

SunCoke Energy, Inc.  
Form 8-A12B  
July 19, 2011

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 8-A**

**FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES**

Pursuant to Section 12(b) or (g) of the  
Securities Exchange Act of 1934

**SunCoke Energy, Inc.**

(Exact Name of Registrant as Specified in its Charter)

**Delaware**  
(State of Incorporation

or Organization)

1011 Warrenton Road, 6<sup>th</sup> Floor

**90-0640593**  
(IRS Employer

Identification Number)

37934

Edgar Filing: SunCoke Energy, Inc. - Form 8-A12B

**Lisle, IL 60532**  
**(Address of Principal Executive Offices)**

**(Zip Code)**

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c), please check the following box:

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), please check the following box:

**Securities Act registration statement file number to which this form relates:** 333-173-22

**Securities to be registered pursuant to Section 12(b) of the Act:**

<b>Title of Each Class to be so Registered</b>	<b>Name of Each Exchange on Which</b>
<b>Common Stock, par value \$0.01 per share</b>	<b>Each Class is to be Registered New York Stock Exchange</b>

**Securities to be registered pursuant to Section 12(g) of the Act:**

**None**  
**(Title of Each Class)**

**INFORMATION REQUIRED IN REGISTRATION STATEMENT**

**Item 1.** Description of Registrant's Securities to be Registered

A description of the common stock, par value \$0.01 per share (the "Common Stock"), of SunCoke Energy, Inc. (the "Company"), is set forth under "Description of Our Capital Stock" in the Company's Registration Statement on Form S-1 (File No. 333-173022), initially filed with the Securities and Exchange Commission (the "Commission") on March 23, 2011 (as amended, the "Registration Statement"), including any form of prospectus contained therein filed pursuant to Rule 424(b) under the Securities Act of 1933, as amended, which description is incorporated herein by reference.

**Item 2.** Exhibits

- 3.1 Amended and Restated Certificate of Incorporation of the Registrant (incorporated by reference to Exhibit 3.1 of Amendment No. 4 to the Company's Registration Statement on Form S-1 (File No. 333-173022), filed on July 6, 2011).
- 3.2 Amended and Restated Bylaws of the Registrant (incorporated by reference to Exhibit 3.2 of Amendment No. 1 to the Company's Registration Statement on Form S-1 (File No. 333-173022), filed on May 11, 2011).
- 4.1 Form of Common Stock Certificate of the Registrant (incorporated by reference to Exhibit 4.1 of Amendment No. 2 to the Company's Registration Statement on Form S-1 (File No. 333-173022), filed on June 3, 2011).

**SIGNATURES**

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the Registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

**SUNCOKE ENERGY, INC.**

Dated: July 19, 2011

By: /s/ Denise R. Cade

Name: Denise R. Cade  
Title: Senior Vice President, General Counsel  
and Corporate Secretary

**EXHIBIT INDEX**

- 3.1 Amended and Restated Certificate of Incorporation of the Registrant (incorporated by reference to Exhibit 3.1 of Amendment No. 4 to the Company's Registration Statement on Form S-1 (File No. 333-173022), filed on July 6, 2011).
- 3.2 Amended and Restated Bylaws of the Registrant (incorporated by reference to Exhibit 3.2 of Amendment No. 1 to the Company's Registration Statement on Form S-1 (File No. 333-173022), filed on May 11, 2011).
- 4.1 Form of Common Stock Certificate of the Registrant (incorporated by reference to Exhibit 4.1 of Amendment No. 2 to the Company's Registration Statement on Form S-1 (File No. 333-173022), filed on June 3, 2011).