

PEABODY ENERGY CORP
Form POS AM
August 14, 2017
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As filed with the U.S. Securities and Exchange Commission on August 14, 2017

Registration No. 333-217242

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

POST-EFFECTIVE AMENDMENT NO. 1

TO

FORM S-1

REGISTRATION STATEMENT

UNDER

THE SECURITIES ACT OF 1933

PEABODY ENERGY CORPORATION

(Exact name of registrant as specified in its charter)

Delaware (State or other jurisdiction of	1221 (Primary Standard Industrial	13-4004153 (I.R.S. Employer
incorporation or organization)	Classification Code Number) 701 Market Street	Identification Number)

St. Louis, Missouri 63101-1826

(314) 342-3400

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

A. Verona Dorch, Esq.

Executive Vice President, Chief Legal Officer, Government Affairs and Corporate Secretary

Peabody Energy Corporation

701 Market Street

St. Louis, Missouri 63101-1826

(314) 342-3400

(Name, address, including zip code, and telephone number, including area code, of agent for service)

Copies to:

Edward B. Winslow, Esq.

Bradley C. Brassler, Esq.

Jones Day

77 West Wacker

Chicago, Illinois 60601-1692

(312) 782-3939

Approximate date of commencement of proposed sale to the public: As soon as practicable following the effectiveness of this Registration Statement.

If any of the securities being registered on this Form are being offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, check the following box.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company. See the definitions of large accelerated filer, accelerated filer, and smaller reporting company and emerging growth company in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Non-accelerated filer (Do not check if smaller reporting company)

Accelerated filer

Smaller reporting company

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided to Section 7(a)(2)(B) of the Securities Act.

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EXPLANATORY NOTE

This Post-Effective Amendment No. 1 to the Registration Statement on Form S-1 (File No. 333-217242) (the Registration Statement) of Peabody Energy Corporation (the Company), which was declared effective by the Securities and Exchange Commission (the SEC) on July 14, 2017, is being filed pursuant to the requirements of Rule 430A promulgated under the Securities Act of 1933. The prospectus included in the Registration Statement permits the resale of the securities registered thereunder (Registered Securities) by the selling stockholders referenced therein. This Post-Effective Amendment No. 1 is intended to establish an effective date for the Registration Statement that would allow such selling stockholders to make such offers and sales under, and within the time period permitted by, Rule 430A under the Securities Act of 1933. In connection with any offers or sales under Rule 430A, the Company will file the applicable prospectus supplements pursuant to Rule 424(b) under the Securities Act of 1933.

The prospectus included in this Post-Effective Amendment No. 1 is identical to the prospectus included in the Registration Statement at its time of effectiveness, except that (a) stock trading information has been updated to a recent date and (b) additional filings made by the Company with the SEC since the effective date of the Registration Statement pursuant to its obligations under the Securities Exchange Act of 1934 have been incorporated by reference. No additional securities are being registered under this Post-Effective Amendment No. 1. All applicable registration fees were paid at the time of the original filing of the Registration Statement and pre-effective amendments thereto.

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The information in this prospectus is not complete and may be changed. These securities may not be sold until the registration statement filed with the Securities and Exchange Commission is effective. Neither we nor the selling stockholders are using this prospectus to offer to sell these securities or to solicit offers to buy these securities in any jurisdiction where the offer or sale of the securities is not permitted.

Subject to Completion, Dated August 14, 2017

PEABODY ENERGY CORPORATION

18,401,275 Shares of Series A Convertible Preferred Stock

58,199,110 Shares of Common Stock

36,118,277 Shares of Common Stock initially issuable upon the conversion of Series A Convertible Preferred Stock

This prospectus relates to up to 18,401,275 shares of our Series A Convertible Preferred Stock (Preferred Stock), 58,199,110 shares of our common stock currently outstanding and 36,118,277 shares of our common stock initially issuable upon conversion of the Preferred Stock (the foregoing shares of common stock, the Common Stock and, together with the Preferred Stock, the Securities), which may be offered for sale by the selling stockholders named in this prospectus or in a supplement hereto.

We are registering the offer and sale of the Securities to satisfy registration rights we have granted pursuant to a registration rights agreement dated as of April 3, 2017 (the Registration Rights Agreement). We have agreed to bear all of the expenses incurred in connection with the registration of the Securities. The selling stockholders will pay or assume brokerage commission and similar charges, if any, incurred in the sale of the Securities.

We are not selling any Securities under this prospectus and will not receive any proceeds from the sale of Securities by the selling stockholders. The Securities to which this prospectus relates may be offered and sold from time to time directly by the selling stockholders or alternatively through underwriters, broker dealers or agents. The selling stockholders will determine at what price they may sell the Securities offered by this prospectus, and such sales may be made at fixed prices, at prevailing market prices at the time of the sale, at varying prices determined at the time of sale, or at negotiated prices. For additional information on the methods of sale that may be used by the selling stockholders, see the section entitled Plan of Distribution. For a list of the selling stockholders, see the section entitled Principal and Selling Stockholders.

Our Common Stock is listed on the New York Stock Exchange (NYSE) under the symbol BTU. On August 11, 2017, the last reported sale price of our Common Stock on the NYSE was \$28.25. Prior to this offering, there has been no public market for our Preferred Stock. Our Preferred Stock is listed on the NYSE MKT LLC (NYSE MKT) under the symbol BTUPR. On August 11, 2017, the last reported sale price of our Preferred Stock on the NYSE MKT was \$58.00.

Investing in the Securities involves risks. See Risk Factors on Page 3 of this prospectus for a discussion of the risks regarding an investment in the Securities.

Neither the Securities and Exchange Commission (the SEC) nor any state securities commission has approved or disapproved of these securities or passed upon the accuracy or adequacy of this prospectus. Any representation to the contrary is a criminal offense.

The date of this prospectus is _____, 2017.

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You should rely only on the information contained in this prospectus or any prospectus supplement or amendment. We have not, and the selling stockholders have not, authorized anyone to provide you with different information. If anyone provides you with different information, you should not rely on it. We are not, and the selling stockholders are not, making an offer to sell these securities in any jurisdiction where such an offer or sale is not permitted. You should assume that the information contained in this prospectus is accurate only as of the date on the front cover of this prospectus. Neither the delivery of this prospectus nor any sale made in connection with this prospectus shall, under any circumstances, create any implication that there has been no change in our affairs since the date of this prospectus or that the information contained by reference in this prospectus is correct as of any time after its date. Information contained on our website, or any other website operated by us, is not part of this prospectus.

For investors outside the United States: we have not, and the selling stockholders have not, taken any action to permit this offering or possession or distribution of this prospectus in any jurisdiction where action for that purpose is required, other than in the United States. Persons outside the United States who come into possession of this prospectus must inform themselves about, and observe any restrictions relating to, the offer and sale of the Securities and the distribution of this prospectus outside the United States.

This prospectus contains forward-looking statements that are subject to a number of risks and uncertainties, many of which are beyond our control. See Risk Factors and Cautionary Notice Regarding Forward-Looking Statements.

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EXPLANATORY NOTE

On April 13, 2016, Peabody Energy Corporation, a Delaware corporation (the *Company*), and a majority of the *Company*'s wholly owned domestic subsidiaries, as well as one international subsidiary in Gibraltar (collectively with the *Company*, the *Debtors*), filed voluntary petitions under Chapter 11 of Title 11 of the U.S. Code (the *Bankruptcy Code*) in the United States Bankruptcy Court for the Eastern District of Missouri (the *Bankruptcy Court*). The *Debtors*' Chapter 11 cases (collectively, the *Chapter 11 Cases*) were jointly administered under the caption *In re Peabody Energy Corporation, et al.*, Case No. 16-42529.

