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PEABODY ENERGY CORP
Form S-3MEF
April 04, 2002

AS FILED WITH THE SECURITIES AND EXCHANGE COMMISSION ON APRIL 4, 2002.

REGISTRATION NO. 333-

=====

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM S-3
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
Incorporation or Organization)

1222
(Primary Standard Industrial
Classification Code Number)

13-4
(I.R.S.
Identifica

701 MARKET STREET
ST. LOUIS, MISSOURI 63101-1826
(314) 342-3400
(Address, Including Zip Code, and Telephone Number, Including Area Code, of
Registrant's Principal Executive Offices)

JEFFERY L. KLINGER, ESQ.
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)

WITH COPIES TO:
RISE B. NORMAN, ESQ. THOMAS A. LITZ, ESQ. JEREMY W. DICKENS, ESQ.
SIMPSON THACHER & BARTLETT THOMPSON COBURN LLP WEIL, GOTSHAL & MANGES LLP
425 LEXINGTON AVENUE ONE U.S. BANK PLAZA 767 FIFTH AVENUE
NEW YORK, NEW YORK 10017 ST. LOUIS, MISSOURI 63101 NEW YORK, NY 10153-0119

APPROXIMATE DATE OF COMMENCEMENT OF PROPOSED SALE TO THE PUBLIC: From time
to time after the effective date of this registration statement.

If the only securities being registered on this form are being offered
pursuant to dividend or interest reinvestment plans, please check the following
box.[]

If any of the securities being registered on this Form are to be offered on
a delayed or continuous basis pursuant to Rule 415 under the Securities Act of
1933, other than securities offered only in connection with dividend or interest
reinvestment plans, check the following box.[]

If this Form is filed to register additional securities for an offering

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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. [X] 333-84174

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 delivery of the prospectus is expected to be made pursuant to Rule 434, please check the following box. [] _____

CALCULATION OF REGISTRATION FEE

TITLE OF EACH CLASS OF SECURITIES TO BE REGISTERED	AMOUNT TO BE REGISTERED	PROPOSED MAXIMUM OFFERING PRICE PER UNIT	PR
Common stock, par value \$0.01 per share.....	1,880,067	\$28.60	\$5

(1) Calculated in accordance with Rule 457(o) under the Securities Act of 1933, as amended.

THIS REGISTRATION STATEMENT SHALL BECOME EFFECTIVE UPON FILING WITH THE COMMISSION IN ACCORDANCE WITH RULE 462(b) UNDER THE SECURITIES ACT OF 1933, AS AMENDED.

INCORPORATION OF EARLIER REGISTRATION STATEMENT BY REFERENCE

The Registrant hereby incorporates herein by reference the contents of its Registration Statement on Form S-3 (Registration No. 333-84174), which was declared effective by the Securities and Exchange Commission on March 15, 2002.

PART II INFORMATION NOT REQUIRED IN PROSPECTUS

ITEM 16. EXHIBITS AND FINANCIAL STATEMENT SCHEDULES.

(a) Exhibits

All exhibits filed with or incorporated by reference into Registration Statement No. 333-84174 are incorporated by reference into, and shall be deemed part of, this Registration Statement, except for the following, which are filed herewith.

EXHIBIT

NO.

DESCRIPTION OF EXHIBIT

5.1 Opinion of Simpson Thacher & Bartlett (Incorporated by reference to

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Exhibit 5.1 of the Registrant's Form S-3 Registration No. 333-84174).

- 23.1 Consent of Simpson Thacher & Bartlett (included in Exhibit 5.1).
- 23.2 Consent of Ernst & Young LLP, Independent Auditors.

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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized on April 4, 2002.

PEABODY ENERGY CORPORATION

By: _____
Irl F. Engelhardt
Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed on the 4th day of April, 2002 by the following persons in the capacities indicated:

SIGNATURE

----- Irl F. Engelhardt	* Chairman, Chief Executive Officer and Director (Principal Executive Officer)
----- Richard M. Whiting	* President, Chief Operating Officer and Director
----- Richard A. Navarre	* Executive Vice President and Chief Financial Officer (Principal Financial and Accounting Officer)
----- Henry E. Lentz	* Vice President, Assistant Secretary and Director
----- Bernard J. Duroc-Danner	* Director
----- Roger H. Goodspeed	* Director

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* ----- Felix P. Herlihy	Director
* ----- William E. James	Director
* ----- William C. Rusnack	Director
* ----- James R. Schlesinger	Director
* ----- Blanche M. Touhill	Director
* ----- Alan H. Washkowitz	Director
*By: Jeffery L. Klinger ----- Attorney-in-Fact	