

PEABODY ENERGY CORP  
Form SC 13G  
April 13, 2017

SECURITIES  
AND  
EXCHANGE  
COMMISSION  
Washington,  
D.C. 20549

SCHEDULE  
13G

Under the  
Securities  
Exchange Act of  
1934  
(Amendment  
No. )\*

Peabody Energy  
Corporation  
(Name of  
Issuer)

Common Stock,  
\$0.01 par value  
(Title of Class  
of Securities)

704551100  
(CUSIP  
Number)

April 3, 2017  
(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)

(Page 1 of 10  
Pages)

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\*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in 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 (however, see the Notes).

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|          |  |
|----------|--|
| <b>1</b> | NAME OF REPORTING PERSON   |
|          | ACP Master, Ltd.   |
| <b>2</b> | CHECK THE APPROPRIATE BOX IF A MEMBER (b) " OF A GROUP SEC USE ONLY  |
| <b>3</b> |  |
| <b>4</b> | CITIZENSHIP OR PLACE OF ORGANIZATION   |
|          | Cayman Islands   |
| <b>5</b> | SOLE VOTING POWER  |
|          | 0  |
|          | SHARED VOTING POWER  |
| <b>6</b> | 1,651,850 (including 69,892 shares of Common Stock issuable upon exercise of warrants and 883,930 shares of Common Stock issuable upon conversion of Series A Convertible Preferred Stock) |
| <b>7</b> | NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH: SOLE DISPOSITIVE POWER  |

0  
SHARED  
DISPOSITIVE  
POWER

1,651,850  
(including  
69,892 shares  
of Common  
Stock issuable  
upon exercise  
8 of warrants and  
883,930 shares  
of Common  
Stock issuable  
upon  
conversion of  
Series A  
Convertible  
Preferred  
Stock)

AGGREGATE  
AMOUNT  
BENEFICIALLY  
OWNED BY EACH  
REPORTING  
PERSON

9 1,651,850 (including  
69,892 shares of  
Common Stock  
issuable upon exercise  
of warrants and  
883,930 shares of  
Common Stock  
issuable upon  
conversion of Series A  
Convertible Preferred  
Stock)

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

11 PERCENT OF  
CLASS  
REPRESENTED BY  
AMOUNT IN ROW

(9)

1.70%  
TYPE OF  
REPORTING  
PERSON

12

OO

|  |  |
|--|--|
| 1  | NAME OF REPORTING PERSON   |
| 2  | Aurelius Capital Master, Ltd.<br>CHECK THE APPROPRIATE BOX IF A MEMBER (b) " OF A GROUP SEC USE ONLY   |
| 3  |  |
| 4  | CITIZENSHIP OR PLACE OF ORGANIZATION   |
| 5  | Cayman Islands<br>SOLE VOTING POWER  |
| 6  | 0<br>SHARED VOTING POWER   |
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH: | 2,627,817<br>(including 112,169 shares of Common Stock issuable upon exercise of warrants and 1,418,600 shares of Common Stock issuable upon conversion of Series A Convertible Preferred Stock) |

SOLE  
DISPOSITIVE  
7 POWER

0  
SHARED  
DISPOSITIVE  
POWER

2,627,817  
(including  
112,169 shares  
of Common  
Stock issuable  
8 upon exercise  
of warrants and  
1,418,600  
shares of  
Common Stock  
issuable upon  
conversion of  
Series A  
Convertible  
Preferred  
Stock)

AGGREGATE  
AMOUNT  
BENEFICIALLY  
OWNED BY EACH  
REPORTING  
PERSON

9 2,627,817 (including  
112,169 shares of  
Common Stock  
issuable upon exercise  
of warrants and  
1,418,600 shares of  
Common Stock  
issuable upon  
conversion of Series A  
Convertible Preferred  
Stock)

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

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

2.70%  
**12** TYPE OF  
REPORTING  
PERSON

OO



|  |  |
|--|--|
| 1  | NAME OF REPORTING PERSON   |
| 2  | Aurelius Capital Management, LP<br>CHECK THE APPROPRIATE BOX IF A MEMBER (b) " OF A GROUP<br>SEC USE ONLY  |
| 3  |  |
| 4  | CITIZENSHIP OR PLACE OF ORGANIZATION   |
| 5  | Delaware<br>SOLE VOTING POWER  |
| 6  | 0<br>SHARED VOTING POWER   |
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH: | 4,279,667<br>(including 182,061 shares of Common Stock issuable upon exercise of warrants and 2,302,530 shares of Common Stock issuable upon conversion of Series A Convertible Preferred Stock) |

