Foresight Energy LP Form 4 March 30, 2017

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB

OMB APPROVAL

Number:

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obligations

Check this box

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).

(Last)

(Print or Type Responses)

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

(First)

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Foresight Energy LP [FELP]

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

Director X 10% Owner Other (specify

C/O CLINE TRUST COMPANY

(Middle)

03/28/2017

Officer (give title below)

LLC, 3801 PGA BLVD., STE. 903

(Street)

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

Applicable Line)

Form filed by One Reporting Person _X_ Form filed by More than One Reporting

6. Individual or Joint/Group Filing(Check

PALM BEACH GARDENS, FL 33410

(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 anv

(Month/Day/Year)

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

Transaction(s)

Code V Amount (D) Price

(Instr. 3 and 4)

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

Conversion or Exercise

3. Transaction Date 3A. Deemed

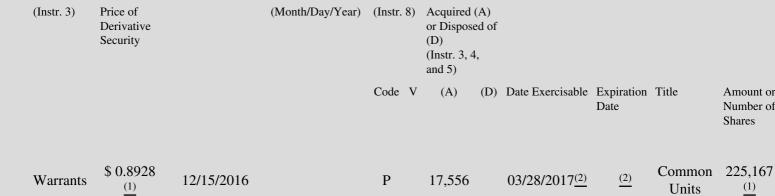
(Month/Day/Year) Execution Date, if any

4. 5. Number of **Transaction**Derivative Code 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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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).
- The exercise price and the number of common units representing limited partnership interests ("Common Units") issuable upon the (1) 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.
 - 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
- (2) 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.
 - 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
- (3) 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.

Reporting Owners 2

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