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PEABODY ENERGY CORP
Form S-3MEF
July 29, 2003

As filed with the Securities and Exchange Commission on July 29, 2003.

Registration No. 333-

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Form S-3

REGISTRATION STATEMENT

UNDER

THE SECURITIES ACT OF 1933

PEABODY ENERGY CORPORATION

(Exact Name of Registrant as Specified in Its Charter)

Delaware	1222	13-4004153
(State or Other	(Primary Standard Industrial	(I.R.S. Employer
Jurisdiction of	Classification Code Number)	Identification Number)
Incorporation or	701 Market Street	
Organization)	St. Louis, Missouri 63101-1826	
	(314) 342-3400	
(Address, Including Zip Code, and Telephone Number, Including Area Code, of Registrant's Principal Executive Offices)		

Jeffery L. Klinger, Esq.
Peabody Energy Corporation
701 Market Street
St. Louis, Missouri 63101-1826
(314) 342-3400

(Name, Address, Including Zip Code, and Telephone Number, Including
Area Code, of Agent for Service)

With copies to:
Rise B. Norman, Esq.
Simpson Thacher & Bartlett
425 Lexington Avenue
New York, New York 10017

Approximate date of commencement of proposed sale to the public: From time
to time after the effective date of this registration statement.

If the only securities being registered on this form are being offered
pursuant to dividend or interest reinvestment plans, please check the following
box. ☐

If any of the securities being registered on this Form are to be offered on
a delayed or continuous basis pursuant to Rule 415 under the Securities Act of
1933, other than securities offered only in connection with dividend or interest
reinvestment plans, check the following box. ☐

If this Form is filed to register additional securities for an offering
pursuant to Rule 462(b) under the Securities Act, please check the following box
and list the Securities Act registration statement number of the earlier
effective registration statement for the same offering. ☒ 333-102516

If this Form is a post-effective amendment filed pursuant to Rule 462(c)
under the Securities Act, check the following box and list the Securities Act
registration statement number of the earlier effective registration statement
for the same offering. ☐

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If delivery of the prospectus is expected to be made pursuant to Rule 434, please check the following box.[]

----- CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to be Registered	Amount to be Registered	Proposed Maximum Offering Price Per Unit	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee(1)
Common stock, par value \$0.01 per share.....	704,339	\$31.61	\$22,264,155	\$1,802
Preferred stock purchase rights(2).....	---	---	---	---
Total.....	704,339	\$31.61	\$22,264,155	\$1,802

- (1) Calculated in accordance with Rule 457(o) under the Securities Act of 1933, as amended.
- (2) The preferred stock purchase rights initially will trade together with the common stock. The value attributable to the preferred stock purchase rights, if any, is reflected in the offering price of the common stock.

This registration statement shall become effective upon filing with the Commission in accordance with Rule 462(b) under the Securities Act of 1933, as amended.

INCORPORATION OF EARLIER REGISTRATION STATEMENT BY REFERENCE

The Registrant hereby incorporates herein by reference the contents of its Registration Statement on Form S-3 (Registration No. 333-102516, which constitutes Post-Effective Amendment No. 1 to Registration No. 333-85564 and Post-Effective Amendment No. 1 to Registration No. 333-84174), which was declared effective by the Securities and Exchange Commission on January 21, 2003.

PART II

INFORMATION NOT REQUIRED IN PROSPECTUS

Item 16. Exhibits and Financial Statement Schedules.

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(a) Exhibits

All exhibits filed with or incorporated by reference into Registration Statement No. 333-102516 are incorporated by reference into, and shall be deemed part of, this Registration Statement, except for the following, which are filed herewith.

Exhibit No. -----	Description of Exhibit -----
5.1	Opinion of Simpson Thacher & Bartlett (Incorporated by reference to Exhibit 5.1 of the Registrant's Form S-3 Registration No. 333-102516).
23.1	Consent of Simpson Thacher & Bartlett (included in Exhibit 5.1).
23.2	Consent of Ernst & Young LLP, Independent Auditors.

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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized on July 29, 2003.

PEABODY ENERGY CORPORATION

By: _____
Irl F. Engelhardt
Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed on the 29th day of July, 2003 by the following persons in the capacities indicated:

Signature -----	
* ----- Irl F. Engelhardt	Chairman, Chief Executive Officer and Director (Principal Executive Officer)
* -----	Executive Vice President and Chief Financial Officer

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Richard A. Navarre

(Principal Financial and
Accounting Officer)

*

Director

Bernard J. Duroc-Danner

*

Director

Roger H. Goodspeed

*

Director

William E. James

*

Director

Robert B. Karn III

*

Director

Henry E. Lentz

*

Director

William C. Rusnack

*

Director

James R. Schlesinger

*

Director

Blanche M. Touhill

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*

Director

Sandra Van Trease

*

Director

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Alan H. Washkowitz

*By: /s/ Jeffery L. Klinger

Attorney-in-Fact

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