

Talen Energy Corp  
 Form 3/A  
 June 12, 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 <b>and</b> Ticker or Trading Symbol	
Â Riverstone Energy Partners V, L.P.			(Month/Day/Year)		Talen Energy Corp [TLN]	
(Last)	(First)	(Middle)	06/01/2015			
712 FIFTH AVENUE, 36TH FLOOR					4. Relationship of Reporting Person(s) to Issuer	
(Street)					(Check all applicable)	
NEW YORK, NY 10019					5. If Amendment, Date Original Filed(Month/Day/Year)	
(City)	(State)	(Zip)			06/11/2015	
			<input type="checkbox"/> Director <input type="checkbox"/> Officer (give title below)		<input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Other (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	

**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 <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
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	^	^
Riverstone V Raven Holdings L.P. 712 FIFTH AVENUE, 36TH FLOOR NEW YORK, NY 10019	^	^ X	^	^
Raven Power Holdings 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., the GP of Riverstone V Raven Holdings L.P., the controlling member of Raven Power Holdings 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 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.

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### Remarks:

Explanatory Note: This amendment is being filed to include Riverstone V Raven Holdings L.P. and

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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