

CONSOL Energy Inc.
Form 3
December 07, 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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â CONSOL Energy Inc. | | (Month/Day/Year) | CONSOL Coal Resources LP [CCR] | |
| (Last) | (First) | (Middle) | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| | | 11/28/2017 | | |
| 1000 CONSOL ENERGY DRIVE, SUITE 100 | | | (Check all applicable) | |
| (Street) | | | <input checked="" type="checkbox"/> Director | <input checked="" type="checkbox"/> 10% Owner |
| | | | <input type="checkbox"/> Officer | <input type="checkbox"/> Other |
| CANONSBURG, Â PA Â 15317 | | | (give title below) | (specify below) |
| (City) | (State) | (Zip) | 6. Individual or Joint/Group Filing(Check Applicable Line) | |
| | | | <input checked="" type="checkbox"/> Form filed by One Reporting Person | |
| | | | <input type="checkbox"/> Form filed by More than One Reporting Person | |

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 Units (Limited Partner Interests) | 5,006,496 ⁽¹⁾ ⁽²⁾ | D | Â |

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)

| 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) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|--|--|---|
| | | Title | | | |

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| | Date Exercisable | Expiration Date | Amount or Number of Shares | or Indirect (I) (Instr. 5) |
|--|------------------|-----------------|---------------------------------|----------------------------|
| Subordinated Units (Limited Partner Interests) | Â (3) | Â (3) | Common Units 11,611,067 (1) (2) | \$ (3) D Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| CONSOL Energy Inc. 1000 CONSOL ENERGY DRIVE, SUITE 100 CANONSBURG, PA 15317 | Â X | Â X | Â | Â |

Signatures

/s/ Martha A. Wiegand, General Counsel & Secretary
Date: 12/07/2017

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).

(1) On November 28, 2017, the Reporting Person (CONSOL Energy Inc.) ("CEIX") separated from its parent CNX Resources Corp. ("CNX") into an independent, publicly traded coal company through a pro rata distribution of all of CEIX's common stock to CNX's stockholders (the "Separation"). In connection with the Separation, CNX transferred all of the ownership interests that it directly and indirectly held in the Issuer to the Reporting Person. These interests include (i) 5,006,496 common units of the Issuer, (ii) 11,611,067 subordinated units of the Issuer, and (iii) a 1.7% general partner interest in the Issuer. The 1.7% general partner interest is held directly by the Issuer's general partner, CONSOL Coal Resources GP LLC (the "General Partner"). As part of the Separation, all of the ownership interests in the General Partner were transferred to the Reporting Person and the General Partner is now a wholly owned subsidiary of the Reporting Person.

(2) (Continued from Footnote 1) As part of the Separation, the General Partner transferred all of the incentive distribution rights that it held in the Issuer directly to the Reporting Person. All of the interests in the Issuer have the rights as described in CONSOL Coal Resources LP's Third Amended and Restated Agreement of Limited Partnership dated as of November 28, 2017 (a copy of which was filed as Exhibit 3.2 to the Form 8-K filed by the Issuer on December 4, 2017).

(3) Each subordinated unit will convert into one common unit upon the expiration of the Subordination Period, as described in CONSOL Coal Resources LP's Third Amended and Restated Limited Partnership Agreement dated as of November 28, 2017.

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.