

SunCoke Energy, Inc.
Form SC 13D/A
July 22, 2015

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

SCHEDULE 13D
(Rule 13d-101)
(Amendment No. 2 (Final))

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO
RULE 13d-1(a) AND AMENDMENTS THERETO FILED PURSUANT TO RULE 13d-2(a)

Suncoke Energy, Inc.
(Name of Issuer)

Common Stock, \$0.01 par value
(Title of Class of Securities)

86722A103
(CUSIP Number)

Matthew Mark
JET CAPITAL INVESTORS, L.P.
540 Madison Avenue, 17th Floor
New York, New York 10022.
(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)

July 21, 2015
(Date of Event Which Requires Filing
of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box:

(Continued on following pages)
(Page 1 of 12 Pages)

CUSIP No. 86722A103 13D Page 2 of 12 Pages

NAMES OF REPORTING
PERSONS
Jet Capital Master Fund, LP

1 I.R.S. IDENTIFICATION NOS. OF
ABOVE PERSONS (ENTITIES
ONLY)

33-1220561

2 CHECK THE APPROPRIATE BOX (a)
IF A MEMBER OF A GROUP (b) See Item 5

3 SEC USE ONLY

4 SOURCE OF FUNDS (SEE
INSTRUCTIONS)

WC (see Item 3)

5 CHECK BOX IF DISCLOSURE OF
LEGAL PROCEEDINGS IS
REQUIRED PURSUANT TO ITEM
2(D) OR 2(E)

6 CITIZENSHIP OR PLACE OF
ORGANIZATION

Cayman Islands

SOLE VOTING POWER

7 1,070,595

NUMBER OF
SHARES

BENEFICIALLY OWNED BY
EACH

8 None

REPORTING PERSON WITH

9 1,070,595

10 None

11 AGGREGATE AMOUNT
BENEFICIALLY OWNED BY
EACH REPORTING PERSON

1,070,595

12 CHECK BOX IF THE
AGGREGATE AMOUNT IN ROW
(11) EXCLUDES CERTAIN
SHARES (SEE INSTRUCTIONS)

13 PERCENT OF CLASS
REPRESENTED BY AMOUNT IN
ROW (11)

1.6%

14 TYPE OF REPORTING PERSON
PN

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NAMES OF REPORTING
PERSONS
Jet Capital Select Opportunities
Master Fund, LP

1 I.R.S. IDENTIFICATION NOS. OF
ABOVE PERSONS (ENTITIES
ONLY)

98-1078078

2 CHECK THE APPROPRIATE BOX (a)
IF A MEMBER OF A GROUP (b) See Item 5

3 SEC USE ONLY

4 SOURCE OF FUNDS (SEE
INSTRUCTIONS)

WC (see Item 3)

5 CHECK BOX IF DISCLOSURE OF
LEGAL PROCEEDINGS IS
REQUIRED PURSUANT TO ITEM
2(D) OR 2(E)

6 CITIZENSHIP OR PLACE OF
ORGANIZATION

Cayman Islands

SOLE VOTING POWER

7 183,763

NUMBER OF
SHARES

BENEFICIALLY OWNED BY

8 None

EACH

9 183,763

REPORTING
PERSON WITH

10 None

11 AGGREGATE AMOUNT
BENEFICIALLY OWNED BY

EACH REPORTING PERSON

183,763

CHECK BOX IF THE
AGGREGATE AMOUNT IN ROW
(11) EXCLUDES CERTAIN
SHARES (SEE INSTRUCTIONS)

12

PERCENT OF CLASS
REPRESENTED BY AMOUNT IN
ROW (11)

13

0.3%

TYPE OF REPORTING PERSON

14

PN

3

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NAMES OF REPORTING
PERSONS
The Jet Capital SRM Master Fund, LP

1 I.R.S. IDENTIFICATION NOS. OF
ABOVE PERSONS (ENTITIES
ONLY)

47-2559228

2 CHECK THE APPROPRIATE BOX (a)
IF A MEMBER OF A GROUP (b) See Item 5

3 SEC USE ONLY

4 SOURCE OF FUNDS (SEE
INSTRUCTIONS)

WC (see Item 3)

