

Edgar Filing: ARCH COAL INC - Form SC 13G

ARCH COAL INC  
Form SC 13G  
July 25, 2008

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

-----

SCHEDULE 13G

UNDER THE SECURITIES EXCHANGE ACT OF 1934

Arch Coal, Inc.

-----

(Name of Issuer)

COMMON STOCK, PAR VALUE \$0.01 per share

-----

(Title of Class of Securities)

039380100

-----

(CUSIP Number)

July 16, 2008

-----

(Date of Event Which Requires Filing  
of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act.

(Continued on following pages)

(Page 1 of 18 Pages)

-----  
CUSIP NO. 039380100  
-----

13G

-----  
Page 2 of 18 Pages  
-----

-----  
1 NAME OF REPORTING PERSON

Edgar Filing: ARCH COAL INC - Form SC 13G

I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)

TPG-Axon Capital Management, LP ("TPG-Axon Management")

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)  (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION  
Delaware

NUMBER OF 5 SOLE VOTING POWER  
SHARES 0

BENEFICIALLY 6 SHARED VOTING POWER

OWNED BY 1,530,400 shares of Common Stock and options to  
purchase 6,000,000 shares of Common Stock

EACH 7 SOLE DISPOSITIVE POWER  
REPORTING 0

PERSON 8 SHARED DISPOSITIVE POWER  
WITH 1,530,400 shares of Common Stock and options to  
purchase 6,000,000 shares of Common Stock

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
1,530,400 shares of Common Stock and options to purchase 6,000,000 shares  
of Common Stock

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  
5.2%\*

12 TYPE OF REPORTING PERSON  
IA

CUSIP NO. 039380100

13G

Page 3 of 18 Pages

1 NAME OF REPORTING PERSON  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)

Edgar Filing: ARCH COAL INC - Form SC 13G

TPG-Axon Partners GP, LP ("PartnersGP")

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)  (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION  
Delaware

NUMBER OF 5 SOLE VOTING POWER

SHARES 0

BENEFICIALLY 6 SHARED VOTING POWER

OWNED BY 489,722 shares of Common Stock and options to  
purchase 1,930,000 shares of Common Stock

EACH

REPORTING 7 SOLE DISPOSITIVE POWER

PERSON 0

WITH 8 SHARED DISPOSITIVE POWER

489,722 shares of Common Stock and options to  
purchase 1,930,000 shares of Common Stock

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

489,722 shares of Common Stock and options to purchase 1,930,000 shares  
of Common Stock

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

1.7%\*

12 TYPE OF REPORTING PERSON

PN

CUSIP NO. 039380100

13G

Page 4 of 18 Pages

1 NAME OF REPORTING PERSON  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)

TPG-Axon GP, LLC ("GPLLC")

Edgar Filing: ARCH COAL INC - Form SC 13G

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)  (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION  
Delaware

NUMBER OF 5 SOLE VOTING POWER  
SHARES 0

BENEFICIALLY 6 SHARED VOTING POWER

OWNED BY 1,530,400 shares of Common Stock and options to  
EACH purchase 6,000,000 shares of Common Stock

REPORTING 7 SOLE DISPOSITIVE POWER  
PERSON 0

WITH 8 SHARED DISPOSITIVE POWER  
1,530,400 shares of Common Stock and options to  
purchase 6,000,000 shares of Common Stock

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,530,400 shares of Common Stock and options to purchase 6,000,000 shares  
of Common Stock

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

5.2%\*

12 TYPE OF REPORTING PERSON

OO

CUSIP NO. 039380100

13G

Page 5 of 18 Pages

1 NAME OF REPORTING PERSON  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)

TPG-Axon Partners, LP ("TPG-Axon Domestic")

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)  (b)