On December 22, 2016, the *Debtors* filed with the *Bankruptcy Court* a Joint Plan of Reorganization under Chapter 11 of the *Bankruptcy Code* and a related Disclosure Statement, and, on January 25, 2017, the *Debtors* filed with the *Bankruptcy Court* the First Amended Joint Plan of Reorganization and the First Amended Disclosure Statement. On January 27, 2017, the *Debtors* filed with the *Bankruptcy Court* the Second Amended Joint Plan of Reorganization (as amended, the *Plan*) and the Second Amended Disclosure Statement (as amended and hereafter, the *Disclosure Statement*) to address certain modifications after a hearing before the *Bankruptcy Court* on January 26, 2017. On January 27, 2017, the *Bankruptcy Court* entered the Order: (i) Approving Second Amended Disclosure Statement, (ii) Establishing Procedures for Solicitation and Tabulation of Votes to Accept or Reject Second Amended Joint Plan of Reorganization, (iii) Scheduling Hearing on Confirmation of Second Amended Joint Plan of Reorganization and (iv) Approving Related Notice Procedures, which authorized the *Debtors* to solicit creditors' votes on the *Plan*. On March 6, 2017 and March 15, 2017, the *Debtors* filed supplements to the *Plan* with the *Bankruptcy Court*.

On March 17, 2017, the *Bankruptcy Court* entered the Order Confirming Second Amended Joint Plan of Reorganization of *Debtors* and *Debtors* in Possession as Revised on March 15, 2017 (the *Confirmation Order*), which approved and confirmed the *Plan*. Copies of the *Confirmation Order* and the *Plan* were included as exhibits to the Current Report on Form 8-K filed by the *Company* with the SEC on March 20, 2017.

On April 3, 2017 (the *Effective Date*), the *Debtors* satisfied the conditions to effectiveness set forth in the *Plan*. As a result, the *Plan* became effective in accordance with its terms, and the *Debtors* emerged from the Chapter 11 Cases.

For more information on the events that occurred and the Securities issued in connection with our emergence from the Chapter 11 Cases, see our Current Report on Form 8-K that was filed with the SEC on April 3, 2017.

Unless otherwise noted or suggested by context, all financial information and data, and accompanying financial statements and corresponding notes, as of and prior to the *Effective Date*, as contained in this prospectus or incorporated by reference, reflect the actual historical consolidated results of operations and financial condition of the *Company* for the periods presented and do not give effect to the *Plan* or any of the transactions contemplated thereby, or to the adoption of fresh start reporting rules. Accordingly, such financial information may not be representative of our performance or financial condition after the *Effective Date*. Except with respect to such historical financial information and data, and accompanying financial statements and corresponding notes, or as otherwise noted or suggested by the context, all other information contained in this prospectus relates to the *Company* following the *Effective Date*.

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CAUTIONARY NOTICE REGARDING FORWARD-LOOKING STATEMENTS

This prospectus includes statements of our expectations, intentions, plans and beliefs that constitute forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended (the Securities Act) and Section 21E of the Securities Exchange Act of 1934, as amended (the Exchange Act), and are intended to come within the safe harbor protection provided by those sections. These statements relate to future events or our future financial performance, including, without limitation, in Item 7 Management's Discussion and Analysis of Financial Condition and Results of Operations Outlook contained in our Annual Report on Form 10-K for the year ended December 31, 2016, as amended on July 10, 2017 and August 14, 2017, and incorporated by reference herein. We use words such as anticipate, believe, expect, may, forecast, project, should, estimate, plan, outlook, target, like similar words to identify forward-looking statements.

Without limiting the foregoing, all statements relating to our future operating results, anticipated capital expenditures, future cash flows and borrowings, and sources of funding are forward-looking statements and speak only as of the date of this prospectus. These forward-looking statements are based on numerous assumptions that we believe are reasonable, but that are subject to a wide range of uncertainties and business risks, and actual results may differ materially from those discussed in these statements. These factors are difficult to accurately predict and may be beyond our control. Factors that could affect our results or an investment in our Securities include, but are not limited to:

competition in the energy market and supply and demand for our products, including the impact of alternative energy sources, such as natural gas and renewables;

global steel demand and the downstream impact on metallurgical coal prices, and lower demand for our products by electric power generators;

customer procurement practices and contract duration;

the impact of weather and natural disasters on demand, production and transportation;

reductions and/or deferrals of purchases by major customers and our ability to renew sales contracts;

credit and performance risks associated with customers, suppliers, contract miners, co-shippers, and trading, bank and other financial counterparties;

geologic, equipment, permitting, site access, operational risks and new technologies related to mining;

transportation availability, performance and costs;

availability, timing of delivery and costs of key supplies, capital equipment or commodities, such as diesel fuel, steel, explosives and tires;

impact of take-or-pay arrangements for rail and port commitments for the delivery of coal;

successful implementation of business strategies, including, without limitation, the actions we are implementing to improve our organization and respond to current conditions;

negotiation of labor contracts, employee relations and workforce availability, including, without limitation, attracting and retaining key personnel;

changes in post-retirement benefit and pension obligations and their related funding requirements;

replacement and development of coal reserves;

effects of changes in interest rates and currency exchange rates (primarily the Australian dollar);

uncertainties in estimating our coal reserves;

our ability to successfully consummate acquisitions or divestitures, and the resulting effects thereof;

economic strength and political stability of countries in which we have operations or serve customers;

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legislation, regulations and court decisions or other government actions, including, but not limited to, new environmental and mine safety requirements, changes in income tax regulations, sales-related royalties, or other regulatory taxes and changes in derivative laws and regulations;

our ability to obtain and renew permits necessary for our operations;

our ability to appropriately secure our requirements for reclamation, federal and state workers compensation, federal coal leases and other obligations related to our operations, including our ability to utilize self-bonding and/or successfully access the commercial surety bond market;

litigation or other dispute resolution, including, but not limited to, claims not yet asserted;

terrorist attacks or security threats, including, but not limited to, cybersecurity breaches;

impacts of pandemic illnesses;

any lack of an established market for certain of our securities, including our Preferred Stock, and potential dilution of our Common Stock;

price volatility in our Securities;

short-sales in our Common Stock;

any conflicts of interest between our significant shareholders and other holders of our capital stock;

our ability to generate sufficient cash to service all of our indebtedness;

our debt instruments and capital structure placing certain limits on our ability to pay dividends and repurchase Common Stock; and

our ability to comply with financial and other restrictive covenants in various agreements, including our debt instruments.

For more information on other factors that could affect us, please see the risk factors described in Exhibit 99.2 to our Current Report on Form 8-K filed on April 11, 2017 and Item 1A Risk Factors and Item 3 Legal Proceedings contained in our Annual Report on Form 10-K for the year ended December 31, 2016, as amended on July 10, 2017 and August 14, 2017.

When considering these forward-looking statements, you should keep in mind the cautionary statements in this document and in our other SEC filings. These forward-looking statements speak only as of the date on which such statements were made, and we undertake no obligation to update these statements, except as required by the federal securities laws.

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WHERE YOU CAN FIND ADDITIONAL INFORMATION

We have filed with the SEC a registration statement on Form S-1 (the Registration Statement) under the Securities Act to register with the SEC the Securities being offered in this prospectus. This prospectus, which constitutes a part of the Registration Statement, does not contain all of the information set forth in the Registration Statement or the exhibits and schedules filed with it. For further information about us and the Securities, reference is made to the Registration Statement and the exhibits and schedules filed with it. Statements contained in this prospectus regarding the contents of any contract or any other document that is filed as an exhibit to the Registration Statement are not necessarily complete, and each such statement is qualified in all respects by reference to the full text of such contract or other document filed as an exhibit to the Registration Statement. We file annual, quarterly and current reports, proxy and registration statements and other information with the SEC. You may read and copy any reports, statements or other information that we file, including the Registration Statement, of which this prospectus forms a part, and the exhibits and schedules filed with it, without charge at the Public Reference Room maintained by the SEC, located at 100 F Street NE, Washington D.C. 20549, and copies of all or any part of the Registration Statement may be obtained from the SEC upon the payment of the fees prescribed by the SEC. Please call the SEC at 1-800-SEC-0330 for further information about the Public Reference Room, including information about the operation of the Public Reference Room. The SEC also maintains an Internet website that contains reports, proxy and information statements and other information regarding registrants that file electronically with the SEC. The address of the site is www.sec.gov.

