

PEABODY ENERGY CORP
Form 4
April 17, 2017

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN 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 *
ELLIOTT INTERNATIONAL, L.P.

(Last) (First) (Middle)

40 WEST 57TH STREET, 30TH FLOOR

(Street)

NEW YORK, NY 10019

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

PEABODY ENERGY CORP [BTU]

3. Date of Earliest Transaction (Month/Day/Year)

04/12/2017

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director 10% Owner
____ Officer (give title below) Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)

Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) | | | |
|---|--------------------------------------|--|--------------------------------|---|---|--|---|-----------|------------------|---------------|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Common Stock, par value \$0.01 per share ⁽¹⁾ | 04/12/2017 | | M | | 709,305 | A | \$ 0.01 | 9,264,856 | I ⁽²⁾ | See footnotes |
| Common Stock, par value \$0.01 per share ⁽¹⁾ | 04/12/2017 | | F | | 257 | D | \$ 0.01 | 9,264,599 | I ⁽²⁾ | See footnotes |
| Common Stock, par | 04/13/2017 | | M | | 113,963 | A | \$ 0.01 | 9,378,562 | I ⁽²⁾ | See footnotes |

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value
\$0.01 per
share ⁽¹⁾

Common
Stock, par
value
\$0.01 per
share ⁽¹⁾

04/13/2017

F

40

D

\$
0.01

9,378,522

I ⁽²⁾

See
footnotes

Common
Stock, par
value
\$0.01 per
share ⁽¹⁾

04/13/2017

J ⁽³⁾

4,287

A

\$ 0
(3)

9,382,809

I ⁽²⁾

See
footnotes

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

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.

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(9-02)

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

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|---------|-------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount Number of Shares |
| Common Stock Warrant (Right to Buy) ⁽⁴⁾ | \$ 0.01 | 04/12/2017 | | X | 709,305 | 04/03/2017 07/03/2017 | Common Stock | 709,305 | |
| Common Stock Warrant (Right to Buy) ⁽⁴⁾ | \$ 0.01 | 04/13/2017 | | X | 113,963 | 04/03/2017 07/03/2017 | Common Stock | 113,963 | |
| Common Stock Warrant (Right to Buy) ⁽⁴⁾ | \$ 0.01 | 04/13/2017 | | J ⁽³⁾ | 201 | 04/03/2017 07/03/2017 | Common Stock | 201 | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| ELLIOTT INTERNATIONAL, L.P. 40 WEST 57TH STREET, 30TH FLOOR NEW YORK, NY 10019 | | X | | |

Signatures

| | |
|--|------------|
| /s/ Elliot Greeberg, Vice President of Elliott International Capital Advisers, Inc, as Attorney-in-Fact, for Elliott International, L.P. | 04/17/2017 |
| __Signature of Reporting Person | Date |
| /s/ Elliot Greeberg, Vice President of Elliott International Capital Advisers, Inc, | 04/17/2017 |
| __Signature of Reporting Person | Date |

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(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).
This Form 4 is filed jointly by Elliott International, L.P. ("Elliott International") and Elliott International Capital Advisers Inc. ("EICA" and, together with Elliott International, the "Reporting Persons"). EICA, as the investment manager of Elliott International, may be deemed to beneficially own the securities owned by directly by Elliott International. The Reporting Person may be deemed to be a member of a Section 13(d) group that collectively beneficially owns more than 10% of the Issuer's outstanding common stock. Each of the Reporting Persons disclaims beneficial ownership of the securities reported herein except to the extent of its pecuniary interest therein.
- (1) Securities owned by Luxembourg Investment Company 162 S.a R.L, a Luxembourg limited company ("Luxembourg") and a wholly-owned subsidiary of Elliott International. EICA, as the investment manager of Elliott International, may be deemed to beneficially own the securities owned by directly by Luxembourg.
- (3) These shares and warrants were acquired in connection with the settlement of certain claims in connection with the Issuer's emergence from Chapter 11 Bankruptcy.
- (4) The warrants are currently exercisable.

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.