

PEABODY ENERGY CORP
Form SC 13G
April 13, 2017

SECURITIES
AND
EXCHANGE
COMMISSION
Washington,
D.C. 20549

SCHEDULE
13G

Under the
Securities
Exchange Act of
1934
(Amendment
No.)*

Peabody Energy
Corporation
(Name of
Issuer)

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

704551100
(CUSIP
Number)

April 3, 2017
(Date of Event
Which Requires
Filing of This
Statement)

Check the
appropriate box
to designate the
rule pursuant to
which this
Schedule is
filed:

☐ Rule 13d-1(b)
☒ Rule 13d-1(c)
☐ Rule 13d-1(d)

(Page 1 of 10
Pages)

*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 the disclosures provided in a prior cover page.

The information required in 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).

CUSIP No. **704551100** 13GPage 2 of 10 Pages

1	NAME OF REPORTING PERSON
2	ACP Master, Ltd. CHECK THE APPROPRIATE BOX IF A MEMBER (b) " " OF A GROUP SEC USE ONLY
3	
4	CITIZENSHIP OR PLACE OF ORGANIZATION
5	Cayman Islands SOLE VOTING POWER
6	0 SHARED VOTING POWER
7	1,651,850 (including 69,892 shares of Common Stock issuable upon exercise of warrants and 883,930 shares of Common Stock issuable upon conversion of Series A Convertible Preferred Stock) SOLE DISPOSITIVE POWER

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON WITH:

0
 SHARED
 DISPOSITIVE
 POWER

1,651,850
 (including
 69,892 shares
 of Common
 Stock issuable
 upon exercise
 8 of warrants and
 883,930 shares
 of Common
 Stock issuable
 upon
 conversion of
 Series A
 Convertible
 Preferred
 Stock)

AGGREGATE
 AMOUNT
 BENEFICIALLY
 OWNED BY EACH
 REPORTING
 PERSON

9 1,651,850 (including
 69,892 shares of
 Common Stock
 issuable upon exercise
 of warrants and
 883,930 shares of
 Common Stock
 issuable upon
 conversion of Series A
 Convertible Preferred
 Stock)

10 CHECK BOX
 IF THE
 AGGREGATE
 AMOUNT IN ..
 ROW (9)
 EXCLUDES
 CERTAIN
 SHARES

11 PERCENT OF
 CLASS
 REPRESENTED BY
 AMOUNT IN ROW

(9)

1.70%

TYPE OF
REPORTING
PERSON

12

OO

CUSIP No. **704551100** 13GPage 3 of 10 Pages

1	NAME OF REPORTING PERSON
2	Aurelius Capital Master, Ltd. CHECK THE APPROPRIATE BOX IF A MEMBER (b) " " OF A GROUP SEC USE ONLY
3	
4	CITIZENSHIP OR PLACE OF ORGANIZATION
5	Cayman Islands SOLE VOTING POWER
6	0 SHARED VOTING POWER
6	2,627,817 (including 112,169 shares of Common Stock issuable upon exercise of warrants and 1,418,600 shares of Common Stock issuable upon conversion of Series A Convertible Preferred Stock)
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:	

7 SOLE
DISPOSITIVE
POWER

0
SHARED
DISPOSITIVE
POWER

8 2,627,817
(including
112,169 shares
of Common
Stock issuable
upon exercise
of warrants and
1,418,600
shares of
Common Stock
issuable upon
conversion of
Series A
Convertible
Preferred
Stock)

AGGREGATE
AMOUNT
BENEFICIALLY
OWNED BY EACH
REPORTING
PERSON

9 2,627,817 (including
112,169 shares of
Common Stock
issuable upon exercise
of warrants and
1,418,600 shares of
Common Stock
issuable upon
conversion of Series A
Convertible Preferred
Stock)

10 CHECK BOX
IF THE
AGGREGATE
AMOUNT IN ..
ROW (9)
EXCLUDES
CERTAIN
SHARES

11 PERCENT OF
CLASS
REPRESENTED BY
AMOUNT IN ROW
(9)

2.70%
12 TYPE OF
REPORTING
PERSON

OO

CUSIP No. **704551100** 13GPage 4 of 10 Pages

1	NAME OF REPORTING PERSON
2	Aurelius Capital Management, LP CHECK THE APPROPRIATE BOX IF A MEMBER (b) " " OF A GROUP SEC USE ONLY
3	
4	CITIZENSHIP OR PLACE OF ORGANIZATION
5	Delaware SOLE VOTING POWER
6	0 SHARED VOTING POWER
6	4,279,667 (including 182,061 shares of Common Stock issuable upon exercise of warrants and 2,302,530 shares of Common Stock issuable upon conversion of Series A Convertible Preferred Stock)
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:	

