

SunCoke Energy, Inc.  
Form 4  
February 17, 2016

**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**

OMB  
Number: 3235-0287  
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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Henderson Frederick A.

(Last) (First) (Middle)

1011 WARRENVILLE  
ROAD, SUITE 600

(Street)

LISLE, IL 60532

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol  
SunCoke Energy, Inc. [SXC]

3. Date of Earliest Transaction  
(Month/Day/Year)  
02/15/2016

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) Chairman & CEO

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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock <sup>(1)</sup>	02/15/2016		M		16,807	A	\$ 0
Common Stock <sup>(2)</sup>	02/15/2016		F		5,452	D	\$ 3.37

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)

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**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. P
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Common Stock Units <sup>(3)</sup>	<u>(4)</u>	02/15/2016		M	16,807	<u>(4)</u>	<u>(4)</u>	Common Stock 16,807

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Henderson Frederick A. 1011 WARRENVILLE ROAD SUITE 600 LISLE, IL 60532	X		Chairman & CEO	

## Signatures

/s/ Rita M. Slager,  
attorney-in-fact

02/17/2016

\_\_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).

- Represents conversion of 16,807 common stock units granted on February 15, 2012 pursuant to the Employment Letter Agreement, dated as of September 2, 2010 and amended as of May 25, 2011 in accordance with the SunCoke Energy, Inc. Long-Term Performance Enhancement Plan, in a transaction exempt under Rule 16b-3. These units vest subject to continued employment, in equal installments on the first, second, third and fourth anniversaries of the date of grant.
- (1) Shares withheld by Registrant to satisfy minimum statutory withholding requirements on vesting of restricted common stock units.
  - (2) Conversion rate is 1 for 1.
  - (3) Not applicable.

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.