SunCoke Energy, Inc. Form 4 March 18, 2016

## FORM 4

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

Washington, D.C. 20549

Check this box if no longer subject to Section 16. Form 4 or Form 5

**SECURITIES** 

obligations may continue. See Instruction 1(b).

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

(Print or Type Responses)

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

> (First) (Middle)

1011 WARRENVILLE ROAD, SUITE 600

(Last)

(Street)

2. Issuer Name and Ticker or Trading Symbol

SunCoke Energy, Inc. [SXC]

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

03/16/2016

4. If Amendment, Date Original

Filed(Month/Day/Year)

3.

5. Relationship of Reporting Person(s) to

OMB

Number:

Expires:

response...

Estimated average

burden hours per

**OMB APPROVAL** 

3235-0287

January 31,

2005

0.5

Issuer

below)

(Check all applicable)

\_X\_\_ Director 10% Owner X\_ Officer (give title Other (specify

Chairman & CEO

6. Individual or Joint/Group Filing(Check

Applicable Line)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

Person

LISLE, IL 60532

(City) (State) (Zip)

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

1. Title of Security (Instr. 3)

2. Transaction Date 2A. Deemed (Month/Day/Year)

Execution Date, if (Month/Day/Year)

Code (Instr. 8)

TransactionAcquired (A) or Disposed of (D) (Instr. 3, 4 and 5)

4. Securities

5. Amount of Securities Beneficially Owned Following Reported

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial (T) (Instr. 4)

Ownership (Instr. 4)

(A) Transaction(s) (Instr. 3 and 4) Code V Amount (D) Price

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

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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 3. Transaction Date 3A. Deemed 4. 5. Number of 6. Date Exercisable and 7. Title and Amoun Derivative Conversion (Month/Day/Year) Execution Date, if **Transaction**Derivative **Expiration Date** Underlying Securiti Security or Exercise any Code Securities (Month/Day/Year) (Instr. 3 and 4)

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8)	Acquired (A or Disposed (D) (Instr. 3, 4, and 5)				
				Code V	(A) (	(D) Date Exercisable	Expiration Date	Title	Amou or Numb of Sh
Market Options (02.17.2016)	\$ 6.03	03/16/2016		A	90,925	02/17/2017	02/17/2026	Common Stock	90,9
Performance Options (02.17.2016)	\$ 9.5	03/16/2016		A	90,925	02/17/2017	02/17/2026	Common Stock	90,9

## **Reporting Owners**

Reporting Owner Name / Address	Relationships						
<b></b>	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 03/18/2016

\*\*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).
- Grant of stock options (right to buy SunCoke Energy, Inc. common stock) awarded pursuant to the SunCoke Energy, Inc. Long-Term

  (1) Performance Enhancement Plan in a transaction exempt under Rule 16b-3 and exercisable in three equal annual installments commencing on February 17, 2017.
  - Performance stock options (rights to buy) SunCoke Energy, Inc. common stock, granted March 16, 2016, pursuant to the SunCoke Energy, Inc. Long-Term Performance Enhancement Plan in a transaction exempt under Rule 16b-3. These options vest in equal installments on the following vesting dates: February 17, 2017, February 17, 2018 and February 17, 2019 (subject to the reporting person's continued employment through each applicable vesting date) and, to the extent vested, become exercisable only on and after the
- person's continued employment through each applicable vesting date) and, to the extent vested, become exercisable only on and after the first trading day following the trading day on which the closing price of SunCoke Energy, Inc. common stock equals or exceeds \$9.50/share for any 15 trading days during the three-year period beginning on the grant 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.

Reporting Owners 2