7 SOLE
DISPOSITIVE
POWER

0
SHARED
DISPOSITIVE
POWER

8 4,279,667
(including
182,061 shares
of Common
Stock issuable
upon exercise
of warrants and
2,302,530
shares of
Common Stock
issuable upon
conversion of
Series A
Convertible
Preferred
Stock)

AGGREGATE
AMOUNT
BENEFICIALLY
OWNED BY EACH
REPORTING
PERSON

9 4,279,667 (including
182,061 shares of
Common Stock
issuable upon exercise
of warrants and
2,302,530 shares of
Common Stock
issuable upon
conversion of Series A
Convertible Preferred
Stock)

10 CHECK BOX
IF THE
AGGREGATE
AMOUNT IN ..
ROW (9)
EXCLUDES
CERTAIN
SHARES

11 PERCENT OF
CLASS
REPRESENTED BY
AMOUNT IN ROW
(9)

4.40%

12 TYPE OF
REPORTING
PERSON

PN; IA

CUSIP No. **704551100** 13GPage 5 of 10 Pages

1	NAME OF REPORTING PERSON
2	Mark D. Brodsky CHECK THE APPROPRIATE BOX IF A MEMBER (b) " OF A GROUP SEC USE ONLY
3	
4	CITIZENSHIP OR PLACE OF ORGANIZATION
5	United States SOLE VOTING POWER
6	0 SHARED VOTING POWER
7	4,279,667 (including 182,061 shares of Common Stock issuable upon exercise of warrants and 2,302,530 shares of Common Stock issuable upon conversion of Series A Convertible Preferred Stock)

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON WITH:

SOLE
DISPOSITIVE
POWER

0
SHARED
DISPOSITIVE
POWER

8 4,279,667
(including
182,061 shares
of Common
Stock issuable
upon exercise
of warrants and
2,302,530
shares of
Common Stock
issuable upon
conversion of
Series A
Convertible
Preferred
Stock)

AGGREGATE
AMOUNT
BENEFICIALLY
OWNED BY EACH
REPORTING
PERSON

9 4,279,667 (including
182,061 shares of
Common Stock
issuable upon exercise
of warrants and
2,302,530 shares of
Common Stock
issuable upon
conversion of Series A
Convertible Preferred
Stock)

10 CHECK BOX
IF THE
AGGREGATE
AMOUNT IN ..
ROW (9)
EXCLUDES
CERTAIN
SHARES

11 PERCENT OF
CLASS
REPRESENTED BY
AMOUNT IN ROW
(9)

4.40%

12 TYPE OF
REPORTING
PERSON

IN

CUSIP No. **704551100** 13G Page 6 of 10 Pages

Item 1(a). NAME OF ISSUER

The name of the issuer is Peabody Energy Corporation (the "Company").

Item 1(b). ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES

The Company's principal executive offices are located at 701 Market Street, St. Louis, Missouri 63101.

Item 2(a). NAME OF PERSON FILING

This statement is filed by:

ACP Master, Ltd. ("ACP Master"), a Cayman Islands exempted company, with respect to the shares of
(i) Common Stock held by it and the shares of Common Stock underlying the warrants and Series A Convertible Preferred Stock held by it;

Aurelius Capital Master, Ltd. ("Aurelius Capital Master" and, together with ACP Master, the "Aurelius Master Funds"), a Cayman Islands exempted company, with respect to the shares of Common Stock held by it and the shares of Common Stock underlying the warrants and Series A Convertible Preferred Stock held by it;

Aurelius Capital Management, LP ("Aurelius Capital Management"), a Delaware limited partnership that serves as investment manager or manager to each of the Aurelius Master Funds, with respect to the shares
(iii) of Common Stock and the shares of Common Stock underlying the warrants and Series A Convertible Preferred Stock held by the Aurelius Master Funds; and

Mark D. Brodsky, who serves as the Senior Managing Member of Aurelius Capital Management GP, LLC, which is the general partner of Aurelius Capital Management, with respect to the shares of Common Stock
(iv) and the shares of Common Stock underlying the warrants and Series A Convertible Preferred Stock held by the Aurelius Master Funds.

The foregoing persons are hereinafter sometimes collectively referred to as the "Reporting Persons." Any disclosures herein with respect to persons other than the Reporting Persons are made on information and belief after making inquiry to the appropriate party.

The filing of this statement should not be construed in and of itself as an admission by any Reporting Person as to beneficial ownership of the securities reported herein.

Item 2(b). ADDRESS OF PRINCIPAL BUSINESS OFFICE OR, IF NONE, RESIDENCE

The address of the business office of each of the Reporting Persons is Aurelius Capital Management, LP, 535 Madison Avenue, 22nd Floor, New York, New York 10022.

Item
2(c). CITIZENSHIP

ACP Master and Aurelius Capital Master are Cayman Islands exempted companies. Aurelius Capital Management is a Delaware limited partnership. Mark D. Brodsky is a citizen of the United States.

