Gates Katherine T Form 4 February 16, 2018

## FORM 4

#### UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB Number:

3235-0287

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

Form 5 obligations

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

may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \*

Gates Katherine T

2. Issuer Name and Ticker or Trading Symbol

SunCoke Energy, Inc. [SXC]

(Last) (First) 3. Date of Earliest Transaction

(Month/Day/Year)

1011 WARRENVILLE ROAD, STE. 02/14/2018 600

(Middle)

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

Sr VP & General Counsel

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)

(Street)

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

below)

1. Title of Security (Instr. 3)

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

Execution Date, if (Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of Securities Beneficially Owned Following Reported

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial Ownership (I)

(Instr. 4) (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.

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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

1. Title of Derivative Security

Conversion or Exercise

3. Transaction Date 3A. Deemed

(Month/Day/Year) Execution Date, if any

4. 5. Number of TransactionDerivative Securities Code

6. Date Exercisable and **Expiration Date** (Month/Day/Year)

7. Title and Amount of **Underlying Securities** (Instr. 3 and 4)

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	f			
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Share
RSU's (02.14.18) (1)	(2)	02/14/2018		A	7,244	02/14/2019	02/14/2021	Common Stock	7,244
Market Options (02.14.18)	\$ 10.49	02/14/2018		A	14,126	02/14/2019	02/14/2028	Common Stock	14,126

## **Reporting Owners**

Reporting Owner Name / Address

Director 10% Owner Officer Other

Gates Katherine T 1011 WARRENVILLE ROAD, STE. 600 LISLE, IL 60532

Sr VP & General Counsel

## **Signatures**

/s/ Rita M. Slager, attorney-in-fact 02/16/2018

\*\*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) Grant of restricted share units awarded pursuant to the SunCoke Energy, Inc. Long-Term Performance Enhancement Plan in a transaction exempt under Rule 16b-3. The restricted share units vest in three equal annual installments commencing on February 14, 2019.
- (2) Conversion rate is 1 for 1.

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

(3) Performance Enhancement Plan in a transaction exempt under Rule 16b-3 and exercisable in three equal annual installments commencing on February 14, 2019.

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.

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