

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 ASSOCIATES, 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 Ownership (Instr. 4) | |
|---|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|--------------------------------|
| | | | Code | V | Amount | (A) or (D) | Price | |
| Common Stock, par value \$0.01 per Share ⁽¹⁾ | 04/12/2017 | | M | | 51,446 | A | \$ 0.01 1,248,633 | D |
| Common Stock, par value \$0.01 per Share ⁽¹⁾ | 04/12/2017 | | F | | 19 | D | \$ 0.01 1,248,614 | D |
| Common Stock, par | 04/12/2017 | | M | | 282,344 | A | \$ 0.01 3,111,267 | I ⁽²⁾ See footnotes |

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| | | | | | | | | | |
|---|------------|--------------|--------|---|--------------------|-----------|--------------|--|------------------|
| value \$0.01 per Share <u>(1)</u> | | | | | | | | | |
| Common Stock, par value \$0.01 per Share <u>(1)</u> | 04/12/2017 | F | 93 | D | \$ 0.01 | 3,111,174 | I <u>(2)</u> | | See footnotes |
| Common Stock, par value \$0.01 per Share <u>(1)</u> | 04/13/2017 | M | 52,721 | A | \$ 0.01 | 1,301,335 | D | | |
| Common Stock, par value \$0.01 per Share <u>(1)</u> | 04/13/2017 | F | 18 | D | \$ 0.01 | 1,301,317 | D | | |
| Common Stock, par value \$0.01 per Share <u>(1)</u> | 04/13/2017 | M | 908 | A | \$ 0.01 | 3,112,082 | I <u>(2)</u> | | See footnotes |
| Common Stock, par value \$0.01 per Share <u>(1)</u> | 04/13/2017 | J <u>(3)</u> | 4,287 | A | \$ 0 <u>(3)</u> | 1,305,604 | D | | |

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

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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 Shares |

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Securities are owned by The Liverpool Limited Partnership, a Bermuda limited partnership and a wholly-owned subsidiary of the Reporting Person.

- (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.

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