INCORPORATION BY REFERENCE OF CERTAIN DOCUMENTS

We are incorporating by reference specified documents that we file with the SEC, which means that we can disclose important information to you by referring you to those documents that are considered part of this prospectus. We incorporate by reference into this prospectus the documents listed below (other than portions of those documents that have been furnished pursuant to Item 2.02 or Item 7.01 in any Current Report on Form 8-K or other information deemed to have been furnished rather than filed in accordance with the SEC's rules):

Annual Report on Form 10-K for the year ended December 31, 2016, as filed on March 22, 2017 (as amended by Amendment No. 1 filed on July 10, 2017 and Amendment No. 2 filed on August 14, 2017);

Quarterly Reports on Form 10-Q for the quarters ended March 31, 2017, as filed on May 11, 2017 (as amended by Amendment No. 1 filed on August 14, 2017) and June 30, 2017, as filed on August 14, 2017; and

Current Reports on Form 8-K filed with the SEC on January 12, 2017, January 25, 2017 (Item 5.02 only), January 27, 2017 (Item 1.01 only), February 2, 2017 (Item 8.01 only), February 9, 2017, February 15, 2017, February 22, 2017, March 17, 2017 (Items 1.01 and 5.02 only), March 20, 2017 (Item 1.03 only), April 3, 2017 (Items 1.01, 1.02, 3.02, 3.03, 5.02 and 5.03 only), April 11, 2017 (as amended by Amendment No. 1, filed on May 26, 2017, and by Amendment No. 2, filed on June 20, 2017), April 17, 2017 and April 21, 2017 (Item 1.02 only).

Any statement contained in a document incorporated or deemed to be incorporated by reference in this prospectus will be deemed to be modified or superseded for purposes of this prospectus to the extent that a statement contained in this prospectus or in any other subsequently filed document which also is or is deemed to be incorporated by reference in this prospectus modifies or supersedes that statement. Any statement that is modified or superseded will not be

deemed, except as so modified or superseded, to constitute a part of this prospectus.

Our filings with the SEC, including our Annual Reports on Form 10-K, Quarterly Reports on Form 10-Q, Current Reports on Form 8-K and exhibits incorporated in and amendments to those reports, are available free of charge on our website (www.peabodyenergy.com) as soon as reasonably practicable after they are filed with, or furnished to, the SEC. Our website and the information contained on that site, or connected to that site, are not incorporated into and are not a part of this prospectus. You may also obtain a copy of these filings (including exhibits incorporated therein by reference) at no cost by writing or telephoning us at the following address or telephone number:

Attention: Investor Relations

Peabody Energy Corporation

701 Market Street, Suite 700

St. Louis, Missouri 63101-1826

(314) 342-3400

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PROSPECTUS SUMMARY

*The following summary highlights information contained elsewhere in this prospectus. It does not contain all the information that may be important to you in making an investment decision. You should read this entire prospectus carefully, including the Explanatory Note and documents incorporated by reference which are described under **Incorporation by Reference of Certain Documents** and **Where You Can Find Additional Information**. You should also carefully consider, among other things, the matters discussed in the section titled **Risk Factors**, the risk factors described in Exhibit 99.2 to our Current Report on Form 8-K filed on April 11, 2017 and the risk factors described in **Item 1A Risk Factors** contained in our Annual Report on Form 10-K for the year ended December 31, 2016, as amended on July 10, 2017 and August 14, 2017. In this prospectus, unless the context requires otherwise, hereafter references to the Company, we, our or us refer to Peabody Energy Corporation and its consolidated subsidiaries, including for the period prior to our emergence from the Chapter 11 Cases. In addition, when used in this prospectus, the term **ton** refers to short or net tons, equal to 2,000 pounds (907.18 kilograms), while **tonne** refers to metric tons, equal to 2,204.62 pounds (1,000 kilograms).*

Except as otherwise indicated, all amounts are expressed in United States, or U.S., dollars and references to dollars and \$ are to U.S. dollars. All historical financial statements contained in this report are prepared in accordance with accounting principles generally accepted in the U.S.

Our Business

We are the world's largest private sector coal company. As of December 31, 2016, we owned interests in 23 coal mining operations located in the United States (the U.S.) and Australia. We have a majority interest in 22 of those mining operations and a 50% equity interest in Middlemount Coal Pty. Ltd., which owns the Middlemount Mine in Queensland, Australia. In addition to our mining operations, we market and broker coal from other coal producers, both as principal and agent, and trade coal and freight-related contracts through trading and business offices in Australia, China, Germany, the United Kingdom and the U.S. (listed alphabetically).

In 2016, we produced and sold 175.6 million and 186.8 million tons of coal, respectively, from continuing operations. During that period, 76% of our total sales (by volume) were to U.S. electricity generators, 21% were to customers outside the U.S. and 3% were to the U.S. industrial sector, with approximately 86% of our worldwide sales (by volume) delivered under long-term contracts.

We conduct business through six operating segments: Australian Metallurgical Mining, Australian Thermal Mining, Midwestern U.S. Mining, Powder River Basin Mining, Western U.S. Mining and Trading and Brokerage.

In 2016, we achieved a global safety incidence rate of 1.22 incidents per 200,000 hours worked, marking a new company record, and a 35% improvement in our global safety performance over the past five years. We were also recognized by the U.S. National Mining Association as the first in the industry to achieve independent certification under the CORESafety® system.

We emerged from our Chapter 11 Cases on April 3, 2017.

Our Corporate Information

Our principal executive offices are located at 701 Market Street, St. Louis, Missouri 63101-1826, and our telephone number is (314) 342-3400. Our Common Stock is listed on the NYSE under the symbol **BTU**. Our Preferred Stock is listed on the NYSE MKT under the symbol **BTUPR**. Our Internet website address is www.peabodyenergy.com.

Information on our website is not a part of, or incorporated by reference in, this prospectus.

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The Offering

Issuer	Peabody Energy Corporation
Common Stock to be offered by the selling stockholders	58,199,110 shares of Common Stock and 36,118,277 shares of Common Stock initially issuable upon conversion of the Preferred Stock ⁽¹⁾
Common Stock to be outstanding immediately after this offering (assuming conversion of all Preferred Stock)	136,337,978 shares of Common Stock ⁽²⁾
Preferred Stock to be offered by the selling stockholders	18,401,275 shares of Preferred Stock ⁽¹⁾
Preferred Stock to be outstanding immediately after this offering	18,401,275 shares of Preferred Stock
Use of proceeds	We will not receive any proceeds from the sale of the Securities by the selling stockholders.
Risk factors	Investing in the Securities involves substantial risk. For a discussion of risks relating to us, our business and an investment in our Securities, see the section titled "Risk Factors" on Page 3 of this prospectus, the risk factors described in Exhibit 99.2 to our Current Report on Form 8-K filed on April 11, 2017 and the risk factors described in Item 1A "Risk Factors" contained in our Annual Report on Form 10-K for the year ended December 31, 2016, as amended on July 10, 2017 and August 14, 2017, and all other information set forth in this prospectus before investing in

our Securities.

Listing

Our Common Stock is traded on the NYSE under the symbol BTU. Our Preferred Stock is listed on the NYSE MKT under the symbol BTUPR.