5 CHECK BOX IF DISCLOSURE OF
LEGAL PROCEEDINGS IS
REQUIRED PURSUANT TO ITEM
2(D) OR 2(E)

6 CITIZENSHIP OR PLACE OF
ORGANIZATION

Delaware

SOLE VOTING POWER

7 44,896

NUMBER OF
SHARES

BENEFICIALLY OWNED BY

8 None

EACH
REPORTING

9 44,896

PERSON WITH

10 None

AGGREGATE AMOUNT
BENEFICIALLY OWNED BY
EACH REPORTING PERSON

11 44,896

12 CHECK BOX IF THE
AGGREGATE AMOUNT IN ROW
(11) EXCLUDES CERTAIN
SHARES (SEE INSTRUCTIONS)

13 PERCENT OF CLASS
REPRESENTED BY AMOUNT IN
ROW (11)

0.1%

14 TYPE OF REPORTING PERSON
PN

4

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NAMES OF REPORTING
PERSONS
Jet Capital Investors, LP

1 I.R.S. IDENTIFICATION NOS. OF
ABOVE PERSONS (ENTITIES
ONLY)

03-0460065

2 CHECK THE APPROPRIATE BOX (a)
IF A MEMBER OF A GROUP (b) See Item 5

3 SEC USE ONLY

4 SOURCE OF FUNDS (SEE
INSTRUCTIONS)

OO (see Item 3)

5 CHECK BOX IF DISCLOSURE OF
LEGAL PROCEEDINGS IS
REQUIRED PURSUANT TO ITEM
2(D) OR 2(E)

6 CITIZENSHIP OR PLACE OF
ORGANIZATION

Delaware

SOLE VOTING POWER

⁷ 1,759,188

NUMBER OF
SHARES

SHARED VOTING POWER

BENEFICIALLY ⁸ None

OWNED BY
EACH

SOLE DISPOSITIVE POWER

REPORTING ⁹ 1,759,188

PERSON WITH
SHARED DISPOSITIVE POWER

¹⁰ None

11 AGGREGATE AMOUNT
BENEFICIALLY OWNED BY
EACH REPORTING PERSON

1,759,188

12 CHECK BOX IF THE
AGGREGATE AMOUNT IN ROW
(11) EXCLUDES CERTAIN
SHARES (SEE INSTRUCTIONS)

13 PERCENT OF CLASS
REPRESENTED BY AMOUNT IN
ROW (11)

2.7%

14 TYPE OF REPORTING PERSON
PN

5

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NAMES OF REPORTING
PERSONS
Jet Capital Management, L.L.C.

1 I.R.S. IDENTIFICATION NOS. OF
ABOVE PERSONS (ENTITIES
ONLY)

02-0610560

2 CHECK THE APPROPRIATE BOX (a)
IF A MEMBER OF A GROUP (b) See Item 5

3 SEC USE ONLY

4 SOURCE OF FUNDS (SEE
INSTRUCTIONS)

OO (see Item 3)

5 CHECK BOX IF DISCLOSURE OF
LEGAL PROCEEDINGS IS
REQUIRED PURSUANT TO ITEM
2(D) OR 2(E)

6 CITIZENSHIP OR PLACE OF
ORGANIZATION

Delaware

SOLE VOTING POWER

7 1,299,254

NUMBER OF
SHARES

SHARED VOTING POWER

BENEFICIALLY OWNED BY
EACH

8 None

REPORTING PERSON WITH

9 SOLE DISPOSITIVE POWER

1,299,254

SHARED DISPOSITIVE POWER

10 None

11 AGGREGATE AMOUNT
BENEFICIALLY OWNED BY
EACH REPORTING PERSON

1,299,254

12 CHECK BOX IF THE
AGGREGATE AMOUNT IN ROW
(11) EXCLUDES CERTAIN
SHARES (SEE INSTRUCTIONS)

13 PERCENT OF CLASS
REPRESENTED BY AMOUNT IN
ROW (11)

2.0%

14 TYPE OF REPORTING PERSON
OO

6

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NAMES OF REPORTING
PERSONS
Alan Cooper

