

PEABODY ENERGY CORP
Form DEFA14A
April 07, 2014

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

SCHEDULE 14A
(RULE 14A-101)

Information Required in Proxy Statement
Schedule 14A Information

Proxy Statement Pursuant to Section 14(a) of the Securities
Exchange Act of 1934 (Amendment No.)

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement

Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material Pursuant to §240.14a-12

PEABODY ENERGY CORPORATION

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

No fee required.

Fee computed on table below per Exchange Act Rules 14a-6(i)(4) and 0-11.

- 1) Title of each class of securities to which transaction applies:
- 2) Aggregate number of securities to which transaction applies:
- 3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):
- 4) Proposed maximum aggregate value of transaction:
- 5) Total fee paid:
 - Fee paid previously with preliminary materials
 - Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

- 1) Amount Previously Paid:
- 2) Form, Schedule or Registration Statement No.:
- 3) Filing Party:
- 4) Date Filed:

SEC 1913 (02-02)

April 7, 2014

Dear Shareholder:

On or about March 25, 2014, we mailed you a Notice of Internet Availability of Proxy Materials relating to our 2014 Annual Meeting of Shareholders. The Notice contains instructions on how to access our proxy statement and our annual report online as well as instructions for voting by telephone or via the Internet. For your convenience, we are now sending you a proxy card along with another copy of the Notice.

During our 2014 Annual Meeting, shareholders will vote on the following items:

1. Election of 12 Directors for a one-year term;
2. Ratification of the appointment of Ernst & Young LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2014;
3. Advisory resolution to approve named executive officer compensation; and
4. Consideration of any other business that may properly come before the meeting.

The Board of Directors recommends that you vote FOR all Director nominees (Item 1) and FOR Items 2 and 3.

Your vote is important, no matter how many or how few shares you may own. To ensure that all shares are represented at the meeting, please vote today by telephone, via the Internet or by signing, dating and returning the enclosed proxy card in the envelope provided.

Thank you for your continued support of Peabody Energy.

Very truly yours,

/s/ Gregory H. Boyce

GREGORY H. BOYCE
Chairman and Chief Executive Officer