We have examined the Registration Statement, the Company’s certificate of incorporation (as amended to the date hereof), the Amended Plan, the resolutions adopted by the board of directors of the Company relating to the Registration Statement and the resolutions adopted by the stockholders of the Company relating to the Amended Plan. We have also examined originals, or copies of originals certified to our satisfaction, of such agreements, documents, certificates and statements of the Company and other corporate documents and instruments, and have examined such questions of law, as we have considered relevant and necessary as a basis for this opinion letter. We have assumed the authenticity of all documents submitted to or obtained by us as originals, the genuineness of all signatures, the legal capacity of all persons and the conformity with the original documents of any copies thereof submitted to or obtained by us for examination. As to facts relevant to the opinions expressed herein, we have relied without independent investigation or verification upon, and assumed the accuracy and completeness of, certificates, letters and oral and written statements and representations of public officials and officers and other representatives of the Company.

Based on the foregoing, we are of the opinion that each Registered Share that is newly issued pursuant to the Amended Plan will be validly issued, fully paid and non-assessable when: (i) the Registration Statement, as finally amended, shall have become effective under the Securities Act; (ii) such Registered Share shall have been duly issued and delivered in accordance with the Amended Plan; and (iii) certificates representing such Registered Share shall have been duly executed, countersigned and registered and duly delivered to the person entitled thereto against

Sidley Austin (TX) LLP is a Delaware limited liability partnership doing business as Sidley Austin LLP and practicing in affiliation with other Sidley Austin partnerships.

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payment of the agreed consideration therefor in an amount not less than the par value thereof or, if any Registered Share is to be issued in uncertificated form, the Company's books shall reflect the issuance of such Registered Share to the person entitled thereto against payment of the agreed consideration therefor in an amount not less than the par value thereof, all in accordance with the Amended Plan.

This opinion letter is limited to the General Corporation Law of the State of Delaware. We express no opinion as to the laws, rules or regulations of any other jurisdiction, including, without limitation, the federal laws of the United States of America or any state securities or blue sky laws.

We hereby consent to the filing of this opinion letter as an Exhibit to the Registration Statement and to all references to our Firm included in or made a part of the Registration Statement. In giving such consent, we do not thereby admit that we are in the category of persons whose consent is required under Section 7 of the Securities Act.

Very truly yours,

/s/ Sidley Austin LLP

**CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

We consent to the incorporation by reference in this Registration Statement on Form S-8 of our reports dated February 28, 2019, relating to the financial statements of Vistra Energy Corp. and its Predecessor Company (which report expresses an unqualified opinion and includes an explanatory paragraph regarding emergence from bankruptcy and the non-comparability of Vistra Energy Corp. to the Predecessor Company), and the effectiveness of Vistra Energy Corp.'s internal control over financial reporting, appearing in the Annual Report on Form 10-K of Vistra Energy Corp. for the year ended December 31, 2018 and incorporated by reference in Registration Statement No. 333-219687.

*/S/ DELOITTE & TOUCHE LLP*

Dallas, Texas

June 7, 2019

**Consent of Independent Registered Public Accounting Firm**

We consent to the incorporation by reference in the Registration Statement (Form S-8) pertaining to the 2016 Omnibus Incentive Plan, as amended and restated, of Vistra Energy Corp. of our reports dated February 22, 2018, with respect to the consolidated financial statements of Dynegey Inc. and the effectiveness of internal control over financial reporting of Dynegey Inc. included in its Annual Report (Form 10-K) for the year ended December 31, 2017, filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

Houston, Texas

June 7, 2019