- (1) Securities registered pursuant to the Registration Statement of which this prospectus is a part are not required to be sold, and such registration does not necessarily indicate that the stockholder intends to sell such Securities.
- (2) Does not include (a) 857,719 shares of Common Stock issued into a reserve for future distribution to specified claimholders pursuant to the Plan and (b) certain equity awards granted under the 2017 Incentive Plan (as defined herein).

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RISK FACTORS

You should consider carefully all of the information set forth in this prospectus and the documents incorporated by reference herein, unless expressly provided otherwise, and, in particular, the risk factors described in Exhibit 99.2 to our Current Report on Form 8-K filed on April 11, 2017 and the risk factors described in Item 1A Risk Factors contained in our Annual Report on Form 10-K for the year ended December 31, 2016, as amended on July 10, 2017 and August 14, 2017. The risks described in any document incorporated by reference are not the only ones we face, but are considered to be the most material. There may be other unknown or unpredictable economic, business, competitive, regulatory or other factors that could have material adverse effects on our future results. If that occurs, the prices of our Securities could decline materially and you could lose all or part of your investment. Past financial performance may not be a reliable indicator of future performance and historical trends should not be used to anticipate results or trends in future periods.

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USE OF PROCEEDS

We are filing the Registration Statement of which this prospectus forms a part to permit holders of the Securities described in the section entitled "Principal and Selling Stockholders" to resell such Securities. We will not receive any proceeds from the sale of our Securities by the selling stockholders.

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DETERMINATION OF OFFERING PRICE

The selling stockholders will determine at what price they may sell the Securities offered by this prospectus, and such sales may be made at fixed prices, prevailing market prices at the time of the sale, varying prices determined at the time of sale, or negotiated prices.

MARKET FOR THE SECURITIES

Our Common Stock is listed on the NYSE under the symbol **BTU** and has been trading since April 4, 2017. No established public trading market existed for our Common Stock prior to April 4, 2017. The closing price of our Common Stock on the NYSE on August 11, 2017 was \$28.25. As of June 30, 2017, we had 58,199,110 shares of our Common Stock outstanding. As of June 30, 2017, we had 230 record holders of our Common Stock.

Prior to this offering, there has been no public market for our Preferred Stock. Our Preferred Stock is listed on the NYSE MKT under the symbol **BTUPR**. The closing price of our Preferred Stock on the NYSE MKT on August 11, 2017 was \$58.00. As of June 30, 2017, we had 18,401,275 shares of our Preferred Stock outstanding. As of June 30, 2017, we had 179 record holders of our Preferred Stock.

Pursuant to this Registration Statement of which this prospectus forms a part, 18,401,275 shares of Preferred Stock, 58,199,110 shares of Common Stock, and 36,118,277 shares of Common Stock initially issuable upon conversion of the Preferred Stock will be registered under the Securities Act for sale by the selling stockholders.

DIVIDEND POLICY

It is uncertain whether or when we will pay cash dividends or other distributions with respect to our Common Stock. Our senior secured term loan facility and the indenture governing our outstanding notes limit our ability to pay cash dividends and repurchase shares. In addition, restrictive covenants in certain other debt instruments to which we are, or may be, a party, may limit our ability to pay dividends or our ability to receive dividends from our operating companies, either of which may negatively impact the trading price of the Securities.

Table of Contents**MANAGEMENT****Board of Directors**

Our board of directors (the Board) consists of nine directors. Each of the directors of the Board was appointed in connection with the Plan and determined to be qualified to serve on the Board. The independent directors of the Company were selected as follows: (a) the Debtors designated one independent director; (b) Contrarian Capital Management, L.L.C. (Contrarian), PointState Capital Management, LP (PointState), Panning Capital Management, LP (Panning), as creditors, together designated one independent director; (c) Elliott Management Corp. (Elliott) selected one independent director; and (d) a selection committee comprising the chief executive officer of the Company, a representative of Elliott and one nominee acting on behalf of Contrarian, PointState, and Panning, acting as a selection committee, agreed on the retention of a search firm to identify and recommend the remaining five independent directors, which were then selected by such selection committee. The term for all of the directors expires at the annual meeting of stockholders to be held in 2018. All directors will be elected annually, commencing at the annual meeting of stockholders to be held in 2018.

The following table sets forth the name, age as of June 30, 2017, and position of each current director.

Name	Age	Position Held	Has Served as Such Since
Glenn L. Kellow	50	President, Chief Executive Officer and Director	2015
Nicholas J. Chirekos	59	Director	2017
Stephen E. Gorman	62	Director	2017
Joe W. Laymon	64	Director	2017
Teresa S. Madden	61	Director	2017
Robert A. Malone	65	Chairman	2009
Kenneth W. Moore	48	Director	2017
Michael W. Sutherlin	70	Director	2014
Shaun A. Usmar	47	Director	2017

Glenn L. Kellow, 50, was named Peabody President and Chief Operating Officer in August 2013, President, Chief Executive Officer-elect and a director in January 2015, and President and Chief Executive Officer in May 2015. Mr. Kellow has extensive experience in the global resource industry, where he has served in multiple executive, operational and financial roles in coal and other commodities in the United States, Australia and South America. From 1985 to 2013, Mr. Kellow served in a number of roles with BHP Billiton Ltd., the world's largest mining company, including senior appointments as President, Aluminum and Nickel (2012-2013), President, Stainless Steel Materials (2010-2012), President and Chief Operating Officer, New Mexico Coal (2007-2010), and Chief Financial Officer, Base Metals (2003-2007). He is a director and executive committee member of the World Coal Association, the U.S. National Mining Association, and the International Energy Agency Coal Industry Advisory Board. Mr. Kellow is a graduate of the Advanced Management Program at the University of Pennsylvania's Wharton School of Business and holds a Master of Business Administration and a Bachelor Degree in Commerce from the University of Newcastle. He holds an Honorary Doctor of Science from the South Dakota School of Mines and Technology.

Nicholas J. Chirekos, 59, served in various financial advisory roles at J.P. Morgan Securities Inc. from 1987 until his retirement in 2016. He was most recently the Managing Director, North America Head of Mining from 2002 to 2016. Prior to that, he served as the Global Head of Mining and Metals. In 2005, Mr. Chirekos served on the Board of Directors of The Mineral Information Institute. He earned a Bachelor of Science from the University of Denver and a Master of Business Administration from New York University.

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Stephen E. Gorman, 62, has served as the President and Chief Executive Officer of Borden Dairy Company since 2014. Prior to joining Borden Dairy Company, he was with Delta Air Lines, Inc. from 2007 to 2014, where he was the Chief Operating Officer. From 2003 to 2007 Mr. Gorman served as the President and Chief Executive Officer of Greyhound Lines, Inc. Mr. Gorman was also the Executive Vice President, Operations Support and President, North America for Krispy Kreme Doughnuts, Inc. from 2001 to 2003. Other directorships include ArcBest Corporation, Grupo Aeroméxico, S. A. B. de C. V. and Bradley University. He earned a Bachelor of Science from Eureka College and a Master of Business Administration from Bradley University.

Joe W. Laymon, 64, has been the Vice President, Human Resources and Corporate Services for Chevron Corporation since 2008. Prior to joining Chevron Corporation, Mr. Laymon worked at Ford Motor Company from 2000 to 2008, where he was the Vice President, Human Resources and later the Group Vice President, Corporate Human Resources and Labor Affairs. He also served as the Vice President, Human Resources, U.S. and Canada Region for Eastman Kodak Company from 1996 to 2000. Other directorships include Clark Atlanta University, BoardRoomIQ.com and United Way of the Bay Area. Mr. Laymon earned a Bachelor of Science from Jackson State University and a Master of Arts in Economics from the University of Wisconsin.

