

PEABODY ENERGY CORP  
Form SC 13D/A  
February 02, 2018  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

SCHEDULE 13D/A

Under the Securities Exchange Act of 1934

(Amendment No. 2)

Peabody Energy Corporation  
(Name of Issuer)

Common Stock, \$0.01 par value  
(Title of Class of Securities)

704551100  
(CUSIP Number)

Elliott Associates, L.P.

c/o Elliott Management Corporation

40 West 57th Street

New York, NY 10019

with a copy to:

Eleazer Klein, Esq.  
Marc Weingarten, Esq.

Schulte Roth & Zabel LLP

919 Third Avenue

New York, New York 10022

(212) 756-2000  
(Name, Address and Telephone Number of Person  
Authorized to Receive Notices and  
Communications)

January 31, 2018  
(Date of Event Which Requires Filing of This  
Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), Rule 13d-1(f) or Rule 13d-1(g), check the following box. ☐

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\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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**1** NAME OF REPORTING PERSON

Elliott Associates, L.P.

**2** CHECK THE APPROPRIATE ☒ x

BOX IF A

MEMBER OF(b) "

A GROUP

**3** SEC USE ONLY

SOURCE OF FUNDS

**4** WC  
CHECK BOX

IF

DISCLOSURE

OF LEGAL

**5** PROCEEDING

IS

REQUIRED

PURSUANT

TO ITEMS

2(d) or 2(e)

CITIZENSHIP OR

PLACE OF

**6** ORGANIZATION

Delaware

**7** SOLE  
VOTING  
POWER

11,308,687<sup>1</sup>

NUMBER OF  
SHARES **8** SHARED  
VOTING  
POWER

BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON WITH: **9** SOLE  
DISPOSITIVE  
POWER

11,308,687<sup>1</sup>

**10** SHARED  
DISPOSITIVE  
POWER

0

|    |  |
|----|--|
| 11 | AGGREGATE<br>AMOUNT<br>BENEFICIALLY<br>OWNED BY EACH<br>PERSON   |
| 12 | 11,308,687 <sup>1</sup><br>CHECK IF THE<br>AGGREGATE<br>AMOUNT IN<br>ROW (11)        ..<br>EXCLUDES<br>CERTAIN<br>SHARES<br>PERCENT OF CLASS<br>REPRESENTED BY<br>AMOUNT IN ROW (11) |
| 13 |  |
| 14 | 8.7% <sup>1</sup><br>TYPE OF REPORTING<br>PERSON<br><br>PN   |

<sup>1</sup> Includes 4,526,600 shares of Common Stock issued upon the automatic conversion of the 2,404,192 shares of Series A Convertible Preferred Stock, which, according to the Issuer's Current Report on Form 8-K, filed on January 31, 2018 (the "8-K") took place on January 31, 2018 with respect to all outstanding shares of Series A convertible Preferred Stock (the "Preferred Stock Conversion"). The number of shares of Common Stock into which the Series A Convertible Preferred Stock converted is based upon the conversion rate of approximately 1.88279508 shares of Common Stock per share of Series A Convertible Preferred Stock as provided in the 8-K. Percentages used herein are based on approximately 130,700,000 shares of Common Stock outstanding following the Preferred Stock Conversion, as disclosed in the 8-K.

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**1** NAME OF REPORTING PERSON

Elliott International, L.P.

**2** CHECK THE APPROPRIATE ☒ x

BOX IF A

MEMBER OF (b) "

**3** A GROUP

SEC USE ONLY

SOURCE OF FUNDS

**4** WC

CHECK BOX

IF

DISCLOSURE

OF LEGAL

PROCEEDING

**5** IS

REQUIRED

PURSUANT

TO ITEMS

2(d) or 2(e)

CITIZENSHIP OR

PLACE OF

ORGANIZATION

**6** Cayman Islands, British West Indies

NUMBER OF SHARES BENEFICIALLY 7 OWNED BY EACH REPORTING PERSON WITH:

SOLE

VOTING

POWER

0

SHARED

VOTING

POWER

**8**

24,031,115<sup>1</sup>

SOLE

DISPOSITIVE

POWER

**9**

0

SHARED

DISPOSITIVE

**10**

POWER

24,031,115<sup>1</sup>

**11** AGGREGATE  
AMOUNT  
BENEFICIALLY  
OWNED BY EACH  
PERSON

**12** 24,031,115<sup>1</sup>  
CHECK IF THE  
AGGREGATE  
AMOUNT IN  
ROW (11) ..  
EXCLUDES  
CERTAIN  
SHARES

**13** PERCENT OF CLASS  
REPRESENTED BY  
AMOUNT IN ROW (11)

**14** 18.4%<sup>1</sup>  
TYPE OF REPORTING  
PERSON

PN

<sup>1</sup> Includes 9,619,100 shares of Common Stock issued upon the automatic conversion of the 5,108,947 shares of Series A Convertible Preferred Stock, which, according to the 8-K, took place on January 31, 2018. The number of shares of Common Stock into which the Series A Convertible Preferred Stock converted is based upon the conversion rate of approximately 1.88279508 shares of Common Stock per share of Series A Convertible Preferred Stock as provided in the 8-K. Percentages used herein are based on approximately 130,700,000 shares of Common Stock outstanding following the Preferred Stock Conversion, as disclosed in the 8-K.

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**1** NAME OF REPORTING PERSON

Elliott International  
Capital Advisors Inc.

