

Talen Energy Corp  
 Form 3/A  
 June 12, 2015

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

OMB APPROVAL

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**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 <b>and</b> Ticker or Trading Symbol	
Â Carlyle/Riverstone Global Energy & Power Fund III L P		(Month/Day/Year)	Talen Energy Corp [TLN]	
(Last)	(First)	06/01/2015		
712 FIFTH AVENUE, 51ST FLOOR		4. Relationship of Reporting Person(s) to Issuer		5. If Amendment, Date Original Filed(Month/Day/Year)
(Street)		(Check all applicable)		06/11/2015
NEW YORK,Â NYÂ 10019		<input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input type="checkbox"/> Other (give title below)    (specify below)		6. Individual or Joint/Group Filing(Check Applicable Line) <input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person
(City)	(State)	(Zip)		

**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	16,325,235	D <sup>(1)</sup>	Â

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

SEC 1473 (7-02)

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

**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)
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## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Carlyle/Riverstone Global Energy & Power Fund III L P 712 FIFTH AVENUE, 51ST FLOOR NEW YORK, NY 10019	^	^ X	^	^
Carlyle/Riverstone Energy Partners III, L.P. 712 FIFTH AVENUE, 51ST FLOOR NEW YORK, NY 10019	^	^ X	^	^
C/R Energy GP III, LLC 712 FIFTH AVENUE, 51ST FLOOR NEW YORK, NY 10019	^	^ X	^	^
C/R Energy Jade, LLC 712 FIFTH AVENUE, 51ST FLOOR NEW YORK, NY 10019	^	^ X	^	^

## Signatures

By: /s/ Thomas J. Walker, as authorized signatory of C/R Energy GP III, LLC, the GP of Carlyle/Riverstone Energy Partners III, L.P., the GP of Carlyle/Riverstone Global Energy & Power Fund III, L.P., the controlling member of C/R Energy Jade, LLC

06/12/2015

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 C/R Energy Jade LLC ("Jade"). C/R Energy GP III, LLC ("Ultimate GP") is the general partner of Carlyle/Riverstone Energy Partners III, L.P. ("C/R GP"), which is the general partner of Carlyle/Riverstone Global Energy and Power Fund III, L.P. ("Fund III LP") which is the controlling member of Jade. Each of Ultimate GP, C/R GP and Fund III LP may be deemed to indirectly own the common stock directly owned by Jade.

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### Remarks:

Explanatory Note: This amendment is being filed to include C/R Energy Jade, LLC as a reporting owner.

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

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.