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Item 2(d). TITLE OF CLASS OF SECURITIES

Common Stock, \$0.01 par value (the "Common Stock").

Item 2(e). CUSIP NUMBER

704551100

Item 3. IF THIS STATEMENT IS FILED PURSUANT TO Rules 13d-1(b), OR 13d-2(b) OR (c), CHECK WHETHER THE PERSON FILING IS A:

- (a) "Broker or dealer registered under Section 15 of the Act;
- (b) "Bank as defined in Section 3(a)(6) of the Act;
- (c) "Insurance company as defined in Section 3(a)(19) of the Act;
- (d) "Investment company registered under Section 8 of the Investment Company Act of 1940;
- (e) "An investment adviser in accordance with Rule 13d-1(b)(1)(ii)(E);
An employee benefit plan or endowment fund in accordance with Rule 13d-1(b)(1)(ii)(F);
- (f) "
- (g) "A parent holding company or control person in accordance with Rule 13d-1(b)(1)(ii)(G);
A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act;
- (h) "
- (i) "A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act;
- (j) "A non-U.S. institution in accordance with Rule 13d-1(b)(1)(ii)(J);
- (k) "Group, in accordance with Rule 13d-1(b)(1)(ii)(K).

If filing as a non-U.S. institution in accordance with Rule 13d-1(b)(1)(ii)(J), please

specify the type of institution: Not applicable.

Item 4. OWNERSHIP

The information
required by
Items 4(a) – (c) is
set forth in
Rows (5) – (11)
of the cover
page for each

Reporting
Person hereto
and is
incorporated
herein by
reference for
each such
Reporting
Person. On the
date of the event
which required
the filing of this
Schedule 13G,
the Reporting
Persons may
have been
deemed to be
the beneficial
owners of more
than five
percent of the
outstanding
shares of
Common
Stock.

The percentages
set forth in this
Schedule 13G
are calculated
based upon an
aggregate of
94,883,035
shares of
Common Stock
reported to be
issued and
outstanding on
April 12, 2017,
as
communicated
to the Reporting
Persons by a
representative
of the
Company.

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Item 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following: x

Item 6. OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON

Not applicable.

Item 7. IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY OR CONTROL PERSON

Not applicable.

Item 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP

Not applicable.

Item 9. NOTICE OF DISSOLUTION OF GROUP

Not applicable.

Item 10. CERTIFICATION

Each of the
Reporting Persons
hereby makes the
following
certification:

By signing below
each Reporting
Person certifies that,
to the best of his or
its knowledge and
belief, the securities
referred to above
were not acquired
and are not held for
the purpose of or
with the effect of
changing or

influencing the
control of the issuer
of the securities and
were not acquired
and are not held in
connection with or as
a participant in any
transaction having
that purpose or
effect.

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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: April 13, 2017

ACP MASTER, LTD.

By: Aurelius Capital Management, LP, solely as investment manager and not in its individual capacity

/s/ Samuel Jed Rubin

Name: Samuel Jed Rubin

Title: General Counsel

AURELIUS CAPITAL MASTER, LTD.

By: Aurelius Capital Management, LP, solely as investment manager and not in its individual capacity

/s/ Samuel Jed Rubin

Name: Samuel Jed Rubin

Title: General Counsel

AURELIUS CAPITAL MANAGEMENT, LP

/s/ Samuel Jed Rubin

Name: Samuel Jed Rubin

Title: General Counsel

MARK D. BRODSKY

/s/ Mark D. Brodsky

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EXHIBIT 1

**JOINT FILING AGREEMENT
PURSUANT TO RULE 13d-1(k)**

The undersigned acknowledge and agree that the foregoing statement on Schedule 13G is filed on behalf of each of the undersigned and that all subsequent amendments to this statement on Schedule 13G shall be filed on behalf of each of the undersigned without the necessity of filing additional joint filing agreements. The undersigned acknowledge that each shall be responsible for the timely filing of such amendments, and for the completeness and accuracy of the information concerning him or it contained herein and therein, but shall not be responsible for the completeness and accuracy of the information concerning the others, except to the extent that he or it knows or has reason to believe that such information is inaccurate.

DATE: April 13, 2017

ACP MASTER, LTD.

By: Aurelius Capital Management, LP, solely as investment manager and not in its individual capacity

/s/ Samuel Jed Rubin

Name: Samuel Jed Rubin

Title: General Counsel

AURELIUS CAPITAL MASTER, LTD.

By: Aurelius Capital Management, LP, solely as investment manager and not in its individual capacity

/s/ Samuel Jed Rubin

Name: Samuel Jed Rubin

Title: General Counsel

AURELIUS CAPITAL MANAGEMENT, LP

/s/ Samuel Jed Rubin

Name: Samuel Jed Rubin

Title: General Counsel

MARK D. BRODSKY

/s/ Mark D. Brodsky