Edgar Filing: ARCH COAL INC - Form SC 13G

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION  
Delaware

NUMBER OF 5 SOLE VOTING POWER  
SHARES 0

BENEFICIALLY 6 SHARED VOTING POWER

OWNED BY 489,722 shares of Common Stock and options to  
purchase 1,930,000 shares of Common Stock

EACH 7 SOLE DISPOSITIVE POWER  
REPORTING 0

PERSON 8 SHARED DISPOSITIVE POWER

WITH 489,722 shares of Common Stock and options to  
purchase 1,930,000 shares of Common Stock

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

489,722 shares of Common Stock and options to purchase 1,930,000 shares  
of Common Stock

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

1.7%\*

12 TYPE OF REPORTING PERSON

PN

CUSIP NO. 039380100

13G

Page 6 of 18 Pages

1 NAME OF REPORTING PERSON  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)

TPG-Axon Partners (Offshore), Ltd. ("TPG-Axon Offshore")

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)   
(b)

3 SEC USE ONLY

Edgar Filing: ARCH COAL INC - Form SC 13G

-----  
4 CITIZENSHIP OR PLACE OF ORGANIZATION  
Cayman Islands  
-----

NUMBER OF	5	SOLE VOTING POWER
SHARES	0	
-----		
BENEFICIALLY	6	SHARED VOTING POWER
OWNED BY		1,040,678 shares of Common Stock and options to purchase 4,070,000 shares of Common Stock
EACH		
-----		
REPORTING	7	SOLE DISPOSITIVE POWER
PERSON	0	
-----		
WITH	8	SHARED DISPOSITIVE POWER
		1,040,678 shares of Common Stock and options to purchase 4,070,000 shares of Common Stock

-----  
9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
1,040,678 shares of Common Stock and options to purchase 4,070,000 shares of Common Stock  
-----

-----  
10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES  
   
-----

-----  
11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  
3.5%\*  
-----

-----  
12 TYPE OF REPORTING PERSON  
CO  
-----

-----  
CUSIP NO. 039380100 13G Page 7 of 18 Pages  
-----

-----  
1 NAME OF REPORTING PERSON  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)  
Dinakar Singh LLC ("Singh LLC")  
-----

-----  
2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)   
(b)   
-----

-----  
3 SEC USE ONLY  
-----

Edgar Filing: ARCH COAL INC - Form SC 13G

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

-----  
NUMBER OF 5 SOLE VOTING POWER  
SHARES 0  
-----  
BENEFICIALLY 6 SHARED VOTING POWER  
OWNED BY 1,530,400 shares of Common Stock and options to  
EACH purchase 6,000,000 shares of Common Stock  
-----  
REPORTING 7 SOLE DISPOSITIVE POWER  
PERSON 0  
-----  
WITH 8 SHARED DISPOSITIVE POWER  
1,530,400 shares of Common Stock and options to  
purchase 6,000,000 shares of Common Stock  
-----

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
1,530,400 shares of Common Stock and options to purchase 6,000,000 shares  
of Common Stock  
-----

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  
5.2%\*

12 TYPE OF REPORTING PERSON  
OO  
-----

-----  
CUSIP NO. 039380100 13G Page 8 of 18 Pages  
-----

1 NAME OF REPORTING PERSON  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)  
Dinakar Singh ("Mr. Singh")  
-----

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)   
(b)

3 SEC USE ONLY  
-----

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Edgar Filing: ARCH COAL INC - Form SC 13G

USA

NUMBER OF	5	SOLE VOTING POWER
SHARES	0	
BENEFICIALLY	6	SHARED VOTING POWER
OWNED BY		1,530,400 shares of Common Stock and options to purchase 6,000,000 shares of Common Stock
EACH		
REPORTING	7	SOLE DISPOSITIVE POWER
PERSON		0
WITH	8	SHARED DISPOSITIVE POWER
		1,530,400 shares of Common Stock and options to purchase 6,000,000 shares of Common Stock
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
	1,530,400 shares of Common Stock and options to purchase 6,000,000 shares of Common Stock	
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES <input type="checkbox"/>	
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)	
	5.2%*	
12	TYPE OF REPORTING PERSON	
	IN	

CUSIP NO. 039380100

13G

Page 9 of 18 Pages

ITEM 1.