SOLE  
DISPOSITIVE  
7 POWER

0  
SHARED  
DISPOSITIVE  
POWER

4,279,667  
(including  
182,061 shares  
of Common  
Stock issuable  
upon exercise  
8 of warrants and  
2,302,530  
shares of  
Common Stock  
issuable upon  
conversion of  
Series A  
Convertible  
Preferred  
Stock)

AGGREGATE  
AMOUNT  
BENEFICIALLY  
OWNED BY EACH  
REPORTING  
PERSON

9 4,279,667 (including  
182,061 shares of  
Common Stock  
issuable upon exercise  
of warrants and  
2,302,530 shares of  
Common Stock  
issuable upon  
conversion of Series A  
Convertible Preferred  
Stock)

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

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

4.40%

**12** TYPE OF  
REPORTING  
PERSON

PN; IA

|          |   |
|----------|---|
| <b>1</b> | NAME OF REPORTING PERSON  |
|          | Mark D. Brodsky   |
| <b>2</b> | CHECK THE APPROPRIATE BOX IF A MEMBER (b) " OF A GROUP SEC USE ONLY   |
| <b>3</b> |   |
| <b>4</b> | CITIZENSHIP OR PLACE OF ORGANIZATION  |
|          | United States   |
| <b>5</b> | SOLE VOTING POWER   |
|          | 0   |
|          | SHARED VOTING POWER   |
| <b>6</b> | 4,279,667 (including 182,061 shares of Common Stock issuable upon exercise of warrants and 2,302,530 shares of Common Stock issuable upon conversion of Series A Convertible Preferred Stock) |
| <b>7</b> | NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:  |

SOLE  
DISPOSITIVE  
POWER

0  
SHARED  
DISPOSITIVE  
POWER

8 4,279,667  
(including  
182,061 shares  
of Common  
Stock issuable  
upon exercise  
of warrants and  
2,302,530  
shares of  
Common Stock  
issuable upon  
conversion of  
Series A  
Convertible  
Preferred  
Stock)

AGGREGATE  
AMOUNT  
BENEFICIALLY  
OWNED BY EACH  
REPORTING  
PERSON

9 4,279,667 (including  
182,061 shares of  
Common Stock  
issuable upon exercise  
of warrants and  
2,302,530 shares of  
Common Stock  
issuable upon  
conversion of Series A  
Convertible Preferred  
Stock)

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

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

4.40%

**12** TYPE OF  
REPORTING  
PERSON

IN

**Item 1(a). NAME OF ISSUER**

The name of the issuer is Peabody Energy Corporation (the "Company").

**Item 1(b). ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES**

The Company's principal executive offices are located at 701 Market Street, St. Louis, Missouri 63101.

**Item 2(a). NAME OF PERSON FILING**

This statement is filed by:

ACP Master, Ltd. ("ACP Master"), a Cayman Islands exempted company, with respect to the shares of  
(i) Common Stock held by it and the shares of Common Stock underlying the warrants and Series A Convertible Preferred Stock held by it;

Aurelius Capital Master, Ltd. ("Aurelius Capital Master" and, together with ACP Master, the "Aurelius Master Funds"), a Cayman Islands exempted company, with respect to the shares of Common Stock held by it and the shares of Common Stock underlying the warrants and Series A Convertible Preferred Stock held by it;

Aurelius Capital Management, LP ("Aurelius Capital Management"), a Delaware limited partnership that serves as investment manager or manager to each of the Aurelius Master Funds, with respect to the shares of Common Stock and the shares of Common Stock underlying the warrants and Series A Convertible Preferred Stock held by the Aurelius Master Funds; and  
(iii)

Mark D. Brodsky, who serves as the Senior Managing Member of Aurelius Capital Management GP, LLC, which is the general partner of Aurelius Capital Management, with respect to the shares of Common Stock and the shares of Common Stock underlying the warrants and Series A Convertible Preferred Stock held by the Aurelius Master Funds.  
(iv)

The foregoing persons are hereinafter sometimes collectively referred to as the "Reporting Persons." Any disclosures herein with respect to persons other than the Reporting Persons are made on information and belief after making inquiry to the appropriate party.

The filing of this statement should not be construed in and of itself as an admission by any Reporting Person as to beneficial ownership of the securities reported herein.

**Item 2(b). ADDRESS OF PRINCIPAL BUSINESS OFFICE OR, IF NONE, RESIDENCE**

The address of the business office of each of the Reporting Persons is Aurelius Capital Management, LP, 535 Madison Avenue, 22nd Floor, New York, New York 10022.

**Item  
2(c). CITIZENSHIP**

ACP Master and Aurelius Capital Master are Cayman Islands exempted companies. Aurelius Capital Management is a Delaware limited partnership. Mark D. Brodsky is a citizen of the United States.



