

PEABODY ENERGY CORP  
Form 8-A12B  
July 13, 2017

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**WASHINGTON, DC 20549**

**FORM 8-A**

**FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES**  
**PURSUANT TO SECTION 12(b) OR (g) OF THE**  
**SECURITIES EXCHANGE ACT OF 1934**

**Peabody Energy Corporation**

**(Exact name of registrant as specified in its charter)**

**Delaware**  
**(State or other jurisdiction of incorporation or**  
**organization)**

**701 Market Street, St. Louis, Missouri**  
**(Address of principal executive offices)**

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

**63101-1826**  
**(Zip Code)**

Securities to be registered pursuant to Section 12(b) of the Act:

| <b>Title of each class<br/>to be so registered</b>                      | <b>Name of each exchange on which<br/>each class is to be registered</b> |
|---|--|
| Series A Convertible Preferred Stock,<br><br>par value \$0.01 per share | NYSE MKT LLC   |

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c) or (e), check the following box.

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d) or (e), check the following box.

If this form relates to the registration of a class of securities concurrently with a Regulation A offering, check the following box.

Securities Act registration statement or Regulation A offering statement file number to which this form relates: Not Applicable

Securities to be registered pursuant to Section 12(g) of the Act: None

**Item 1. Description of Registrant's Securities to be Registered.**

A description of the Series A Convertible Preferred Stock, par value \$0.01 per share ( Preferred Stock ), of Peabody Energy Corporation, a Delaware corporation (the Registrant ), is set forth under the caption Description of Capital Stock Preferred Stock Series A Convertible Preferred Stock in the prospectus constituting a part of the Registrant's Registration Statement on Form S-1 (File No. 333-217242), initially filed with the Securities and Exchange Commission on April 11, 2017, which description is incorporated herein by reference.

The Registrant's Preferred Stock has been approved for listing on the NYSE MKT LLC under the trading symbol BTUPR.

**Item 2. Exhibits.**

| <b>Exhibit Number</b> | <b>Exhibit Description</b>   | <b>Form</b>               | <b>Exhibit</b> | <b>Incorporated by</b>  |
|-----------------------|--|---------------------------|----------------|-------------------------|
|                       |  |                           |                | <b>Reference Filing</b> |
|                       |  |                           |                | <b>Date</b>             |
| 4.1                   | Fourth Amended and Restated Certificate of Incorporation of Peabody Energy Corporation         | 8-K (File No. 001-16463)  | 3.1            | April 3, 2017           |
| 4.2                   | Amended and Restated By-Laws of Peabody Energy Corporation                                     | 8-K (File No. 001-16463)  | 3.3            | April 3, 2017           |
| 4.3                   | Form of stock certificate for Series A Convertible Preferred Stock, \$0.01 par value per share | S-1 (File No. 333-217242) | 4.2            | April 11, 2017          |
| 4.4                   | Certificate of Designation of Series A Convertible Preferred Stock, \$0.01 par value per share | 8-K (File No. 001-16463)  | 3.2            | April 3, 2017           |

**SIGNATURE**

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the Registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized.

**Peabody Energy Corporation**

Date: July 13, 2017

By: /s/ A. Verona Dorch

Name: A. Verona Dorch

Title: Chief Legal Officer

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**EXHIBIT INDEX**

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