

Murray Robert Eugene
Form 4
August 17, 2017

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 *
Murray Robert Eugene

(Last) (First) (Middle)

C/O MURRAY ENERGY
CORPORATION, 46226
NATIONAL ROAD

(Street)

ST. CLAIRSVILLE, OH 43950

(City) (State) (Zip)

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

Foresight Energy LP [FELP]

3. Date of Earliest Transaction

(Month/Day/Year)

08/15/2017

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☒ Director ☒ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)

6. Individual or Joint/Group Filing(Check
Applicable Line)
☐ Form filed by One Reporting Person
☒ Form filed by More than One Reporting
Person

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)
			Code	V	Amount	(A) or (D)	Price		
Common Units	08/15/2017		M		224,716	A	\$ 0.8928	9,852,824	I <u>(2)</u>
Common Units	08/15/2017		F		<u>43,806</u> <u>(1)</u>	D	\$ 4.58	9,809,018	I <u>(2)</u>
									See Footnote <u>(2)</u>
									See Footnote <u>(2)</u>

See
Footnote
(2)

See
Footnote
(2)

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

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SEC 1474
(9-02)

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number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

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)		8.	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Warrants	\$ 0.8928	08/15/2017		M		17,556		<u>(3)</u>	<u>(3)</u>	Common Units	224,716

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Murray Robert Eugene C/O MURRAY ENERGY CORPORATION 46226 NATIONAL ROAD ST. CLAIRSVILLE, OH 43950	X	X		
Murray Energy Corp C/O MURRAY ENERGY CORPORATION 46226 NATIONAL ROAD ST. CLAIRSVILLE, OH 43950		X		
Murray Energy Holdings Co. C/O MURRAY ENERGY CORPORATION 46226 NATIONAL ROAD ST. CLAIRSVILLE, OH 43950		X		
Robert E. Murray Trust C/O MURRAY ENERGY CORPORATION 46226 NATIONAL ROAD ST. CLAIRSVILLE, OH 43950		X		

Signatures

ROBERT E. MURRAY

08/17/2017

__Signature of Reporting Person

Date

MURRAY ENERGY CORPORATION By: Robert E. Murray Title: President and Chief
Executive Officer

08/17/2017

__Signature of Reporting Person

Date

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MURRAY ENERGY HOLDINGS CO. By: Robert E. Murray Title: President and Chief Executive Officer

08/17/2017

__Signature of Reporting Person

Date

ROBERT E. MURRAY TRUST By: Robert E. Murray Title: Settlor and Trustee

08/17/2017

__Signature of Reporting Person

Date

Explanation of Responses:

* 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) Reflects common units withheld by the Issuer to fund the cashless exercise of 17,556 warrants.

The common units are directly held by Murray South America, Inc. ("MSA"). Murray Energy Corporation ("MEC") owns 100% of the capital stock of MSA. Murray Energy Holdings Co. ("Holdings") owns 100% of the capital stock of MEC. Robert E. Murray Trust (the "Trust") holds 100% of the Class A Voting Common Shares of Holdings. Robert E. Murray is the settlor and trustee of the Trust. Robert

(2) E. Murray disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein, and the inclusion of these securities in this report shall not be deemed an admission of beneficial ownership of all of the reported securities for the purposes of Section 16 or for any other purpose.

The warrants were exercisable at any time during the period commencing on the date the Exchangeable PIK Notes are fully redeemed or

(3) purchased pursuant to the Murray Purchase (in each case in accordance with the terms of the Exchangeable PIK Notes Indenture), and ending at 5:00 p.m. New York City time, on the date immediately preceding the tenth anniversary of such date.

The warrants were directly held by MSA. Robert E. Murray disclaims beneficial ownership of these securities except to the extent of his

(4) pecuniary interest therein, and the inclusion of these securities in this report shall not be deemed an admission of beneficial ownership of all of the reported securities for the purposes of Section 16 or for any other purpose.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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