

SunCoke Energy, Inc.
Form 10-K/A
September 10, 2013
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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 10-K/A
(Amendment No. 1)

(Mark One)

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(D) OF THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended December 31, 2012

or

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(D) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from _____ to _____

Commission File Number 001-35243

SUNCOKE ENERGY, INC.

(Exact name of Registrant as specified in its charter)

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

1011 Warrenville Road, Suite 600

90-0640593
(I.R.S. Employer
Identification No.)

Lisle, Illinois
(Address of principal executive offices)

60532
(zip code)

Registrant's telephone number, including area code: (630) 824-1000

Securities registered pursuant to Section 12(b) of the Act:

| Title of Each Class | Name of Each Exchange on which Registered |
|---|--|
| Common Stock, \$0.01 par value | New York Stock Exchange |
| Securities registered pursuant to Section 12(g) of the Act: None | |

Indicate by check mark whether the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act of 1933. Yes No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934. Yes No

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the Registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate website, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

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

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Large accelerated filer Accelerated filer
Non-accelerated filer (Do not check if a smaller reporting company) Smaller reporting company
Indicate by check mark whether the Registrant is a shell company, as defined in Rule 12b-2 of the Securities
Exchange Act of 1934. Yes No

The aggregate market value of Common Stock (based upon the June 29, 2012, closing price of \$14.65 on the New York Stock Exchange) held by non-affiliates was approximately \$1,023,704,320.

The number of shares of common stock outstanding as of February 15, 2013 was 70,055,748.

Selective portions of the SunCoke Energy, Inc. definitive Proxy Statement, which will be filed with the Securities and Exchange Commission within 120 days after December 31, 2012, are incorporated by reference in Part III of this Form 10-K.

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SUNCOKE ENERGY, INC.

Form 10-K/A Amendment No. 1

(September 10, 2013)

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EXPLANATORY NOTE

The registrant filed with the Securities and Exchange Commission (the *SEC*) an Annual Report on Form 10-K for the year ended December 31, 2012 (*Original Form 10-K*) on February 22, 2013. The Original Form 10-K was the registrant's first Form 10-K containing management's report on internal control over financial reporting. However the registrant inadvertently omitted certain required language from paragraph 4 of the certifications of the registrant's principal executive officer and principal financial officer required by Exchange Act Rule 13a-14(a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.

This Amendment No. 1 on Form 10-K/A is being filed solely for the purpose of filing revised certifications by the registrant's principal executive officer and principal financial officer, including the previously omitted language. These revised certifications are currently dated, refer to this Form 10-K/A, and are being included as exhibits to this Amendment No.1 on Form 10-K/A under Part IV, Item 15 hereof. In accordance with interpretation 246.13 in the Regulation S-K section of the SEC's Compliance & Disclosure Interpretations, this Form 10-K/A contains only the cover page, this explanatory note, a signature page, and the revised certifications (containing only paragraphs 1, 2, 4 and 5 of the text otherwise prescribed by Item 601(b)(31)(i) of Regulation S-K).

Except as described above, no attempt has been made in this Amendment No.1 on Form 10-K/A to modify or update the other disclosures or exhibits presented in the Original Form 10-K. Except as presented in this Form 10-K/A and except for Exhibits 31.1 and 31.2 filed herewith, this Amendment No. 1 on Form 10-K/A does not reflect events occurring after the filing of the Original Form 10-K, or modify or update those disclosures. Accordingly, this Amendment No. 1 on Form 10-K/A should be read in conjunction with the Original Form 10-K and the registrant's other filings with the SEC.

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PART IV

Item 15. Exhibits and Financial Statement Schedules

- (a) The exhibit index below lists the exhibits that are being filed with this Form 10-K/A, as part of Amendment No. 1 to Original Form 10-K

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this Amendment No. 1 on Form 10-K/A report to be signed on its behalf by the undersigned, thereunto duly authorized on this 10th day of September 2013.

SUNCOKE ENERGY, INC.

By: /s/ Mark E. Newman

Mark E. Newman

Senior Vice President and

Chief Financial Officer

EXHIBIT INDEX

Exhibit

| No. | Description |
|------------|--|
| 31.1 | Chief Executive Officer Certification Pursuant to Exchange Act Rule 13a-14(a) or Rule 15d-14(a), as Adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 (filed herewith) |
| 31.2 | Chief Financial Officer Certification Pursuant to Exchange Act Rule 13a-14(a) or Rule 15d-14(a), as Adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 (filed herewith) |