

Foresight Energy LP
Form 4
March 30, 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

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
Holcomb Donald R

(Last) (First) (Middle)

C/O CLINE TRUST COMPANY
LLC, 3801 PGA BLVD., STE. 903

(Street)

PALM BEACH
GARDENS, FL 33410

(City) (State) (Zip)

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

Foresight Energy LP [FELP]

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

03/28/2017

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____X__ 10% Owner
____ Officer (give title below) ____ Other (specify below)

6. Individual or Joint/Group Filing(Check
Applicable Line)

____ Form filed by One Reporting Person
__X__ 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	(D)	Price

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

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SEC 1474
(9-02)

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

1. Title of Derivative Security	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	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)								
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title		Amount or Number of Shares	
Warrants	\$ 0.8928 <u>(1)</u>	12/15/2016	P		17,556		03/28/2017 <u>(2)</u>	<u>(2)</u>	Common Units		225,167 <u>(1)</u>	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Holcomb Donald R C/O CLINE TRUST COMPANY LLC 3801 PGA BLVD., STE. 903 PALM BEACH GARDENS, FL 33410		X		
Cline Trust Co LLC 3801 PGA BLVD., STE. 903 PALM BEACH GARDENS, FL 33410		X		

Signatures

/s/ Donald R. Holcomb, for himself and as Manager of Cline Trust Company
LLC 03/30/2017

__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) The exercise price and the number of common units representing limited partnership interests ("Common Units") issuable upon the exercise of the warrants is subject to adjustment as set forth in the Warrant Agreement, dated August 30, 2016, between the Issuer and American Stock Transfer and Trust Company, LLC, and the form of warrant therein.

(2) The warrants are exercisable at any time during the period commencing on the date the Issuer's Senior Secured Second Lien Exchangeable PIK Notes due 2017 (the "Exchangeable PIK Notes") are fully redeemed or purchased pursuant to a Murray Purchase (in each case in accordance with the terms of the indenture related to the Exchangeable PIK Notes dated August 30, 2016 between Foresight Energy LLC, Foresight Energy Finance Corporation, the guarantor party thereto, Wilmington Trust, National Association, as trustee, and American Stock Transfer and Trust Company, LLC, as notes administrator and exchange agent) and ending at 5:00 p.m. New York City time, on the date immediately preceding the tenth anniversary of such date. The Exchangeable PIK Notes were fully redeemed on March 28, 2017.

(3) Donald R. Holcomb is the Manager of Cline Trust Company LLC, a Delaware limited liability company, which agreed to purchase the warrants from a third party on December 15, 2016 and is the record holder thereof. The reporting persons disclaim beneficial ownership in the warrants and underlying Common Units except to the extent of such reporting person's pecuniary interest therein. This statement shall not be deemed an admission that any reporting person is, for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, the beneficial owner of any securities covered by this statement.

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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