Teresa S. Madden, 61, retired from Xcel Energy, Inc. (Xcel) in May 2016, where she was employed from 2003 and served most recently as Executive Vice President and Chief Financial Officer from 2011 to 2016. Prior to joining Xcel, she was the Controller at Rogue Wave Software, Inc. From 1979 to 2000, she was the Controller and Manager at Xcel. She also served as an Executive in Residence at the University of Colorado's Global Energy Management Program during the 2016-2017 school year. Other directorships include the Public Education & Business Coalition. She earned a Bachelor of Science from Colorado State University and a Master of Business Administration from Regis University.

Robert A. Malone, 65, joined the Board in 2009 and currently serves as its non-executive Chairman. He was elected Executive Chairman, President and CEO of First Sonora Bancshares, Inc., a financial services holding company, in October 2014. He also serves as Chairman, President and Chief Executive Officer of the First National Bank of Sonora, Texas, a position he has held since October 2009. He is a retired Executive Vice President of BP plc and the retired Chairman of the Board and President of BP America Inc., at the time the largest producer of oil and natural gas and the second largest gasoline retailer in the United States. He served in that position from 2006 to 2009. Mr. Malone previously served as Chief Executive Officer of BP Shipping Limited from 2002 to 2006, as Regional President Western United States, BP America Inc. from 2000 to 2002 and as President, Chief Executive Officer and Chief Operating Officer, Alyeska Pipeline Service Company from 1996 to 2000. Mr. Malone previously served in senior positions with Kennecott Copper Corporation. Other directorships include Halliburton Company and Teledyne Corporation. Mr. Malone holds a Bachelor of Science in Metallurgical Engineering from The University of Texas at El Paso and a Master of Science in Management from Massachusetts Institute of Technology.

Kenneth W. Moore, 48, has served as President of KWM Advisors LLC since 2016. Before that, he was the Managing Director of First Reserve Corporation, a private equity and infrastructure investment firm focused on energy from 2004 to 2015. From 2000 to 2004 he served as a Vice President at Morgan Stanley & Co. Other directorships include Cobalt International Energy, Inc., Chaparral Energy, Inc. and the SEAL Legacy Foundation. He earned a Bachelor of Arts from Tufts University and Master of Business Administration from Cornell University.

Michael W. Sutherlin, 70, joined the Board in 2014. He served as the President and Chief Executive Officer of Joy Global Inc. (Joy), a mining equipment and services provider from 2006 to 2013. From 2003 to 2006, he served as Executive Vice President of Joy and as President and Chief Operating Officer of its subsidiary, Joy Mining Machinery. Prior to joining Joy, Mr. Sutherlin served as President and Chief Operating Officer of Varco International, Inc. Mr. Sutherlin holds a Master of Business Administration from University of Texas at Austin and Bachelor of

Business Administration in Industrial Management from Texas Tech University.

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Shaun A. Usmar, 47, founded Triple Flag Mining Finance Ltd. (Triple Flag) in April 2016 and serves as its Chief Executive Officer. Prior to founding Triple Flag, Mr. Usmar served as Senior Executive Vice President and Chief Financial Officer of Barrick Gold Corporation, from 2014 – 2016, where he helped restructure the company. He joined Xstrata in 2006 as a founding member of the leadership team that grew the company into one of the world’s largest diversified miners at the time of its acquisition by Glencore in 2013. While at Xstrata, his roles included co-head of Business Development in London, CFO of Xstrata’s global Ferro-Alloys business in South Africa, and CFO of Xstrata’s global Nickel business in Canada. Prior to Xstrata, Mr. Usmar worked at BHP Billiton in Corporate Finance in London, and started his career in mining in operations in the steel and aluminum industries as a production engineer. He has also served on the Ontario Advisory board of The Children’s Wish Foundation, since 2010. Mr. Usmar holds a BSc in Metallurgy and Materials Engineering from the University of Witwatersrand in South Africa, and an MBA from the Kellogg Graduate School of Management at Northwestern University in Evanston, Illinois, both with distinction.

Executive Officers

The table below sets forth the name and age of each of our executive officers, and the date such executive officer was elected to his or her current position with the Company. The following people were serving as our executive officers as of the Effective Date and as of June 30, 2017. Unless otherwise noted, the term of office of each executive officer continues until the election and qualification of his or her successor. There is no family relationship between the executive officers or between the executive officers and the directors.

Name	Age	Position Held	Has Served as Such Since
Glenn L. Kellow	50	President, Chief Executive Officer and Director	2015
Amy B. Schwetz	42	Executive Vice President and Chief Financial Officer	2015
A. Verona Dorch	50	Executive Vice President, Chief Legal Officer, Government Affairs and Corporate Secretary	2015
Charles F. Meintjes	54	Executive Vice President – Corporate Services and Chief Commercial Officer	2017
George J. Schuller, Jr.	53	President – Australia	2017
Kemal Williamson	58	President – Americas	2012

For a description of Glenn L. Kellow’s background, see the description under Board of Directors.

Amy B. Schwetz, 42, was named our Executive Vice President and Chief Financial Officer in July 2015. Ms. Schwetz serves as our principal accounting officer and principal financial officer. She previously served as our Senior Vice President of Finance and Administration – Australia, from June 2013 to June 2015; Senior Vice President of Finance and Administration – Americas, from March 2012 to June 2013; Vice President of Investor Relations, from December 2011 to March 2012; Vice President of Capital and Financial Planning, from November 2009 to December 2011; Director of Financial Planning, from August 2007 to October 2009; and Director of Compliance and Accounting Policies, from August 2005 to August 2007. Prior to joining us, Ms. Schwetz was employed by Ernst & Young LLP, an international accounting firm, where she held multiple audit roles over eight years. She holds a bachelor’s degree in Accounting from Indiana University.

A. Verona Dorch, 50, was named our Executive Vice President, Chief Legal Officer, Governmental Affairs and Corporate Secretary in August 2015. She has executive responsibility for providing legal and government relations counsel for Peabody business activities and leads the company's global legal, compliance and government affairs functions. From July 2006 to March 2015, she served in a variety of roles at Harsco Corporation, a diversified, worldwide industrial services company, most recently serving as its Chief Legal

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Officer, Chief Compliance Officer and Corporate Secretary. Ms. Dorch also has experience in corporate and securities law from various law firms and with Sumitomo Chemical Co. Ms. Dorch holds a bachelor's degree from Dartmouth College and a Juris Doctor degree from Harvard Law School.

Charles F. Meintjes, 54, was named our Executive Vice President – Corporate Services and Chief Commercial Officer in April 2017. Mr. Meintjes has executive responsibility for sales and marketing, corporate development, information technology, business services, technical services, and coal generation and emissions technology. He also will have temporary oversight of the Human Resources functional area, which has been under interim leadership. Mr. Meintjes has extensive senior operational, strategy, continuous improvement and information technology experience with mining companies on three continents. He joined us in 2007, and prior to serving in his current post, he was our President – Australia. Other past positions with us include Acting President – Americas, Group Executive of Midwest and Colorado Operations, Senior Vice President of Operations Improvement and Senior Vice President Engineering and Continuous Improvement. Prior to joining us, Mr. Meintjes served as a consultant to Exxaro Resources Limited in South Africa, and is a former Executive Director and Board Member for Kumba Resources Limited in South Africa. He also served on the boards of two public companies, AST Gijima in South Africa and Ticor Limited in Australia, and has senior management experience in the steel and the aluminum industry with Iscor and Alusaf in South Africa. Mr. Meintjes holds dual Bachelor of Commerce degrees in accounting from Rand Afrikaans University and the University of South Africa. He is a Chartered Accountant in South Africa and completed the advanced management program at the University of Pennsylvania's Wharton School of Business.

