

CONSOL Energy Inc
Form 4
October 03, 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

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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 *
CONSOL Energy Inc

2. Issuer Name and Ticker or Trading Symbol
CNX Coal Resources LP [CNXC]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
1000 CONSOL ENERGY DRIVE
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
10/02/2017

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

CANONSBURG, PA 15317

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

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

(City) (State) (Zip)

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 UNITS (LIMITED PARTNER INTERESTS)	10/02/2017		M		3,956,496	A	(1) (2) (3)
					5,006,496	D	(4)

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

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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 Security (Instr. 3 and 4)
CLASS A PREFERRED UNITS (LIMITED PARTNER INTERESTS)	(1) (2) (3)	10/02/2017		M	3,956,496	(1)(2)(3) (1)(2)(3)	COMMON UNITS

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CONSOL Energy Inc 1000 CONSOL ENERGY DRIVE CANONSBURG, PA 15317	X	X		

Signatures

/s/ Stephanie L. Gill, Stephanie L. Gill, Vice President, General Counsel & Corporate Secretary of CONSOL Energy Inc. 10/03/2017

__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).
- Each Class A Preferred Unit is convertible into one common unit representing limited partnership interests in the Issuer (the "Common Units"), at the election of CONSOL Energy Inc. ("CONSOL" or the "Reporting Person"), (i) at any time after September 30, 2017, (ii) with respect to any dissolution or liquidation of the Issuer pursuant to the Issuer's Partnership Agreement occurring prior to September 30, 2017, as of the business day immediately prior to the effective date of such dissolution or liquidation and (iii) with respect to a Class A Preferred Unit Change of Control (as defined in the Issuer's Partnership Agreement),
- (1) (Continued from footnote 1) as of the business day immediately prior to the record date or effective date, as applicable, of such Class A Preferred Unit Change of Control. All, but not less than all, of the outstanding Class A Preferred Units are convertible at the election of the Issuer into Common Units on a one-for-one basis, on or after September 30, 2019, subject to certain conditions set forth in the Issuer's Partnership Agreement. The Class A Preferred Units have no expiration date.
- (2) On October 2, 2017, CONSOL elected to convert all of its Class A Preferred Units into Common Units and, in accordance with the Issuer's Partnership Agreement, the Issuer issued an aggregate of 3,956,496 Common Units to CONSOL. Following the conversion of the Class A Preferred Units into Common Units, no Class A Preferred Units were outstanding.
- (3) CONSOL is the direct holder of limited partnership interests in the Issuer. CONSOL is also the sole owner of the membership interests of CNX Coal Resources GP LLC, the general partner of the Issuer (the "General Partner"). The General Partner owns a 1.71% general partner interest in the Issuer.
- (4)

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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.