SunCoke Energy, Inc. Form 10-Q April 27, 2016 Table of Contents

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

FORM 10-O

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF $^\circ 1934$

For the quarterly period ended March 31, 2016

OR

..TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from to Commission File Number 001-35243

SUNCOKE ENERGY, INC.

(Exact name of registrant as specified in its charter)

Delaware 90-0640593
(State or other jurisdiction of (I.R.S. Employer incorporation or organization) Identification No.)
1011 Warrenville Road, Suite 600
Lisle, Illinois 60532
(630) 824-1000
(Registrant's telephone number, including area code)

-____

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. ý Yes "No Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). ý Yes "No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer ý Accelerated filer

Non-accelerated filer "Smaller reporting company"

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the

Act). "Yes ý No

As of April 22, 2016, there were 64,160,088 shares of the Registrant's \$0.01 par value Common Stock outstanding.

Table of Contents

SUNCOKE	ENERGY,	INC.
TABLE OF	CONTENT	'S

<u>PART I – FINANCIAL INFORMATION</u>

Item 1. Consolidated Financial Statements	<u>1</u>
Consolidated Statements of Operations (Unaudited) For the Three Months Ended March 31, 2016 and 2015	<u>1</u>
Consolidated Statements of Comprehensive Loss (Unaudited) For the Three Months Ended March 31, 2016 and 2015	2
Consolidated Balance Sheets At March 31, 2016 (Unaudited) and December 31, 2015	<u>3</u>
Consolidated Statements of Cash Flows (Unaudited) For the Three Months Ended March 31, 2016 and 2015	<u>4</u>
Consolidated Statement of Equity (Unaudited) For the Three Months Ended March 31, 2016	<u>5</u>
Notes to the Consolidated Financial Statements	<u>6</u>
1. General	<u>6</u>
2. Coal Mining Business	7
3. Related Party Transactions	7
4. Inventories	<u>8</u>
5. Goodwill and Other Intangible Assets	<u>8</u>
6. Income Taxes	9
7. Accrued Liabilities	<u>10</u>
8. Debt	<u>10</u>
9. Retirement Benefit Plans	<u>11</u>
10. Commitments and Contingent Liabilities	<u>12</u>
11. Restructuring	<u>12</u>
12. Share-Based Compensation	<u>13</u>
13. Earnings per Share	<u>15</u>
14. Supplemental Accumulated Other Comprehensive Loss Information	<u>15</u>
15. Fair Value Measurement	<u>16</u>

16. Business Segment Information	<u>17</u>
17. Supplemental Condensed Consolidating Financial Information	<u>21</u>
18. Subsequent Events	<u>28</u>
Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations	<u>29</u>
Item 3. Quantitative and Qualitative Disclosures about Market Risk	<u>47</u>
Item 4. Controls and Procedures	<u>47</u>
PART II – OTHER INFORMATION	
Item 1. Legal Proceedings	<u>48</u>
Item 1A. Risk Factors	<u>48</u>
Item 2. Unregistered Sales of Equity Securities and Use of Proceeds	<u>48</u>
Item 4. Mine Safety Disclosures	<u>48</u>
Item 6. Exhibits	<u>49</u>
<u>Signature</u>	<u>50</u>

Table of Contents

PART I – FINANCIAL INFORMATION

Item 1. Consolidated Financial Statements

SunCoke Energy, Inc.

Consolidated Statements of Operations

(Unaudited)

	Three Months Ended March			
	31, 2016		2015	
	(Dollars and shares in millions, except per share amounts)			
Revenues	. 210 %			
Sales and other operating revenue	\$ 310.5		\$ 323.9	
Other income	0.6		0.1	
Total revenues	311.1		324.0	
Costs and operating expenses				
Cost of products sold and operating expenses	239.0		262.1	
Selling, general and administrative expenses	23.7		12.6	
Depreciation and amortization expense	28.2		23.8	
Asset impairment	10.7			
Total costs and operating expenses	301.6		298.5	
Operating income	9.5		25.5	
Interest expense, net	14.0		13.9	
(Gain) loss on extinguishment of debt	(20.4)	9.4	
Income before income tax expense and loss from equity method investment	15.9		2.2	
Income tax expense	3.3		1.1	
Loss from equity method investment			0.7	
Net income	12.6		0.4	
Less: Net income attributable to noncontrolling interests	16.7		4.4	
Net loss attributable to SunCoke Energy, Inc.	\$ (4.1)	\$ (4.0)
Loss attributable to SunCoke Energy, Inc. per common share:				
Basic	\$ (0.06)	\$ (0.06)
Diluted	\$ (0.06)	\$ (0.06)
Weighted average number of common shares outstanding:	•		•	,
Basic	64.1		66.2	
Diluted	64.1		66.2	
(See Accompanying Notes)				
1				

Table of Contents

SunCoke Energy, Inc. Consolidated Statements of Comprehensive Loss (Unaudited) Three Months **Ended March** 31, 2016 2015 (Dollars in millions) Net income \$12.6 \$0.4 Other comprehensive income (loss): Reclassifications of prior service benefit, actuarial loss amortization and curtailment gain to earnings (2.4)(net of related tax expense of \$1.6 million for the three months ended March 31, 2015) Currency translation adjustment 0.4 (1.1)Comprehensive income (loss) 13.0 (3.1)Less: Comprehensive income attributable to noncontrolling interests 16.7 4.4 Comprehensive loss attributable to SunCoke Energy, Inc. \$(3.7) \$(7.5) (See Accompanying Notes) 2

Table of Contents

SunCoke Energy, Inc.

Consolidated Balance Sheets

March 31, December 31,

2016 2015

(Unaudited)

(Dollars in millions,

except

par value amounts)

Assets

Cash and cash equivalents \$ 101.8