

Talen Energy Corp
Form 3
June 11, 2015

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0104
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

(Print or Type Responses)

| | | | | | | |
|---|---------|----------|--|--|--|--|
| 1. Name and Address of Reporting Person * | | | 2. Date of Event Requiring Statement | | 3. Issuer Name and Ticker or Trading Symbol | |
| Â Riverstone Energy Partners V, L.P. | | | (Month/Day/Year) | | Talen Energy Corp [TLN] | |
| (Last) | (First) | (Middle) | 4. Relationship of Reporting Person(s) to Issuer | | 5. If Amendment, Date Original Filed(Month/Day/Year) | |
| 712 FIFTH AVENUE, 36TH FLOOR | | | (Check all applicable) | | | |
| (Street) | | | ___ Director ___X___ 10% Owner | | 6. Individual or Joint/Group Filing(Check Applicable Line) | |
| NEW YORK,Â NYÂ 10019 | | | ___ Officer (give title below) ___ Other (specify below) | | ___ Form filed by One Reporting Person | |
| (City) | (State) | (Zip) | | | _X_ Form filed by More than One Reporting Person | |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|
| Common Stock | 25,459,633 | D ⁽¹⁾ | Â |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative | 5. Ownership Form of Derivative Security: | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|---|---|---|
|--|--|---|---|---|---|

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|---------------------|--------------------|-------|----------------------------------|----------|--|
| Date Exercisable | Expiration Date | Title | Amount or Number of Shares | Security | Direct (D) or Indirect (I) (Instr. 5) |
|---------------------|--------------------|-------|----------------------------------|----------|--|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Riverstone Energy Partners V, L.P. 712 FIFTH AVENUE, 36TH FLOOR NEW YORK, NY 10019 | ^ | ^ X | ^ | ^ |
| Riverstone Energy GP V, LLC 712 FIFTH AVENUE, 36TH FLOOR NEW YORK, NY 10019 | ^ | ^ X | ^ | ^ |

Signatures

By: /s/ Thomas J. Walker, as Managing Director of Riverstone Energy GP V, LLC, the GP of Riverstone Energy Partners V, L.P.

06/11/2015

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) These securities are directly held by Raven Power Holdings LLC ("Raven"). Riverstone Energy GP V, LLC ("GP V") is the general partner of Riverstone Energy Partners V, L.P. ("LP V"), which is the general partner of Riverstone V Raven Holdings, L.P. ("Raven Holdings"), which is the controlling member of Raven. Each of GP V, LP V and Raven Holdings may be deemed to have indirect ownership of these securities through Raven.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.

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