1 I.R.S. IDENTIFICATION NOS. OF
ABOVE PERSONS (ENTITIES
ONLY)

Not applicable

2 CHECK THE APPROPRIATE BOX (a)
IF A MEMBER OF A GROUP (b) See Item 5

3 SEC USE ONLY

4 SOURCE OF FUNDS (SEE
INSTRUCTIONS)

OO (see Item 3)

5 CHECK BOX IF DISCLOSURE OF
LEGAL PROCEEDINGS IS
REQUIRED PURSUANT TO ITEM
2(D) OR 2(E)

6 CITIZENSHIP OR PLACE OF
ORGANIZATION

United States

SOLE VOTING POWER

7 None

NUMBER OF
SHARES

SHARED VOTING POWER

BENEFICIALLY OWNED BY
EACH

8 1,759,188

REPORTING PERSON WITH

9 SOLE DISPOSITIVE POWER
None

None

SHARED DISPOSITIVE POWER

10 1,759,188

11 AGGREGATE AMOUNT
BENEFICIALLY OWNED BY
EACH REPORTING PERSON

1,759,188

12 CHECK BOX IF THE
AGGREGATE AMOUNT IN ROW
(11) EXCLUDES CERTAIN
SHARES (SEE INSTRUCTIONS)

13 PERCENT OF CLASS
REPRESENTED BY AMOUNT IN
ROW (11)

2.7%

14 TYPE OF REPORTING PERSON
IN

7

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NAMES OF REPORTING
PERSONS
Matthew Mark

1 I.R.S. IDENTIFICATION NOS. OF
ABOVE PERSONS (ENTITIES
ONLY)

Not applicable

2 CHECK THE APPROPRIATE BOX (a)
IF A MEMBER OF A GROUP (b) See Item 5

3 SEC USE ONLY

4 SOURCE OF FUNDS (SEE
INSTRUCTIONS)

OO (see Item 3)

5 CHECK BOX IF DISCLOSURE OF
LEGAL PROCEEDINGS IS
REQUIRED PURSUANT TO ITEM
2(D) OR 2(E)

6 CITIZENSHIP OR PLACE OF
ORGANIZATION

United States

SOLE VOTING POWER

7 None

NUMBER OF
SHARES

SHARED VOTING POWER

BENEFICIALLY OWNED BY
EACH

8 1,759,188

REPORTING PERSON WITH

9 SOLE DISPOSITIVE POWER
None

None

SHARED DISPOSITIVE POWER

10 1,759,188

11 AGGREGATE AMOUNT
BENEFICIALLY OWNED BY
EACH REPORTING PERSON

1,759,188

12 CHECK BOX IF THE
AGGREGATE AMOUNT IN ROW
(11) EXCLUDES CERTAIN
SHARES (SEE INSTRUCTIONS)

13 PERCENT OF CLASS
REPRESENTED BY AMOUNT IN
ROW (11)

2.7%

14 TYPE OF REPORTING PERSON
IN

8

Schedule 13D

Amendment No. 2 (Final)

This Amendment No. 2 (Final) to the Statement on Schedule 13D (the "Schedule 13D") relating to the common stock, \$0.01 par value (the "Common Stock"), of Suncoke Energy, Inc., a Delaware company (the "Company") is being filed by Jet Capital Master Fund LP, Jet Capital Select Opportunities Master Fund LP, Jet Capital SRM Master Fund, LP, Jet Capital Investors, LP, Jet Capital Management, L.L.C., Alan Cooper and Matthew Mark (the "Reporting Persons").

Item 5. Interest in Securities of the Issuer.

(a) As of the date hereof, the Reporting Persons beneficially own an aggregate of 1,759,188 shares of Common Stock, representing approximately 2.7% of the outstanding Common Stock.¹ Jet Master Fund beneficially owns 1,070,595 of such shares, representing approximately 1.6% of the Common Stock outstanding, Jet Select Master Fund beneficially owns 183,763 of such shares, representing approximately 0.3% of the Common Stock outstanding and Jet SRM Master Fund beneficially owns 44,896 of such shares, representing approximately 0.1% of the Common Stock outstanding. A total of 459,934 shares, representing approximately 0.7% of the Common Stock outstanding, are held in the Managed Accounts.