(a) NAME OF ISSUER: Arch Coal, Inc.

(b) ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES:

One CityPlace Drive, Suite 300  
St. Louis, Missouri 63141

ITEM 2.

2(a). NAME OF PERSON FILING:

This statement is filed by the entities and persons listed below, all of whom together are referred to herein as the "Reporting Persons":





Edgar Filing: ARCH COAL INC - Form SC 13G

(e) CUSIP Number: 039380100

ITEM 3. IF THIS STATEMENT IS FILED PURSUANT TO SS.SS.240.13D-1(B) OR 240.13D-2(B) OR (C), CHECK WHETHER THE PERSON FILING IS A:

- (a)  Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o).
- (b)  Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c).
- (c)  Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c).
- (d)  Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8).
- (e)  An investment adviser in accordance with ss.240.13d-1(b)(1)(ii)(E).
- (f)  An employee benefit plan or endowment fund in accordance with ss.240.13d-1(b)(1)(ii)(F).
- (g)  A parent holding company or control person in accordance with ss.240.13d-1(b)(1)(ii)(G).
- (h)  A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813).
- (i)  A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3).
- (j)  Group, in accordance with ss.240.13d-1(b)(1)(ii)(J).

IF THIS STATEMENT IS FILED PURSUANT TO Rule 13d-1(c), CHECK THIS BOX [X]

-----  
CUSIP NO. 039380100  
-----

13G

-----  
Page 11 of 18 Pages  
-----

ITEM 4. OWNERSHIP

TPG-Axon Management, as investment manager to TPG-Axon Domestic and TPG-Axon Offshore, has the power to direct the disposition and voting of the Shares held by TPG-Axon Domestic and TPG-Axon Offshore. PartnersGP is the general partner of TPG-Axon Domestic. GPLLC is the general partner of PartnersGP and TPG-Axon Management. Singh LLC is a Managing Member of GPLLC. Mr. Singh, an individual, is the Managing Member of Singh LLC and in such capacity may be deemed to control Singh LLC, GPLLC and TPG-Axon Management, and therefore may be deemed the beneficial owner of the securities held by TPG-Axon Domestic and TPG-Axon Offshore.

Each of Singh LLC, GPLLC, PartnersGP and Mr. Singh disclaim beneficial ownership of all of the shares of Common Stock and options to purchase shares of Common Stock reported in this 13G.

A. TPG-Axon Management

Edgar Filing: ARCH COAL INC - Form SC 13G

- (a) Amount beneficially owned: 1,530,400 shares of Common Stock and options to purchase 6,000,000 shares of Common Stock
- (b) Percent of class: 5.2%\*  
(\*All percentages of beneficial ownership reported in this Schedule 13G are based on the 144,131,909 outstanding shares of Common Stock reported in the Issuer's form 10-Q for the quarterly period ended March 31, 2008.)
- (c) Number of shares as to which the person has:
  - (i) Sole power to vote or to direct the vote: 0
  - (ii) Shared power to vote or to direct the vote: 1,530,400 shares of Common Stock and options to purchase 6,000,000 shares of Common Stock
  - (iii) Sole power to dispose or to direct the disposition of: 0
  - (iv) Shared power to dispose or to direct the disposition of: 1,530,400 shares of Common Stock and options to purchase 6,000,000 shares of Common Stock

