

ELLIOTT INTERNATIONAL, L.P.

Form 4

February 02, 2018

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
ELLIOTT INTERNATIONAL, L.P.

2. Issuer Name **and** Ticker or Trading
Symbol

PEABODY ENERGY CORP [BTU]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)

40 WEST 57TH, 30TH FLOOR

3. Date of Earliest Transaction
(Month/Day/Year)

01/31/2018

____ Director ____X____ 10% Owner
____ Officer (give title below) ____ Other (specify below)

(Street)

4. If Amendment, Date Original
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check
Applicable Line)

__X__ Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

NEW YORK, NY 10019

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock, \$0.01 par value per share (the "Common Stock")	01/31/2018		C	9,619,100	A <u>3</u>	24,031,115	I
							See footnotes (1) (2)

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

**Persons who respond to the collection of
information contained in this form are not
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SEC 1474
(9-02)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Series A Convertible Preferred Stock ⁽¹⁾	\$ 40.3	01/31/2018		C		5,108,947		<u>(3)</u>	<u>(3)</u>	Common Stock	9,619,

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other

ELLIOTT INTERNATIONAL, L.P.
40 WEST 57TH
30TH FLOOR
NEW YORK, NY 10019

/s/ Elliot Greenberg, Vice President of Elliott International Capital Advisers, Inc., as Attorney-in-Fact, for Elliott International, L.P. 02/02/2018

****Signature of Reporting Person**

Date _____

/s/ Elliot Greenberg, Vice President of Elliott International Capital Advisers, Inc.

02/02/2018

Signature of Reporting Person

Date _____

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) This Form 4 is filed jointly by Elliott International, L.P. ("Elliott International") and Elliott International Capital Advisors Inc. ("EICA" and, together with Elliott International, the "Reporting Persons"). EICA, as the investment manager of Elliott International, may be deemed to beneficially own the securities owned directly by Elliott International. The Reporting Person may be deemed to be a member of a Section 13(d) group that collectively beneficially owns more than 10% of the Issuer's outstanding common stock. Each of the Reporting Persons disclaims beneficial ownership of the securities reported herein except to the extent of its pecuniary interest therein.

(2) Securities owned by Spraberry Investments Inc., a Delaware corporation ("Spraberry") and a wholly-owned subsidiary of Elliott International. EICA, as the investment manager of Elliott International, may be deemed to beneficially own the securities owned by directly by Spraberry.

(3) Pursuant to the terms of the Certificate of Designation of the Series A Convertible Preferred Stock, the shares of Series A Convertible Preferred Stock automatically converted into shares of Common Stock without any action by the Reporting Persons on January 31, 2018. These shares of Series A Convertible Preferred Stock had no expiration date.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.