

PEABODY ENERGY CORP
Form S-8 POS
August 12, 2016

As filed with the Securities and Exchange Commission on August 12, 2016.

Registration No. 333-61406

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

POST-EFFECTIVE AMENDMENT NO. 2

TO

FORM S-8

REGISTRATION STATEMENT

UNDER THE SECURITIES ACT OF 1933

Peabody Energy Corporation

(Exact name of registrant as specified in its charter)

**Delaware
(State or other jurisdiction of
incorporation or organization)**

**13-4004153
(I.R.S. Employer
Identification No.)**

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701 Market Street, St. Louis, Missouri 63101-1826

(Address of Principal Executive Offices) (Zip Code)

Peabody Energy Corporation Employee Stock Purchase Plan (As Amended)

(Full title of the plan)

A. Verona Dorch

Executive Vice President, Chief Legal Officer, Government Affairs and Corporate Secretary

Peabody Energy Corporation

701 Market Street

St. Louis, Missouri 63101-1826

(Name and address of agent for service)

(314) 342-3400

(Telephone number, including area code, of agent for service)

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

Non-accelerated filer (Do not check if a smaller reporting company)

Smaller reporting company

EXPLANATORY NOTE

Peabody Energy Corporation, a Delaware corporation (the **Registrant**), is filing this Post-Effective Amendment No. 2 to deregister any and all securities that remain unsold under the Registrant's Registration Statement on Form S-8 (Registration No. 333-61406) (the **Registration Statement**), which relate to the Peabody Energy Corporation Employee Stock Purchase Plan (As Amended) (the **Plan**). The Registration Statement originally registered an aggregate of 1,500,000 shares (the **Shares**) of common stock of the Registrant, par value \$0.01 per share, along with an indeterminate amount of interests (collectively with the Shares, the **Securities**), to be offered and sold pursuant to the Plan.

The Plan has been terminated by the Registrant. In accordance with an undertaking made by the Registrant in the Registration Statement to remove from registration, by means of a post-effective amendment, any Securities that remain unsold at the termination of the offering, the Registrant hereby removes from registration any and all Securities registered but unsold under the Registration Statement.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing an amendment on Form S-8 and has duly caused this Post-Effective Amendment No. 2 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of St. Louis, State of Missouri, as of the 12th day of August, 2016.

PEABODY ENERGY CORPORATION

By: /s/ Amy B. Schwetz
Name: Amy B. Schwetz
Title: Executive Vice President and
Chief Financial Officer

Pursuant to the requirements of the Securities Act of 1933, this Post-Effectively Amendment No. 2 to the Registration Statements has been signed below by or on behalf of the following persons in the capacities indicated as of the 12th day of August 2016.

Signature	Title
/s/ Glenn L. Kellow	President, Chief Executive Officer and Director
Glenn L. Kellow	(Principal Executive Officer)
/s/ Amy B. Schwetz	Executive Vice President and Chief Financial Officer
Amy B. Schwetz	(Principal Financial and Principal Accounting Officer)
/s/ Robert A. Malone	Chairman of the Board and Director
Robert A. Malone	
/s/ William A. Coley	Director
William A. Coley	
/s/ William E. James	Director
William E. James	
/s/ Robert B. Karn III	Director
Robert B. Karn III	
/s/ Henry E. Lentz	Director
Henry E. Lentz	

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/s/ William C. Rusnack	Director
William C. Rusnack	
/s/ Michael W. Sutherlin	Director
Michael W. Sutherlin	
/s/ John F. Turner	Director
John F. Turner	
/s/ Sandra A. Van Trease	Director
Sandra A. Van Trease	
/s/ Heather A. Wilson	Director
Heather A. Wilson	