

PEABODY ENERGY CORP
Form 4
April 17, 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 ASSOCIATES, L.P.

(Last) (First) (Middle)

40 WEST 57TH STREET, 30TH FLOOR

(Street)

NEW YORK, NY 10019

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

PEABODY ENERGY CORP [BTU]

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

04/12/2017

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)

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 Ownership (Instr. 4)		
			Code	V	Amount	(A) or (D)	Price		
Common Stock, par value \$0.01 per Share ⁽¹⁾	04/12/2017		M		51,446	A	\$ 0.01 1,248,633	D	
Common Stock, par value \$0.01 per Share ⁽¹⁾	04/12/2017		F		19	D	\$ 0.01 1,248,614	D	
Common Stock, par	04/12/2017		M		282,344	A	\$ 0.01 3,111,267	I ⁽²⁾	See footnotes

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value \$0.01 per Share <u>(1)</u>									
Common Stock, par value \$0.01 per Share <u>(1)</u>	04/12/2017	F	93	D	\$ 0.01	3,111,174	I <u>(2)</u>		See footnotes
Common Stock, par value \$0.01 per Share <u>(1)</u>	04/13/2017	M	52,721	A	\$ 0.01	1,301,335	D		
Common Stock, par value \$0.01 per Share <u>(1)</u>	04/13/2017	F	18	D	\$ 0.01	1,301,317	D		
Common Stock, par value \$0.01 per Share <u>(1)</u>	04/13/2017	M	908	A	\$ 0.01	3,112,082	I <u>(2)</u>		See footnotes
Common Stock, par value \$0.01 per Share <u>(1)</u>	04/13/2017	J <u>(3)</u>	4,287	A	\$ 0 <u>(3)</u>	1,305,604	D		

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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.

SEC 1474
(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount Number Shares

Common Stock

Warrant (Right to Buy) ⁽⁴⁾	\$ 0.01	04/12/2017	X	51,446	04/03/2017	07/03/2017	Common Stock	51,446
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Common Stock

Warrant (Right to Buy) ⁽⁴⁾	\$ 0.01	04/12/2017	X	282,344	04/03/2017	07/03/2017	Common Stock	282,344
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Common Stock

Warrant (Right to Buy) ⁽⁴⁾	\$ 0.01	04/12/2017	X	52,721	04/03/2017	07/03/2017	Common Stock	52,721
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Common Stock

Warrant (Right to Buy) ⁽⁴⁾	\$ 0.01	04/13/2017	X	908	04/03/2017	07/03/2017	Common Stock	908
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Common Stock

Warrant (Right to Buy) ⁽⁴⁾	\$ 0.01	04/13/2017	J ⁽³⁾	94	04/03/2017	07/03/2017	Common Stock	94
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ELLIOTT ASSOCIATES, L.P. 40 WEST 57TH STREET, 30TH FLOOR NEW YORK, NY 10019		X		

Signatures

/s/ Elliot Greenberg, Vice President of Braxton Associates, Inc., as General Partner of Elliott Capital Advisors, L.P., as General Partner, of Elliott Associates, L.P.

04/17/2017

^{__}Signature of Reporting Person

Date

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 by Elliott Associates, L.P. (the "Reporting Person"). The Reporting Person may be deemed to be a member of a (1) Section 13(d) group that collectively beneficially owns more than 10% of the Issuer's outstanding common stock. The Reporting Person disclaims beneficial ownership of the securities reported herein except to the extent of its pecuniary interest therein.

(2)

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Securities are owned by The Liverpool Limited Partnership, a Bermuda limited partnership and a wholly-owned subsidiary of the Reporting Person.

- (3) These shares and warrants were acquired in connection with the settlement of certain claims in connection with the Issuer's emergence from Chapter 11 Bankruptcy.
- (4) The warrants are currently exercisable.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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