

PEABODY ENERGY CORP

Form 3

April 13, 2017

FORM 3UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB
Number: 3235-0104Expires: January 31,
2005Estimated average
burden hours per
response... 0.5**INITIAL STATEMENT OF 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 *

Â ELLIOTT

INTERNATIONAL, L.P.

(Last)

(First)

(Middle)

40 WEST 57TH STREET, 30TH
FLOOR

(Street)

NEW YORK, NY 10019

(City)

(State)

(Zip)

2. Date of Event Requiring
Statement

(Month/Day/Year)

04/03/2017

3. Issuer Name **and** Ticker or Trading Symbol
PEABODY ENERGY CORP [BTU]4. Relationship of Reporting
Person(s) to Issuer5. If Amendment, Date Original
Filed(Month/Day/Year)

(Check all applicable)

____ Director ☒ 10% Owner
____ Officer ____ Other
(give title below) (specify below)6. Individual or Joint/Group
Filing(Check Applicable Line)
☒ Form filed by One Reporting
Person
____ Form filed by More than One
Reporting Person**Table I - Non-Derivative Securities Beneficially Owned**1. Title of Security
(Instr. 4)2. Amount of Securities
Beneficially Owned
(Instr. 4)3. Ownership
Form:
Direct (D)
or Indirect
(I)
(Instr. 5)4. Nature of Indirect Beneficial
Ownership
(Instr. 5)Common Stock, par value \$0.01 per share ⁽¹⁾ 8,186,311I ⁽²⁾

See footnotes

Series A Convertible Preferred, par value
\$0.01 per share ⁽¹⁾ 4,869,626I ⁽²⁾

See footnotes

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

SEC 1473 (7-02)

**Persons who respond to the collection of
information contained in this form are not
required to respond unless the form displays a
currently valid OMB control number.****Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

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1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Warrant (Right to Buy) (1)	Â (3)	07/03/2017	Common Stock, \$0.01 par value	823,268	\$ 0.01
				I (2)	See footnotes

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
ELLIOTT INTERNATIONAL, L.P. 40 WEST 57TH STREET, 30TH FLOOR NEW YORK, NY 10019	Â Â X Â Â

Signatures

/s/ Elliot Greeberg, Vice President of Elliott International Capital Advisers, Inc, as Attorney-in-Fact, for Elliott International, L.P.	04/13/2017
__Signature of Reporting Person	Date
/s/ Elliot Greeberg, Vice President of Elliott International Capital Advisers, Inc,	04/13/2017
__Signature of Reporting Person	Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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) This Form 3 is filed jointly by Elliott International, L.P. ("Elliott International") and Elliott International Capital Advisers Inc. ("EICA" and, together with Elliott International, the "Reporting Persons"). EICA, as the investment manager of Elliott International, may be deemed to beneficially own the securities owned by directly by Elliott International. The Reporting Person may be deemed to be a member of a Section 13(d) group that collectively beneficially owns more than 10% of the Issuer's outstanding common stock. Each of the Reporting Persons disclaims beneficial ownership of the securities reported herein except to the extent of its pecuniary interest therein.

(2) Securities owned by Luxembourg Investment Company 162 S.a R.L, a Luxembourg limited company ("Luxembourg") and a wholly-owned subsidiary of Elliott International. EICA, as the investment manager of Elliott International, may be deemed to beneficially own the securities owned directly by Luxembourg.

(3) The Warrants are currently exercisable.

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.