

PEABODY ENERGY CORP
Form 3
April 13, 2017

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 *
Â ELLIOTT
INTERNATIONAL, L.P.

2. Date of Event Requiring Statement
(Month/Day/Year)
04/03/2017

3. Issuer Name **and** Ticker or Trading Symbol
PEABODY ENERGY CORP [BTU]

(Last) (First) (Middle)

4. Relationship of Reporting Person(s) to Issuer

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

40 WEST 57TH STREET, 30TH FLOOR

(Check all applicable)

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
X Form filed by One Reporting Person
___ Form filed by More than One Reporting Person

NEW YORK,Â NYÂ 10019

(City) (State) (Zip)

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|--|---|--|
| Common Stock, par value \$0.01 per share ⁽¹⁾ | 8,186,311 | I ⁽²⁾ | See footnotes |
| Series A Convertible Preferred, par value \$0.01 per share ⁽¹⁾ | 4,869,626 | I ⁽²⁾ | See footnotes |

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

SEC 1473 (7-02)

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.

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

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| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) | | |
|---|--|--|--|--|---|--------------|---------------|
| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | |
| Warrant (Right to Buy) <u>(1)</u> | Â <u>(3)</u> | 07/03/2017 | Common Stock, \$0.01 par value | 823,268 | \$ 0.01 | I <u>(2)</u> | See footnotes |

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 | Â | Â X | Â | Â |

Signatures

| | | |
|--|--|------------|
| /s/ Elliot Greeberg, Vice President of Elliott International Capital Advisers, Inc, as Attorney-in-Fact, for Elliott International, L.P. | | 04/13/2017 |
| **Signature of Reporting Person | | Date |
| /s/ Elliot Greeberg, Vice President of Elliott International Capital Advisers, Inc, | | 04/13/2017 |
| **Signature of Reporting Person | | Date |

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(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 3 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 directly by Luxembourg.
 - (2) 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.