George J. Schuller, Jr., 53, was named our President – Australia in April 2017. He has executive responsibility for our Australia operating platform, which includes overseeing the areas of health and safety, operations, sales and marketing, product delivery and support functions. Mr. Schuller has been with the Company for three decades serving in both domestic and international operational posts. His extensive experience includes operations management for both surface and underground mining, continuous improvement and engineering services. Prior to serving as Chief Operations Officer in Australia, he served as Group Executive PRB & SW, Senior Vice President Engineering Services, Vice President Engineering Technical Services and Vice President Continuous Improvement following his holding various operations and mine management positions with increasing responsibility. Mr. Schuller originally joined the Company as a Mine Engineer-in-Training following a student coop program. He holds a Bachelor of Science in mining engineering from West Virginia University as well as a Master of Business Administration degree from the University of Charleston.

Kemal Williamson, 58, was named our President – Americas in October 2012. He has executive responsibility for our U.S. operating platform, which includes overseeing the areas of health and safety, operations, product delivery and support functions. Mr. Williamson has more than 30 years of experience in mining engineering and operations roles across North America and Australia. He most recently served as Group Executive Operations for the Peabody Energy Australia operations. He also has held executive leadership roles across project development, as well as in positions overseeing our Western U.S., Powder River Basin and Midwest operations. Mr. Williamson joined us in 2000 as Director of Land Management. Prior to that, he served for two years at Cyprus Australia Coal Corporation as Director of Operations and managed coal operations in Australia for half a decade. He also has mining engineering, financial analysis and management experience across Colorado, Kentucky and Illinois. Mr. Williamson holds a Bachelor of Science degree in mining engineering from Pennsylvania State University as well as a Master of Business Administration degree from the Kellogg School of Management, Northwestern University in Evanston, Illinois.

Director Independence

In accordance with our Corporate Governance Guidelines, a majority of our Board must be independent as defined by the NYSE listing rules and the Exchange Act. On March 3, 2017, the Board determined that all of the current

members except for Mr. Kellow are independent. In making that determination, the Board considered the

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relationships described below in Certain Relationships and Related Party Transactions. The Audit Committee, Compensation Committee and Nominating and Corporate Governance Committee are each comprised of independent directors.

Board Committees

Committee Role and Responsibilities. The specific roles and responsibilities of the Board's Audit, Compensation, Nominating and Corporate Governance, Executive and Health, Safety, Security and Environmental Committees are delineated in written charters adopted by the Board for each Committee. Each member of the Audit, Compensation and Nominating and Corporate Governance Committees is independent in accordance with our Corporate Governance Guidelines, which applies the independence standards included in the NYSE Listed Company Manual and the Exchange Act. Our Corporate Governance Guidelines and each of the charters of the Board's committees are available on the Corporate Governance page under the Investors section of our website at: www.peabodyenergy.com. As provided in their charters, each committee is authorized to engage or consult from time to time, as appropriate, at our expense, with outside independent legal counsel or other experts or advisors it deems necessary, appropriate or advisable to discharge its duties.

Committee Membership. The following table details the current membership of each standing committee of the Board:

Name	Audit	Compensation	Nominating and Corporate Governance	Executive	Health, Safety, Security and Environmental
Glenn L. Kellow				M	
Nicholas J. Chirekos (I)	A, M		M		
Stephen E. Gorman (I)		M		M	C
Joe. W. Laymon (I)		C		M	M
Teresa S. Madden (I)	A, C			M	M
Robert A. Malone (I)				C	
Kenneth W. Moore (I)	A, M		M		
Michael W. Sutherland (I)		M	C	M	
Shaun A. Usmar (I)			M		M

I: Independent; A: Audit Committee Financial Expert; C: Chair; M: Member

2017 Incentive Plan

All of our outstanding equity awards were canceled as of the Effective Date. The Board adopted the Peabody Energy Corporation 2017 Incentive Plan (the 2017 Incentive Plan) on March 7, 2017. In connection with the Effective Date, we granted restricted stock units under the 2017 Incentive Plan to employees, including our executive officers. On May 2, 2017 we granted deferred stock units under the 2017 Incentive Plan to non-employee directors.

General

The 2017 Incentive Plan is intended to help attract and retain employees, consultants and directors upon whom, in large measure, we depend for sustained progress, growth and profitability. By encouraging employees, consultants and directors of the Company and our subsidiaries to acquire a proprietary interest in the Company's growth and performance, we intend to motivate employees, consultants and directors to achieve Company goals and to more closely align such persons' interests with those of the Company's other shareholders.

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The 2017 Incentive Plan generally provides for the following types of awards:

options (including non-qualified stock options and incentive stock options);

stock appreciation rights (SARs);

restricted stock;

restricted stock units (RSUs);

deferred stock;

performance units;

dividend equivalents; and

cash incentive awards.

Unless otherwise determined by the Board, the Compensation Committee of the Board (the Committee) will administer the 2017 Incentive Plan. The Committee shall determine who shall be granted awards under the 2017 Incentive Plan, the types of awards to be granted and the terms of each award. The Committee is authorized to interpret the 2017 Incentive Plan and any award agreement, and may generally amend any award agreement. Generally, all determinations of the Committee will be final, conclusive and binding.

Subject to certain adjustments described in the 2017 Incentive Plan, 14,092,376 shares of Common Stock are reserved for issuance under the 2017 Incentive Plan. To the extent an award under the 2017 Incentive Plan is forfeited or otherwise terminates without the delivery of shares, or shares already granted are returned in connection with the forfeiture or termination of an award, any shares subject to such award, or any shares returned, will be available for issuance under the 2017 Incentive Plan. Certain shares will not again be available for issuance under the 2017 Incentive Plan: (1) shares withheld to pay the option price of an option; (2) shares not issued in connection with a stock-settled SAR; (3) shares purchased on the open market with option proceeds; and (4) any shares used to satisfy tax withholding obligations. Shares delivered pursuant to the 2017 Incentive Plan may be authorized and unissued shares or treasury shares, including shares repurchased by the Company for purposes of the 2017 Incentive Plan.

Certain additional limits apply to the granting of awards:

Qualified Performance-Based Awards. The Committee may grant awards that are intended to satisfy the requirements for qualified performance-based compensation (Qualified Performance-Based Awards) under Section 162(m) of the Internal Revenue Code of 1986, as amended (the Code), as described below under Qualified Performance-Based Awards. The following limitations (subject to certain adjustments) apply to Qualified Performance-Based Awards:

During any one calendar year, no grantee may be granted awards for stock options and/or SARs with respect to more than 1,000,000 shares.

During any one calendar year, no grantee may be granted Qualified Performance Based Awards in the form of restricted stock, deferred stock, restricted stock units, performance units and/or any other award (other than an award of stock options or SARs), which is determined by reference to the value of shares or appreciation in the value of shares, with respect to a number of shares exceeding 1,000,000 shares.

During any one calendar year, no grantee may be granted Qualified Performance Based Awards in the form of cash incentive awards that have a performance period with a duration of up to one calendar year that have an aggregate maximum payout which could exceed \$5,000,000. During any one calendar year, no grantee may be granted Qualified Performance Based Awards in the form of cash incentive awards that have a performance period with a duration of longer than one calendar year that have an aggregate maximum payout which could exceed \$15,000,000.

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Directors. The maximum number of shares subject to awards that may be granted to a non-employee member of the Board in any calendar year taken together with any cash fees paid to such non-employee director during the year, cannot exceed \$600,000 in total value (calculating the value of any such awards based on the grant date fair value of such awards for financial reporting purposes).

Awards

Awards may be granted to employees of and consultants to the Company or a subsidiary of the Company, and to members of the Board. Each award under the 2017 Incentive Plan will be evidenced by an award agreement in a form approved by the Board or the Committee.