B. PartnersGP

- (a) Amount beneficially owned: 489,722 shares of Common Stock and options to purchase 1,930,000 shares of Common Stock
- (b) Percent of class: 1.7%\*
- (c) Number of shares as to which the person has:
  - (i) Sole power to vote or to direct the vote: 0
  - (ii) Shared power to vote or to direct the vote: 489,722 shares of Common Stock and options to purchase 1,930,000 shares of Common Stock
  - (iii) Sole power to dispose or to direct the disposition of: 0
  - (iv) Shared power to dispose or to direct the disposition of: 489,722 shares of Common Stock and options to purchase 1,930,000 shares of Common Stock

-----  
CUSIP NO. 039380100  
-----

13G

-----  
Page 12 of 18 Pages  
-----

C. GPLLC

- (a) Amount beneficially owned: 1,530,400 shares of Common Stock and options to purchase 6,000,000 shares of Common Stock
- (b) Percent of class: 5.2%\*
- (c) Number of shares as to which the person has:
  - (i) Sole power to vote or to direct the vote: 0
  - (ii) Shared power to vote or to direct the vote: 1,530,400 shares of Common Stock and options to purchase 6,000,000 shares of Common Stock
  - (iii) Sole power to dispose or to direct the disposition of: 0
  - (iv) Shared power to dispose or to direct the disposition of: 1,530,400 shares of Common Stock and options to purchase 6,000,000 shares of Common Stock

D. TPG-Axon Domestic

- (a) Amount beneficially owned: 489,722 shares of Common Stock and options to purchase 1,930,000 shares of Common Stock
- (b) Percent of class: 1.7%\*
- (c) Number of shares as to which the person has:
  - (i) Sole power to vote or to direct the vote: 0
  - (ii) Shared power to vote or to direct the vote: 489,722 shares of Common Stock and options to purchase 1,930,000 shares of Common Stock
  - (iii) Sole power to dispose or to direct the disposition of: 0

Edgar Filing: ARCH COAL INC - Form SC 13G

- (iv) Shared power to dispose or to direct the disposition of:  
489,722 shares of Common Stock and options to purchase  
1,930,000 shares of Common Stock

E. TPG-Axon Offshore

- (a) Amount beneficially owned: 1,040,678 shares of Common Stock and options to purchase 4,070,000 shares of Common Stock
- (b) Percent of class: 3.5%\*
- (c) Number of shares as to which the person has:
  - (i) Sole power to vote or to direct the vote: 0
  - (ii) Shared power to vote or to direct the vote:  
1,040,678 shares of Common Stock and options to purchase  
4,070,000 shares of Common Stock
  - (iii) Sole power to dispose or to direct the disposition of: 0
  - (iv) Shared power to dispose or to direct the disposition of:  
1,040,678 shares of Common Stock and options to purchase  
4,070,000 shares of Common Stock

F. Singh LLC

- (a) Amount beneficially owned: 1,530,400 shares of Common Stock and options to purchase 6,000,000 shares of Common Stock
- (b) Percent of class: 5.2%\*

-----  
CUSIP NO. 039380100  
-----

13G

-----  
Page 13 of 18 Pages  
-----

- (c) Number of shares as to which the person has:
  - (i) Sole power to vote or to direct the vote: 0
  - (ii) Shared power to vote or to direct the vote: 1,530,400 shares of Common Stock and options to purchase 6,000,000 shares of Common Stock
  - (iii) Sole power to dispose or to direct the disposition of: 0
  - (iv) Shared power to dispose or to direct the disposition of:  
1,530,400 shares of Common Stock and options to purchase  
6,000,000 shares of Common Stock

G. Mr. Singh

- (a) Amount beneficially owned: 1,530,400 shares of Common Stock and options to purchase 6,000,000 shares of Common Stock
- (b) Percent of class: 5.2%\*
- (c) Number of shares as to which the person has:
  - (i) Sole power to vote or to direct the vote: 0
  - (ii) Shared power to vote or to direct the vote: 1,530,400 shares of Common Stock and options to purchase 6,000,000 shares of Common Stock
  - (iii) Sole power to dispose or to direct the disposition of: 0
  - (iv) Shared power to dispose or to direct the disposition of:  
1,530,400 shares of Common Stock and options to purchase  
6,000,000 shares of Common Stock

ITEM 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS

Not applicable.

