

Gates Katherine T  
 Form 4  
 February 15, 2019

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2015  
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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 \*  
 Gates Katherine T

2. Issuer Name and Ticker or Trading Symbol  
 SunCoke Energy, Inc. [SXC]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
 1011 WARRENVILLE ROAD, STE. 600  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
 02/13/2019

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
 Sr VP & General Counsel

LISLE, IL 60532  
 (City) (State) (Zip)

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

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)
				(A) or (D)	Price		
			Code	V	Amount	(D)	
Common Stock <sup>(1)</sup>	02/17/2019		J	V	31,865	A	
					\$ 9.87		
					39,781		D

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

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

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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 or Number of Shares
RSU's (02.13.19) <u>(2)</u>	<u>(3)</u>	02/13/2019		A	12,765	02/13/2020	02/13/2022	Common Stock	12,765
Stock Options (02.13.19) <u>(4)</u>	\$ 9.87	02/13/2019		A	20,537	02/13/2020	02/13/2029	Common Stock	20,537

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Gates Katherine T 1011 WARRENVILLE ROAD, STE. 600 LISLE, IL 60532			Sr VP & General Counsel	

## Signatures

/s/ Rita M. Slager,  
attorney-in-fact

02/15/2019

\_\_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).

- Represent settlement of Performance Share Unit ("PSU") award granted February 17, 2016 pursuant to SunCoke Energy, Inc. ("SXC")
- (1) Long Term Performance Plan in a transaction exempt under Rule 16b-3. PSU award settled, at the end of applicable three-year vesting period, in shares of SXC common stock, (net of shares withheld by Registrant to satisfy minimum statutory withholding requirements).
  - (2) Grant of restricted share units awarded pursuant to the SunCoke Energy, Inc. Long-Term Performance Enhancement Plan in a transaction exempt under Rule 16b-3. The restricted share units vest in three equal annual installments commencing on February 13, 2020.
  - (3) Conversion rate is 1 for 1.
  - (4) Grant of stock options (right to buy SunCoke Energy, Inc. common stock) awarded pursuant to the SunCoke Energy, Inc. Long-Term Performance Enhancement Plan in a transaction exempt under Rule 16b-3 and exercisable in three equal annual installments commencing on February 13, 2020.

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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