**2** CHECK THE APPROPRIATE BOX IF A (a) x (b) " MEMBER OF A GROUP

**3** SEC USE ONLY  
**4** SOURCE OF FUNDS

OO  
CHECK BOX  
IF  
DISCLOSURE  
OF LEGAL

**5** PROCEEDING IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

CITIZENSHIP OR  
PLACE OF  
**6** ORGANIZATION

Delaware

NUMBER OF  
SHARES  
BENEFICIALLY **7** OWNED BY  
EACH  
REPORTING  
PERSON WITH:

SOLE  
VOTING  
POWER  
  
0  
SHARED  
VOTING  
POWER

**8**

24,031,115<sup>1</sup>  
SOLE  
DISPOSITIVE  
POWER

**9**

**10** 0  
SHARED  
DISPOSITIVE

POWER

|           |   |
|-----------|---|
|           | 24,031,115 <sup>1</sup>   |
| <b>11</b> | AGGREGATE<br>AMOUNT<br>BENEFICIALLY<br>OWNED BY EACH<br>PERSON                            |
| <b>12</b> | 24,031,115 <sup>1</sup><br>CHECK IF THE<br>AGGREGATE<br>AMOUNT IN<br>ROW (11)      "      |
| <b>13</b> | EXCLUDES<br>CERTAIN<br>SHARES<br>PERCENT OF CLASS<br>REPRESENTED BY<br>AMOUNT IN ROW (11) |
| <b>14</b> | 18.4% <sup>1</sup><br>TYPE OF REPORTING<br>PERSON   |
|           | CO  |

<sup>1</sup> Includes 9,619,100 shares of Common Stock issued upon the automatic conversion of the 5,108,947 shares of Series A Convertible Preferred Stock, which, according to the 8-K, took place on January 31, 2018. The number of shares of Common Stock into which the Series A Convertible Preferred Stock converted is based upon the conversion rate of approximately 1.88279508 shares of Common Stock per share of Series A Convertible Preferred Stock as provided in the 8-K. Percentages used herein are based on approximately 130,700,000 shares of Common Stock outstanding following the Preferred Stock Conversion, as disclosed in the 8-K.



The following constitutes Amendment No.2 to the Schedule 13D filed by the undersigned ("Amendment No. 2"). This Amendment No. 2 amends the Schedule 13D as specifically set forth herein.

#### **Item 1. SECURITY AND ISSUER**

Item 1 is hereby amended and restated as follows:

This statement relates to the shares of Common Stock, \$0.01 par value (the "Common Stock") of Peabody Energy Corporation ("Issuer"). The Issuer's principal executive office is located at 701 Market Street, St. Louis, Missouri 63101-1826.

#### **Item 5. INTEREST IN SECURITIES OF THE ISSUER**

Items 5(a) and (b) are hereby amended and restated as follows:

**(a) As of the date hereof, Elliott, Elliott International and EICA collectively may be deemed to beneficially own 35,339,802 shares of Common Stock, including 14,145,700 shares of Common Stock issued upon the automatic conversion of the Series A Convertible Preferred Stock constituting a combined economic exposure in the Issuer of approximately 27.0% of the shares of Common Stock outstanding.**

The aggregate percentage of Common Stock reported owned by each person named herein is based upon approximately 130,700,000 shares of Common Stock outstanding following the Preferred Stock Conversion, as disclosed in the 8-K.

As of the date hereof, Elliott itself and through The Liverpool Limited Partnership, a Bermuda limited partnership and a wholly-owned subsidiary of Elliott ("Liverpool"), may be deemed to own 11,308,687 shares of Common Stock, including 4,526,600 shares of Common Stock issued upon the Preferred Stock Conversion, constituting 8.7% of the shares of Common Stock outstanding.

As of the date hereof, Elliott International through Spraberry Investments Inc., a Delaware corporation ("Spraberry") and a wholly-owned subsidiary of Elliott International, may be deemed to own 24,031,115 shares of Common Stock, including 9,619,100 shares of Common Stock issued upon the Preferred Stock Conversion, constituting 18.4% of the shares of Common Stock outstanding. EICA, as the investment manager of Elliott International may be deemed to beneficially own the 24,031,115 shares of Common Stock deemed to be beneficially owned by Spraberry, constituting approximately 18.4% of the shares of Common Stock outstanding.

(b) Elliott has the power to vote or direct the vote of, and to dispose or direct the disposition of, the shares of Common Stock owned directly by it.

Elliott International has the shared power with EICA to vote or direct the vote of, and to dispose or direct the disposition of, the shares of Common Stock owned by Spraberry, Elliott International and EICA. Information regarding each of Elliott International and EICA is set forth in Item 2 of this Schedule 13D and is expressly incorporated by reference herein.

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SIGNATURES

After reasonable inquiry and to the best of his or its knowledge and belief, each of the undersigned certifies that the information set forth in this statement is true, complete and correct.

DATE: February 2, 2018

ELLIOTT  
ASSOCIATES, L.P.

By: Elliott Capital  
Advisors, L.P., as  
General Partner

By: Braxton  
Associates, Inc., as  
General Partner

/s/ Elliot Greenberg  
Name: Elliot Greenberg  
Title: Vice President

ELLIOTT  
INTERNATIONAL,  
L.P.  
By: Elliott International  
Capital Advisors Inc.,  
as Attorney-in-Fact

/s/ Elliot Greenberg  
Name: Elliot Greenberg  
Title: Vice President

ELLIOTT  
INTERNATIONAL  
CAPITAL ADVISORS  
INC.

/s/ Elliot Greenberg  
Name: Elliot Greenberg  
Title: Vice President