ITEM 6. OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON

Edgar Filing: ARCH COAL INC - Form SC 13G

See Item 4.

ITEM 7. IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY OR CONTROL PERSON.

Not applicable.

ITEM 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP

Not applicable

ITEM 9. NOTICE OF DISSOLUTION OF THE GROUP

Not applicable

-----  
CUSIP NO. 039380100  
-----

13G

-----  
Page 14 of 18 Pages  
-----

ITEM 10. CERTIFICATION

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: July 25, 2008

TPG-Axon Capital Management, LP  
By: TPG-Axon GP, LLC, general partner

By: /s/ Dinakar Singh  
-----  
Dinakar Singh  
Co-President

TPG-Axon Partners GP, LP  
By: TPG-Axon GP, LLC, general partner

By: /s/ Dinakar Singh  
-----  
Dinakar Singh  
Co-President

Edgar Filing: ARCH COAL INC - Form SC 13G

TPG-Axon GP, LLC

By: /s/ Dinakar Singh

-----  
Dinakar Singh  
Co-President

-----  
CUSIP NO. 039380100  
-----

13G

-----  
Page 15 of 18 Pages  
-----

TPG-Axon Partners, LP

By: TPG-Axon Partners GP, LP, general partner

By: TPG-Axon GP, LLC, general partner

By: /s/ Dinakar Singh

-----  
Dinakar Singh  
Co-President

TPG-Axon Partners (Offshore), Ltd.

By: /s/ Dinakar Singh

-----  
Dinakar Singh  
Director

Dinakar Singh LLC

By: /s/ Dinakar Singh

-----  
Dinakar Singh  
Managing Member

/s/ Dinakar Singh

-----  
Dinakar Singh

-----  
CUSIP NO. 039380100  
-----

13G

-----  
Page 16 of 18 Pages  
-----

Edgar Filing: ARCH COAL INC - Form SC 13G

LIST OF EXHIBITS  
TO SCHEDULE 13G

	Page
	----
1. Agreement to Make Joint Filing .....	17

-----  
CUSIP NO. 039380100  
-----

13G

-----  
Page 17 of 18 Pages  
-----

EXHIBIT 1

AGREEMENT TO MAKE JOINT FILING

Each of the undersigned acknowledges and agrees that the foregoing statement on Schedule 13G is filed on behalf of each of the undersigned and that all subsequent amendments to this statement on Schedule 13G shall be filed on behalf of each of the undersigned without the necessity of filing additional joint filing agreements.

Dated: July 25, 2008

TPG-Axon Capital Management, LP  
By: TPG-Axon GP, LLC, general partner

By: /s/ Dinakar Singh  
-----  
Dinakar Singh  
Co-President

TPG-Axon Partners GP, LP  
By: TPG-Axon GP, LLC, general partner

By: /s/ Dinakar Singh  
-----  
Dinakar Singh  
Co-President

TPG-Axon GP, LLC

Edgar Filing: ARCH COAL INC - Form SC 13G

By: /s/ Dinakar Singh

-----  
Dinakar Singh  
Co-President

-----  
CUSIP NO. 039380100  
-----

13G

-----  
Page 18 of 18 Pages  
-----

TPG-Axon Partners, LP

By: TPG-Axon Partners GP, LP, general partner

By: TPG-Axon GP, LLC, general partner

By: /s/ Dinakar Singh

-----  
Dinakar Singh  
Co-President

TPG-Axon Partners (Offshore), Ltd.

By: /s/ Dinakar Singh

-----  
Dinakar Singh  
Director

Dinakar Singh LLC

By: /s/ Dinakar Singh

-----  
Dinakar Singh  
Managing Member

/s/ Dinakar Singh

-----  
Dinakar Singh