

PEABODY ENERGY CORP

Form 4

April 05, 2017

FORM 4
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
**DISCOVERY CAPITAL
MANAGEMENT, LLC / CT**

(Last) (First) (Middle)

**20 MARSHALL STREET, SUITE
310**

(Street)

SOUTH NORWALK, CT 06854

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

PEABODY ENERGY CORP [BTU]

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

04/03/2017

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

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

____ Form filed by One Reporting Person
__X__ 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 Indirect Beneficial Ownership (Instr. 4)	
			Code	V	Amount	(A) or (D)	Price			
Common Stock, \$0.01 par value	04/03/2017		C		7,192,536	A	\$ 0	14,192,991	I	See Footnote <u>(1)</u>
Common Stock, \$0.01 par value	04/03/2017		C		7,445,754	A	\$ 0	12,444,728	I	See Footnote <u>(2)</u>
Common Stock, \$0.01 par value	04/05/2017		X		870,363	A	\$ 0.01	15,063,354	I	See Footnote <u>(1)</u>

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Common Stock, \$0.01 par value	04/05/2017	X	600,774	A	\$ 0.01	13,045,502	I	See Footnote (2)
Common Stock, \$0.01 par value	04/05/2017	S ⁽⁴⁾	320	D	\$ 27.25	15,063,034	I	See Footnote (1)
Common Stock, \$0.01 par value	04/05/2017	S ⁽⁵⁾	220	D	\$ 27.25	13,045,282	I	See Footnote (2)

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

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(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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount of Underlying Security
Series A Convertible Preferred Stock	(3)	04/03/2017		C	3,641,992	04/03/2017 (3)	Common Stock, \$0.01 par value 7,
Series A Convertible Preferred Stock	(3)	04/03/2017		C	3,770,211	04/03/2017 (3)	Common Stock, \$0.01 par value 7,
Warrant	\$ 0.01	04/05/2017		X	870,363	04/03/2017 07/03/2017	Common Stock, \$0.01 par value 8
Warrant	\$ 0.01	04/05/2017		X	600,774	04/03/2017 07/03/2017	Common Stock, \$0.01 par value 6

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DISCOVERY CAPITAL MANAGEMENT, LLC / CT 20 MARSHALL STREET SUITE 310 SOUTH NORWALK, CT 06854		X		
Citrone Robert K. C/O DISCOVERY CAPITAL MANAGEMENT, LLC 20 MARSHALL STREET, SUITE 310 SOUTH NORWALK, CT 06854		X		
Discovery Global Opportunity Partners, L.P. C/O DISCOVERY CAPITAL MANAGEMENT, LLC 20 MARSHALL STREET, SUITE 310 SOUTH NORWALK, CT 06854		X		

Signatures

Discovery Capital Management, LLC, By: /s/ Robert K. Citrone, Managing Member	04/05/2017
_____ **Signature of Reporting Person	Date
By: /s/ Robert K. Citrone, Managing Member	04/05/2017
_____ **Signature of Reporting Person	Date
Discovery Global Opportunity Partners, LP, By: Discovery Capital Management, LLC, its general partner, By: /s/ Robert K. Citrone, Managing Member	04/05/2017
_____ **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).
- (1) The securities are held in the accounts of various clients of Discovery Capital Management, LLC ("Discovery") and may be deemed to be beneficially owned by Discovery, as the investment manager to such clients, and Robert K. Citrone, as the managing member of Discovery.
- (2) The securities are held in the account of Discovery Global Opportunity Partners, LP (the "Fund") and may be deemed to be beneficially owned by Discovery, as the general partner of the Fund, and Robert K. Citrone, as the managing member of Discovery.
- (3) The Series A Convertible Preferred Stock has no expiration date and is convertible at a price of \$16.25 per share, subject to adjustment as set forth in the Certificate of Designation attached as Exhibit 3.2 to the Issuer's Form 8-K filed on April 3, 2017. Each share of Series A Convertible Preferred Stock converted to approximately 1.975 shares of Common Stock, \$0.01 par value.
- (4) On April 5, 2017, the Reporting Person exercised Warrants to purchase 870,363 shares of Common Stock, \$0.01 par value. The Reporting Person paid the exercise price on a cashless basis, resulting in the Issuer's withholding of 320 shares to pay the exercise price and issuing the Reporting Person the remaining 870,043 shares.
- (5) On April 5, 2017, the Reporting Person exercised Warrants to purchase 600,774 shares of Common Stock, \$0.01 par value. The Reporting Person paid the exercise price on a cashless basis, resulting in the Issuer's withholding of 220 shares to pay the exercise price and issuing the Reporting Person the remaining 600,554 shares.

Remarks:

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Each Reporting Person disclaims beneficial ownership in the securities reported on this Form 4 except to the extent of its or his

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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