

SunCoke Energy Partners, L.P.

Form 3

January 17, 2013

FORM 3UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIESFiled 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 *

Sun Coal & Coke LLC

(Last) (First) (Middle)

1011 WARRENVILLE
ROAD, SUITE 600

(Street)

LISLE, IL 60532

(City) (State) (Zip)

2. Date of Event Requiring Statement

(Month/Day/Year)

01/17/2013

3. Issuer Name and Ticker or Trading Symbol
SunCoke Energy Partners, L.P. [SXCP]

4. Relationship of Reporting Person(s) to Issuer

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

(Check all applicable)

☒ Director ☒ 10% Owner
☐ Officer ☐ Other
(give title below) (specify below)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 Beneficially Owned**1. Title of Security
(Instr. 4)2. Amount of Securities Beneficially Owned
(Instr. 4)3. Ownership Form:
Direct (D)
or Indirect (I)
(Instr. 5)4. Nature of Indirect Beneficial Ownership
(Instr. 5)

Common Units

0 (1) (4) (5)

D

A

Common Units

0 (2) (3)

I

See Footnotes (2) (3)

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

SEC 1473 (7-02)

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(Instr. 4)2. Date Exercisable and Expiration Date
(Month/Day/Year)3. Title and Amount of Securities Underlying Derivative Security
(Instr. 4)

4. Conversion or Exercise Price of

5. Ownership Form of Derivative

6. Nature of Indirect Beneficial Ownership
(Instr. 5)

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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Derivative Security	Security: Direct (D) or Indirect (I) (Instr. 5)	
Subordinated Units	Â (4)	Â (4)	Common Units	(4) (5)	\$ (4)	D	Â
Subordinated Units	Â (4)	Â (4)	Common Units	(4) (5)	\$ (4)	I	See Footnote (3)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Sun Coal & Coke LLC 1011 WARRENVILLE ROAD SUITE 600 LISLE, IL 60532	Â X	Â X	Â	Â
SunCoke Energy, Inc. 1011 WARRENVILLE ROAD SUITE 600 LISLE, IL 60532	Â X	Â X	Â	Â

Signatures

/s/ Mark E. Newman, Authorized Signatory, Sun Coal & Coke LLC

01/17/2013

__Signature of Reporting Person

Date

/s/ Mark E. Newman, SVP and CFO, SunCoke Energy, Inc.

01/17/2013

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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) At the closing of the offering, Sun Coal & Coke LLC ("SC&C") will directly hold a 55.9% partnership interest in the Issuer.
- (2) SunCoke Energy, Inc. ("SunCoke Inc.") and SC&C may also be deemed to beneficially own a 2% general partner interest in the Issuer through SunCoke Energy Partners GP LLC, a wholly owned subsidiary of SC&C.
- (3) This Form 3 is jointly filed by SC&C and SunCoke Inc. SC&C is a wholly owned subsidiary of SunCoke Inc. SunCoke Inc. may be deemed to beneficially own SC&C's interest in the Issuer through its ability to control SC&C.
- (4) The subordinated units will convert into common units on a one-for-one basis at the end of the subordination period described in the Issuer's Registration Statement on Form S-1 (Registration No. 333-183162).
- (5) Pursuant to the Contribution, Conveyance and Assumption Agreement with the Issuer, SC&C will own 2,209,697 common units and 15,709,697 subordinated units, upon the closing of the Issuer's initial public offering. If the Issuer increases or decreases the number of common units to be sold to the public through the underwriters, the Issuer will correspondingly decrease or increase the number of common units to be issued to SC&C, respectively.

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.