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**Item 2(d). TITLE OF CLASS OF SECURITIES**

Common Stock, \$0.01 par value (the "Common Stock").

**Item 2(e). CUSIP NUMBER**

704551100

**Item 3. IF THIS STATEMENT IS FILED PURSUANT TO Rules 13d-1(b), OR 13d-2(b) OR (c), CHECK WHETHER THE PERSON FILING IS A:**

- (a) " Broker or dealer registered under Section 15 of the Act;
- (b) " Bank as defined in Section 3(a)(6) of the Act;
- (c) " Insurance company as defined in Section 3(a)(19) of the Act;
- (d) " Investment company registered under Section 8 of the Investment Company Act of 1940;
- (e) " An investment adviser in accordance with Rule 13d-1(b)(1)(ii)(E);  
An employee benefit plan or endowment fund in accordance with Rule 13d-1(b)(1)(ii)(F);
- (f) "
- (g) " A parent holding company or control person in accordance with Rule 13d-1(b)(1)(ii)(G);  
A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act;
- (h) "
- (i) " A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act;
- (j) " A non-U.S. institution in accordance with Rule 13d-1(b)(1)(ii)(J);
- (k) " Group, in accordance with Rule 13d-1(b)(1)(ii)(K).

If filing as a non-U.S. institution in accordance with Rule 13d-1(b)(1)(ii)(J), please

specify the type of institution: Not applicable.

**Item 4. OWNERSHIP**

The information required by Items 4(a) – (c) is set forth in Rows (5) – (11) of the cover page for each

Reporting  
Person hereto  
and is  
incorporated  
herein by  
reference for  
each such  
Reporting  
Person. On the  
date of the event  
which required  
the filing of this  
Schedule 13G,  
the Reporting  
Persons may  
have been  
deemed to be  
the beneficial  
owners of more  
than five  
percent of the  
outstanding  
shares of  
Common  
Stock.

The percentages  
set forth in this  
Schedule 13G  
are calculated  
based upon an  
aggregate of  
94,883,035  
shares of  
Common Stock  
reported to be  
issued and  
outstanding on  
April 12, 2017,  
as  
communicated  
to the Reporting  
Persons by a  
representative  
of the  
Company.

**Item 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS**

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following: x

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

Not applicable.

**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 GROUP**

Not applicable.

**Item 10. CERTIFICATION**

Each of the  
Reporting Persons  
hereby makes the  
following  
certification:

By signing below  
each Reporting  
Person certifies that,  
to the best of his or  
its 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.

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SIGNATURES

After reasonable inquiry and to the best of his or its knowledge and belief, each of the undersigned certifies that the information set forth in this statement is true, complete and correct.

DATE: April 13, 2017

**ACP MASTER, LTD.**

By: Aurelius Capital Management, LP, solely as investment manager and not in its individual capacity

/s/ Samuel Jed Rubin

Name: Samuel Jed Rubin

Title: General Counsel

**AURELIUS CAPITAL MASTER, LTD.**

By: Aurelius Capital Management, LP, solely as investment manager and not in its individual capacity

/s/ Samuel Jed Rubin

Name: Samuel Jed Rubin

Title: General Counsel

**AURELIUS CAPITAL MANAGEMENT, LP**

/s/ Samuel Jed Rubin

Name: Samuel Jed Rubin

Title: General Counsel

**MARK D. BRODSKY**

/s/ Mark D. Brodsky

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EXHIBIT 1

**JOINT FILING AGREEMENT  
PURSUANT TO RULE 13d-1(k)**

The undersigned acknowledge and agree 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. The undersigned acknowledge that each shall be responsible for the timely filing of such amendments, and for the completeness and accuracy of the information concerning him or it contained herein and therein, but shall not be responsible for the completeness and accuracy of the information concerning the others, except to the extent that he or it knows or has reason to believe that such information is inaccurate.

DATE: April 13, 2017

**ACP MASTER, LTD.**

By: Aurelius Capital Management, LP, solely as investment manager and not in its individual capacity

/s/ Samuel Jed Rubin

Name: Samuel Jed Rubin

Title: General Counsel

**AURELIUS CAPITAL MASTER, LTD.**

By: Aurelius Capital Management, LP, solely as investment manager and not in its individual capacity

/s/ Samuel Jed Rubin

Name: Samuel Jed Rubin

Title: General Counsel

**AURELIUS CAPITAL MANAGEMENT, LP**

/s/ Samuel Jed Rubin

Name: Samuel Jed Rubin

Title: General Counsel

**MARK D. BRODSKY**

/s/ Mark D. Brodsky