

SunCoke Energy, Inc.
Form 4
February 17, 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
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(Print or Type Responses)

1. Name and Address of Reporting Person *
West Fay

(Last) (First) (Middle)

1011 WARRENVILLE
ROAD, SUITE 600

(Street)

LISLE, IL 60532

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading
Symbol

SunCoke Energy, Inc. [SXC]

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

02/15/2017

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☒ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify
below)

Senior Vice President & CFO

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 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
RSU's (02.15.17) ⁽¹⁾	<u>(2)</u>	02/15/2017			A		8,406		02/15/2018	02/15/2021	Common Stock	8,406
Market Options (02.15.17) ⁽³⁾	\$ 9.85	02/15/2017			A		8,007		02/15/2018	02/15/2027	Common Stock	8,007
Performance Options (02.15.17) ⁽⁴⁾	\$ 9.85	02/15/2017			A		9,105		02/15/2018	02/15/2027	Common Stock	9,105

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
West Fay 1011 WARRENVILLE ROAD SUITE 600 LISLE, IL 60532	X		Senior Vice President & CFO	

Signatures

/s/ Rita M. Slager,
attorney-in-fact

02/17/2017

__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) 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 15, 2018.

(2) Conversion rate is 1 for 1.

(3) Grant of stock options (right to buy SunCoke Energy, Inc. common stock) awarded pursuant to the SunCoke Energy, Inc. Long-Term Performance Enhancement Plan in a transaction exempt under Rule 16b-3 and exercisable in three equal annual installments commencing on February 15, 2018.

(4) Performance stock options (right to buy SunCoke Energy, Inc. common stock), granted February 15, 2017, pursuant to the SunCoke Energy, Inc. Long-Term Performance Enhancement Plan in a transaction exempt under Rule 16b-3. These options vest, subject to reporting person's continued employment, in equal installments on the first, second and third anniversaries of the date of grant, and the vested portion of such options will become exercisable beginning on the first trading day following that on which the closing price of the common stock equals or exceeds \$14.78/share.

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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