

PEABODY ENERGY CORP
Form 8-K
May 04, 2012

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 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) May 1, 2012

PEABODY ENERGY CORPORATION

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

1-16463
(Commission
File Number)

13-4004153
(I.R.S. Employer
Identification No.)

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701 Market Street, St. Louis, Missouri

(Address of principal executive offices)

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

63101-1826

(Zip Code)

N/A

(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:

- 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 5.05 Amendments to the Registrant's Code of Ethics, or Waiver of a Provision of the Code of Ethics.

On May 1, 2012, Peabody Energy Corporation (the Company) amended the Company's Code of Business Conduct and Ethics (the Code) to clarify the Company's policy with respect to employee use of social media, to provide greater guidance with respect to compliance with laws relating to fraud and state secrets, and to make other administrative and non-substantive changes to the Code.

Item 5.07 Submission of Matters to a Vote of Security Holders.

The Company held its Annual Meeting on May 1, 2012. Of the 272,255,193 shares of Common Stock outstanding on the record date, 214,248,715 shares were present at the meeting in person or by proxy, representing approximately 78% of the total outstanding shares eligible to vote. The final results for each of the matters submitted to a vote of shareholders at the Annual Meeting are as follows:

| | For | Withheld | Broker Non-Votes |
|--------------------------------------|-------------|------------|------------------|
| <i>Item 1: Election of Directors</i> | | | |
| Gregory H. Boyce | 169,010,010 | 10,863,670 | 34,375,035 |
| William A. Coley | 175,627,365 | 4,246,315 | 34,375,035 |
| William E. James | 173,651,274 | 6,222,406 | 34,375,035 |
| Robert B. Karn III | 175,420,439 | 4,453,241 | 34,375,035 |
| M. Frances Keeth | 175,455,322 | 4,418,458 | 34,374,935 |
| Henry E. Lentz | 147,985,333 | 31,888,347 | 34,375,035 |
| Robert A. Malone | 175,432,106 | 4,441,574 | 34,375,035 |
| William C. Rusnack | 174,370,707 | 5,502,973 | 34,375,035 |
| John F. Turner | 173,073,072 | 6,800,608 | 34,375,035 |
| Sandra A. Van Trease | 174,425,850 | 5,447,860 | 34,375,005 |
| Alan H. Washkowitz | 157,455,413 | 22,418,267 | 34,375,005 |

| | For | Against | Abstain | Broker Non-Votes |
|---|-------------|-----------|---------|------------------|
| <i>Item 2: Ratification of Appointment of Independent Registered Public Accounting Firm</i> | | | | |
| | 210,593,375 | 3,423,951 | 231,288 | 101 |

| | For | Against | Abstain | Broker Non-Votes |
|--|-------------|-----------|---------|------------------|
| <i>Item 3: Advisory Vote on Executive Compensation</i> | | | | |
| | 173,330,691 | 5,694,007 | 848,964 | 34,375,053 |

| | For | Against | Abstain | Broker Non-Votes |
|--|------------|-------------|-----------|------------------|
| <i>Item 4: Shareholder Proposal On Lobbying Expenditures</i> | | | | |
| | 48,717,773 | 125,839,663 | 5,316,027 | 34,375,252 |

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.

PEABODY ENERGY CORPORATION

May 4, 2012

By: /s/ Kenneth L. Wagner

Name: Kenneth L. Wagner

Title: Vice President, Assistant General Counsel and Assistant Secretary