Options. The 2017 Incentive Plan permits the grant of options. The Committee may make option grants containing such terms as the Committee shall determine, including whether the options granted are incentive stock options (as provided under Section 422 of the Code) or non-qualified stock options and vesting provisions that may or may not be subject to the achievement of specified performance goals. Subject to exceptions as provided in the 2017 Incentive Plan, no portion of an option will vest less than one year following the grant date. Options generally must have an exercise price that is not less than the fair market value of our Common Stock on the date of grant. The term of an option may not exceed 10 years. No dividend equivalents may be granted in connection with an option.

Stock Appreciation Rights. The 2017 Incentive Plan permits the grant of SARs. The Committee may make grants of SARs containing such terms as the Committee shall determine. Subject to exceptions provided in the 2017 Incentive Plan, no portion of an SAR will vest less than one year following the grant date. The strike price of a SAR generally may not be less than 100% of the fair market value of our Common Stock on the date of the grant. The term of a SAR may not exceed 10 years. No dividend equivalents may be granted in connection with an SAR.

Restricted Stock. The 2017 Incentive Plan permits the grant of shares of restricted stock. A share of restricted stock is a share of our Common Stock that is subject to restrictions. Vesting may be time-based, performance-based, or based on the occurrence of a specified event, as determined by the Committee. The Committee will determine the amount, if any, that a grantee will pay in exchange for an award of restricted stock. If restricted stock is forfeited, and if the grantee was required to pay for such shares or acquired such restricted stock upon the exercise of an option, the grantee is deemed to have resold such restricted stock to us at a price equal to the lesser of (a) the amount paid by the grantee for such restricted stock or the exercise price of the option, as applicable, and (b) the fair market value of the restricted stock on the date of forfeiture.

Restricted Stock Units. The 2017 Incentive Plan permits the grant of RSUs. An RSU represents the right to receive a certain number of shares of our Common Stock or cash equal to a certain number of shares of our Common Stock. Vesting may be time-based, performance-based, or based on the occurrence of a specified event, as determined by the Committee. If provided in an award agreement, whenever dividends are paid or distributions are made with respect to shares, dividend equivalents may be credited to RSU accounts in the form of additional RSUs or cash, and such dividend equivalents will be subject to the same vesting conditions as otherwise apply to the RSUs to which they relate.

Deferred Stock. The 2017 Incentive Plan permits the grant of deferred stock. The Committee may make grants of deferred stock upon such terms as it shall determine. No voting rights may attach to deferred stock. In addition, the Committee may determine that the delivery of Common Stock or the payment of cash, upon the exercise, vesting or settlement of all or a portion of any award (other than a cash incentive award) may be deferred and may establish programs and procedures for deferral elections to be made by grantees. The Committee may provide for distributions while a grantee is still an employee or otherwise providing services to us. The Committee is authorized to make

deferrals of awards (other than cash incentive awards) and to determine when, and in what annual percentages, grantees may receive payments, including lump sum payments, following the grantee's termination of service, and to implement such other terms and conditions allowed by the 2017 Incentive Plan and applicable law.

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Performance Units. The 2017 Incentive Plan permits the grant of performance units. The Committee may make grants of performance units containing such terms as it shall determine, consistent with the terms of the 2017 Incentive Plan. The Committee will set performance goals that, depending on the extent to which they are met during a performance period, will determine the number or value of performance units that will be paid to the grantee. At the discretion of the Committee, and subject to the terms of the 2017 Incentive Plan, a grantee may be entitled to receive dividends or dividend equivalents declared with respect to shares deliverable in connection with the grant of performance units which have been earned, but not yet delivered to the grantee.

Cash Incentive Awards. The 2017 Incentive Plan permits the grant of cash incentive awards containing such terms, including performance goals, as the Committee shall determine. Cash incentive awards will be evidenced by award agreements specifying the individual's incentive opportunity, the performance goals, and such other terms consistent with the 2017 Incentive Plan, as the Committee determines.

Certain Other Terms and Conditions

Qualified Performance-Based Awards. The 2017 Incentive Plan permits the grant of stock-based awards and cash incentive awards, that are intended to satisfy the requirements for qualified performance-based compensation under Section 162(m) of the Code. The 2017 Incentive Plan includes a list of objective performance criteria upon which the Committee must condition the grant or vesting of awards of restricted stock, restricted stock units, deferred stock, shares, performance units, or cash incentive awards (or any portion of any such award) that are intended to be Qualified Performance-Based Awards under the 2017 Incentive Plan.

Plan Amendment or Termination. The Board generally may amend, alter, suspend, discontinue or terminate the 2017 Incentive Plan in whole or in part at any time. Certain amendments, however, will be contingent upon the approval of our stockholders when so required by law, and any amendment or termination will not accelerate the timing of any payments that constitute deferred compensation under Section 409A of the Code unless such acceleration of payment is permitted by the Section 409A of the Code. Subject to the foregoing, the Committee generally may amend the 2017 Incentive Plan and outstanding awards at any time, but no such amendment may materially impair the rights of any grantee under any award previously granted without such grantee's consent, and any such amendment will be subject to the approval of the Board. In certain limited circumstances set forth in the 2017 Incentive Plan, the Board may amend the 2017 Incentive Plan and outstanding awards without the grantee's consent.

The foregoing description of the 2017 Incentive Plan is qualified in its entirety by reference to the full text of the 2017 Incentive Plan, which is filed as Exhibit 4.6 to the registration statement on Form S-8 filed with the SEC on April 3, 2017 and is included as Exhibit 10.40 to the Registration Statement of which this prospectus forms a part.

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PRINCIPAL AND SELLING STOCKHOLDERS

The following tables set forth information regarding the beneficial ownership of our Securities by:

all stockholders known by us to hold more than 5% of either of our outstanding shares of Common Stock or Preferred Stock, as well as the selling stockholders;

each of our directors and named executive officers; and

all of our directors and executive officers as a group.

The table below has been prepared based upon information available to us or furnished to us by the selling stockholders as of June 30, 2017. The selling stockholders identified below may have exercised or converted, or sold, transferred or otherwise disposed of, some or all of their Securities since the date on which the information in the following table is presented, in transactions exempt from or not subject to the registration requirements of the Securities Act.

SEC rules generally provide that a person is the beneficial owner of securities if such person has or shares the power to vote or direct the voting thereof, or to dispose or direct the disposition thereof or has the right to acquire such powers within 60 days. In the table below, Common Stock issuable upon the conversion of Preferred Stock that is currently convertible, or convertible within 60 days of June 30, 2017, is deemed to be outstanding and beneficially owned for purposes of calculating the beneficial and percentage ownership of the person holding such Securities, but is not deemed outstanding for computing the percentage ownership of any other person. Shares subject to outstanding equity awards, including those granted in connection with our emergence from the Chapter 11 Cases, are not considered beneficially owned and are not deemed outstanding for the purposes of computing the percentage of Common Stock owned until 60 days prior to the date on which such shares may be acquired. Percentage of ownership is based on 100,223,701 shares of Common Stock and 18,452,402 shares of Preferred Stock outstanding. Stockholders beneficial ownership after the offering assumes that the selling stockholders sell all of the Securities held by them that have been registered by us and do not sell any securities of the Company held by them that are not registered or acquire any additional securities of the Company. Securities registered pursuant to the Registration Statement of which this prospectus is a part are not required to be sold, and such registration does not necessarily indicate that the stockholder intends to sell such Securities. Except as disclosed in the footnotes to these tables beginning on page 26, we believe that each stockholder identified in the table possesses sole voting and investment power over all shares of Securities shown as beneficially owned by the stockholder. Unless otherwise indicated in the table or footnotes below, the address for each director and named executive officer is c/o Peabody Energy Corporation, 701 Market Street, St. Louis, Missouri 63101-1826.

