

PEABODY ENERGY CORP
Form 8-K
April 06, 2010

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

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of Earliest Event Reported):

April 5, 2010

PEABODY ENERGY CORPORATION

(Exact name of registrant as specified in its charter)

Delaware

1-16463

13-4004153

(State or other jurisdiction
of incorporation)

(Commission
File Number)

(I.R.S. Employer
Identification No.)

701 Market Street, St. Louis, Missouri

63101

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code:

(314) 342-3400

Not Applicable

Former name or former address, if changed since last report

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
-

Top of the Form

Item 7.01 Regulation FD Disclosure.

On April 5, 2010, Peabody Energy Corporation ("Peabody") issued a press release indicating that it has submitted a revised proposal to acquire a controlling interest in Macarthur Coal Limited (ASX: MCC). Under Peabody's revised non-binding proposal, Macarthur shareholders would receive a cash price of A\$14.00 per share. Peabody has also reduced the conditionality of the proposal. While Peabody continues to offer alternatives to the three major shareholders to retain their original interest in Macarthur, Peabody's proposal is not contingent on their commitment provided the Macarthur Board supports Peabody's proposal. The proposal contemplates a scheme of arrangement being put by Macarthur to its shareholders for approval, which would result in Macarthur being privatized and operated and controlled by Peabody. Peabody's proposal is conditional upon Macarthur's current offer to acquire Gloucester Coal and the associated Noble transactions not proceeding, and any transaction will be subject to regulatory approvals and other customary conditions. A copy of the press release is furnished as Exhibit 99.1 hereto.

Item 9.01 Financial Statements and Exhibits.

Exhibit No. 99.1 Peabody press release dated April 5, 2010.

Top of the Form

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

PEABODY ENERGY CORPORATION

April 6, 2010

By: *Kenneth L. Wagner*

Name: Kenneth L. Wagner

*Title: Vice President, Assistant General Counsel and
Assistant Secretary*

Top of the Form

Exhibit Index

| <u>Exhibit No.</u> | <u>Description</u> |
|---------------------------|--|
| 99.1 | Peabody press release dated April 5, 2010. |