

PEABODY ENERGY CORP  
Form 8-K  
August 02, 2007

**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, DC 20549**

## **FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): July 31, 2007

## Peabody Energy Corporation

(Exact name of registrant as specified in its charter)

**Delaware**

(State or other jurisdiction  
of incorporation)

**1-16463**

(Commission  
File Number)

**13-4004153**

(IRS Employer  
Identification No.)

**701 Market Street, St. Louis, MO**

(Address of principal executive offices)

**63101**

(Zip Code)

Registrant's telephone number, including area code: **(314) 342-3400**

**Not Applicable**

## Edgar Filing: PEABODY ENERGY CORP - Form 8-K

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- ☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- ☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- ☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- ☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

### **Item 5.03. Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.**

On July 31, 2007, the Board of Directors of Peabody Energy Corporation (the "Board") approved an amendment to Section 1.6(b) of the Amended and Restated Bylaws of Peabody Energy Corporation (the "By-laws") for purposes of implementing a majority voting standard in uncontested director elections in place of the current plurality voting standard. Consequently, in uncontested director elections, each director to be elected by stockholders will be elected by the vote of the majority of the votes cast (as defined in the By-Laws) at any meeting of stockholders for the election of directors at which a quorum is present. In contested elections, a plurality voting standard will apply, based on shares present in person or represented by proxy and voting for nominees in the election. No change was made to Section 1.6(a) regarding the vote requirement for matters submitted to stockholders other than the election of directors.

Pursuant to the Company's Corporate Governance Guidelines, any nominee for director in an uncontested election who receives a greater number of votes "withheld" from his or her election than votes "for" his or her election would tender his or her resignation to the Chairman of the Board. The Nominating and Corporate Governance Committee would consider the resignation, and recommend to the Board whether to accept or reject it. The Board would act on the Committee's recommendation no later than 90 days following the date of the stockholders meeting.

The foregoing amendment to the By-laws was effective upon approval by the Board on July 31, 2007. The foregoing description of the new By-law provision is qualified in its entirety by reference to the actual By-Laws, a copy of which, as amended and restated, are attached as Exhibit 3.2 and hereby incorporated by reference herein.

### **Item 7.01. Regulation FD Disclosure.**

## Edgar Filing: PEABODY ENERGY CORP - Form 8-K

A copy of the press release announcing the amendment to the By-laws is attached as Exhibit 99.1 and incorporated by reference herein.

The information in this Item 7.01 (including Exhibit 99.1) shall not be deemed filed for purposes of Section 18 of the Securities Exchange Act of 1934 (the Exchange Act) or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933 or the Exchange Act, except as expressly set forth by specific reference in such a filing.

### Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

| Exhibit<br>Number | Description of Exhibit                                           |
|-------------------|------------------------------------------------------------------|
| 3.2               | Amended and Restated By-laws of Peabody Energy Corporation.      |
| 99.1              | Press Release of Peabody Energy Corporation dated July 31, 2007. |

---

### SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Dated: August 1, 2007

### PEABODY ENERGY CORPORATION

By: /s/ Alexander C. Schoch  
Alexander C. Schoch,  
Executive Vice President Law and Chief Legal  
Officer

---

**EXHIBIT INDEX**

| <b>Exhibit<br/>Number</b> | <b>Description of Exhibit</b>                                    |
|---------------------------|------------------------------------------------------------------|
| 3.2                       | Amended and Restated By-laws of Peabody Energy Corporation.      |
| 99.1                      | Press Release of Peabody Energy Corporation dated July 31, 2007. |