Common Stock

	Beneficial Ownership	Number of Shares Registered for Sale	Beneficial Ownership
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Name	Prior to Offering		Pursuant to this Prospectus	After Offering	
	Number	Percent of Shares		Number	Percent of Shares
5% Stockholders:					
Discovery Global Focus Master Fund, Ltd. (1)	4,788,876	4.8	4,788,876		
Discovery Global Opportunity Fund, Ltd. (2)	4,315,736	4.3	4,315,736		
Discovery Global Opportunity Partners, L.P. (3)	8,707,776	8.7	8,707,776		
Discovery Capital Management, LLC (4)	4,105,922	4.1	4,105,922		
Elliott Associates, L.P. (5)	2,782,783	2.8	2,782,783		
Luxembourg Investment Company 162 SaRL (6)	24,017,326	21.8	24,017,326		
The Liverpool Limited Partnership (7)	8,519,418	8.2	8,519,418		
Goldman Sachs & Co. LLC (8)	5,778,234	5.6	2,406,908	3,371,326	3.3

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Name	Beneficial Ownership Prior to Offering		Number of Shares Registered for Sale Pursuant to this Prospectus		Beneficial Ownership After Offering	
	Number	Percent of Shares	Number	Percent of Shares	Number	Percent of Shares
Directors and Executive Officers:						
Glenn L. Kellow	8,520	*			8,520	*
Nicholas J. Chirekos						
A. Verona Dorch						
Stephen E. Gorman						
Joe W. Laymon						
Teresa S. Madden						
Robert A. Malone						
Charles F. Meintjes						
Kenneth W. Moore						
Amy B. Schwetz						
Michael W. Sutherlin						
Shaun A. Usmar						
Kemal Williamson						
All Directors and Executive Officers as a Group (14 persons):						
Other Selling Stockholders:						
683 Capital Partners, LP (9)	595,944	*	249,983		345,961	*
ACP Master, Ltd. (10)	1,073,042	1.1	1,073,042			
Aurelius Capital Master, Ltd. (11)	2,255,586	2.2	2,255,586			
Boston Patriot Summer St LLC (12)	1,260,421	1.3	809,289		451,132	*
CCM Pension-A, L.L.C. (12)	246,110	*	159,739		86,371	*
CCM Pension-B, L.L.C. (12)	45,772	*	29,708		16,064	*
Contrarian Advantage-B, L.P. (12)	109,394	*	71,100		38,294	*
Contrarian Capital Fund I, L.P. (12)	3,008,129	3.0	1,955,090		1,053,039	1.0
Contrarian Capital Senior Secured, L.P. (12)	101,401	*	65,903		35,498	*
Contrarian Capital Trade Claims, L.P. (12)	307,115	*	199,606		107,509	*
Contrarian Dome du Gouter Master Fund L.P. (12)	553,747	*	359,899		193,848	*
Contrarian EM SIF Master LP (12)	407,115	*	255,102		152,013	*
Contrarian Emerging Markets, L.P. (12)	2,363,815	2.3	1,522,979		840,836	*
Contrarian Opportunity Fund, L.P. (12)	1,131,652	1.1	735,393		396,259	*
Panning Master Fund, LP (13)	1,458,661	1.4	1,458,661			
PointState Fund LP (14)	1,564,898	1.6	1,512,116		52,782	*
BlockHouse Master Fund LP (15)	981,248	1.0	981,248			
Conflux Fund LP (16)	125,116	*	120,875		4,241	*
Steelmill Master Fund LP (17)	3,386,197	3.4	3,270,255		115,942	*
South Dakota Investment Council (18)	1,675,928	1.7	1,090,742		585,186	*
Alden Global BPI Fund, Ltd. (19)	966,691	1.0	405,501		561,190	*
Alden Global Value Recovery Master Fund, LP (20)	651,023	*	250,999		400,024	*

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AB High Income Fund, Inc. (21)	775,469	*	325,289	450,180	*
AB Bond Fund, Inc. AB High Yield Portfolio (21)	6,340	*	1,362	4,978	*
The AB Portfolios AB All Market Total Return Portfolio (21)	2,229	*	2,229		
AllianceBernstein Global High Income Fund, Inc. (21)	115,487	*	48,445	67,042	*
AB Bond Fund, Inc. AB Credit Long/Short Portfolio (21)	3,184	*	1,333	1,851	*

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Name	Beneficial Ownership Prior to Offering		Number of Shares Registered for Sale Pursuant to this Prospectus		Beneficial Ownership After Offering	
	Number	Percent of Shares	Number	Percent of Shares	Number	Percent of Shares
AB SICAV I Credit Alpha Portfolio (21)	3,184	*	1,333		1,851	*
AB FCP I Developed Markets Multi-Asset Income Portfolio (21)	3,427	*	1,436		1,991	*
AB SICAV I Multi-Sector Credit Portfolio (21)	2,138	*	894		1,244	*
AB FCP I Global High Yield Portfolio (21)	1,930,138	1.9	809,640		1,120,498	1.1
AB Unconstrained Bond Fund, Inc. (21)	10,609	*	4,449		6,160	*
AB SICAV I US High Yield Portfolio (21)	10,633	*	4,459		6,174	*
Teachers Retirement System of Louisiana (21)	47,883	*	20,087		27,796	*
AB Collective Investment Trust Series AB US High Yield Collective Trust (21)	29,796	*	12,499		17,297	*
Alta Fundamental Advisers Master LP (22)	105,215	*	44,134		61,081	*
Appaloosa Investment LP I (23)	914,108	*	366,100		548,008	*
Palomino Master Ltd. (23)	778,687	*	311,865		466,822	*
Atalan Master Fund, LP (24)	85,679	*	31,922		53,757	*
ICF II Cayman AIV, Ltd. (25)	2,190	*	2,190			
Barclays Capital (26)	383,570	*	232,422		151,148	*
BFAM Asian Opportunities Master Fund, LP (27)	693,997	*	277,462		416,535	*
Blackwell Partners LLC (28)	143,783	*	60,312		83,471	*
Blockhouse Capital Management LP (29)	133,972	*	56,196		77,776	*
Brigade Energy Opportunities Fund LP (30)	241,151	*	101,155		139,996	*
Brigade Energy Opportunities Fund II LP (30)	26,789	*	11,235		15,554	*
Brookfield Credit Opportunities Master Fund, L.P. (31)	725,342	*	286,596		438,746	*
Buckley Lloyd Partners Fund LP (32)	17,132	*	6,381		10,751	*
Cantor Fitzgerald & Co. (33)	508,365	*	213,246		295,119	*
CVI Opportunities Fund I, LLP (34)	4,906,392	4.8	2,137,796		2,768,596	2.7
Cetus Capital III, LP (35)	469,551	*	186,406		283,145	*
Columbus Hill Partners, LP (36)	521,974	*	218,952		303,022	*
Columbus Hill Overseas Master Fund, Ltd. (37)	365,461	*	153,301		212,160	*
Corvex Master Fund LP (38)	685,472	*	255,418		430,054	*
Credit Suisse LLC (39)	244,367	*	138,041		106,326	*
Debello Investors LLC (40)	39,361	*	16,248		23,113	*
Dendera Capital Fund LP (41)	26,790	*	11,236		15,554	*
DuPont Pension Trust (42)	182,241	*	63,741		118,500	*
Gardner Lewis Event Driven Fund, LP (29)	17,132	*	6,381		10,751	*
Goldman Sachs Trust II Goldman Sachs Multi Manager Alternatives Fund (43)	2,545	*	1,067		1,478	*
Goldman Sachs Trust II Goldman Sachs Multi Manager Non Core Fixed Income (44)	1,070	*	448		622	*
Gracie Credit Opportunities Master Fund, LP (45)	241,458	*	95,710		145,748	*