

PEABODY ENERGY CORP
Form 4
April 07, 2017

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN 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 *
ELLIOTT INTERNATIONAL, L.P.

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
40 WEST 57TH STREET, 30TH FLOOR

3. Date of Earliest Transaction (Month/Day/Year)
04/05/2017

____ Director
____ Officer (give title below)
__X__ 10% Owner
____ Other (specify below)

(Street)
NEW YORK, NY 10019

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

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

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock, par value \$0.01 per share ⁽¹⁾ | 04/05/2017 | | P | | 68,000 | A | \$ 27.9693 |
| | | | | | | | 8,254,311 |
| | | | | | | | I ⁽²⁾ |
| See footnotes | | | | | | | |
| Common Stock, par value \$0.01 per share ⁽¹⁾ | 04/05/2017 | | P | | 108,800 | A | \$ 27.9933 |
| | | | | | | | 8,363,111 |
| | | | | | | | I ⁽²⁾ |
| See footnotes | | | | | | | |
| Common Stock, par value \$0.01 per share ⁽¹⁾ | 04/05/2017 | | P | | 68,000 | A | \$ 27.9955 |
| | | | | | | | 8,431,111 |
| | | | | | | | I ⁽²⁾ |
| See footnotes | | | | | | | |

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(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 4 is filed jointly by Elliott International, L.P. ("Elliott International") and Elliott International Capital Advisors Inc. ("EICA" and, together with Elliott International, the "Reporting Persons"). EICA, as the investment manager of Elliott International, may be

(1) 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.

Securities owned by Luxembourg Investment Company 162 S.a R.L, a Luxembourg limited company ("Luxembourg") and a

(2) wholly-owned subsidiary of Elliott International. EICA, as the investment manager of Elliott International, may be deemed to beneficially own the securities owned by directly by Luxembourg.

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.