(b) By reason of its position as investment manager to the Master Funds and the Managed Accounts, Jet Investors may be deemed to possess the power to vote and dispose of the shares of Common Stock beneficially owned by the Master Funds and the shares of Common Stock held in the Managed Accounts. By reason of its position as the general partner of the Master Funds, Jet Management may be deemed to possess the power to vote and dispose of the shares of Common Stock beneficially owned by the Master Funds. By reason of their responsibility for the supervision and conduct of all investment activities of Jet Investors and Jet Management, Messrs. Cooper and Mark may be deemed to possess the power to vote and dispose of the shares of Common Stock beneficially owned by Jet Investors and Jet Management.

(c) Except for the transactions set forth in Schedule II annexed hereto, none of the persons identified in Item 2 has effected any transactions in the Common Stock during the past 60 days. All such transactions were effected in the open market.

(d) Not applicable.

(e) The Reporting Persons ceased to be beneficial owners of more than five percent of the outstanding common stock on July 21, 2015. The Reporting Persons assume no obligation to further amend the Schedule 13D unless and until their beneficial ownership should exceed five percent of the outstanding Common Stock.

¹Based on 65,230,501 shares of common stock outstanding on April 24, 2015, as reported in the Company's Quarterly Report on Form 10-Q for the quarter ended March 31, 2015.

SIGNATURES

After reasonable inquiry and to the best knowledge and belief of the undersigned, the undersigned certifies that the information set forth in this Statement is true, complete and correct.

Date: July 21, 2015

JET CAPITAL MASTER FUND, LP
By: Jet Capital Management, L.L.C.

By: /s/ Matthew Mark
Name: Matthew Mark
Title: Managing Member

JET CAPITAL SPECIAL
OPPORTUNITIES MASTER FUND,
LP
By: Jet Capital Management, L.L.C.

By: /s/ Matthew Mark
Name: Matthew Mark
Title: Managing Member

JET CAPITAL SRM MASTER
FUND, LP
By: Jet Capital Management, L.L.C.

By: /s/ Matthew Mark
Name: Matthew Mark
Title: Managing Member

JET CAPITAL INVESTORS, LP
By: Jet Capital G.P. L.L.C.

By: /s/ Matthew Mark
Name: Matthew Mark
Title: Managing Member

JET CAPITAL MANAGEMENT,
L.L.C.

By: /s/ Matthew Mark
Name: Matthew Mark
Title: Managing Member

Alan Cooper
/s/ Alan Cooper

Matthew Mark

/s/ Matthew Mark

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SCHEDULE II

This schedule sets forth information with respect to each purchase of Common Stock that was effectuated by Jet Master Fund during the past 60 days.

| <u>Date</u> | Number of Shares | Price Per Share | Cost |
|-------------|------------------------|-----------------------|------|
|-------------|------------------------|-----------------------|------|

None

This schedule sets forth information with respect to each sale of Common Stock that was effectuated by Jet Master Fund during the past 60 days.

| <u>Date</u> | Number of Shares | Price Per Share | Cost |
|-------------|---------------------|-----------------------|--------------|
| 6/17/2015 | 182,452 | 14.2822 | \$2,605,823 |
| 6/18/2015 | 60,818 | 14.5102 | \$882,483 |
| 7/10/2015 | 4,102 | 12.3249 | \$50,557 |
| 7/15/2015 | 121,715 | 11.8701 | \$1,444,767 |
| 7/21/2015 | 1,065,496 | 12.0703 | \$12,860,799 |

This schedule sets forth information with respect to each purchase of Common Stock that was effectuated by Jet Select Master Fund during the past 60 days.

| <u>Date</u> | Number of Shares | Price Per Share | Cost |
|-------------|------------------------|-----------------------|------|
|-------------|------------------------|-----------------------|------|

None

This schedule sets forth information with respect to each sale of Common Stock that was effectuated by Jet Select Master Fund during the past 60 days.

| <u>Date</u> | Number of Shares | Price Per Share | Cost |
|-------------|------------------------|-----------------------|-------------|
| 6/17/2015 | 31,318 | 14.2822 | \$447,291 |
| 6/18/2015 | 10,439 | 14.5102 | \$151,472 |
| 7/10/2015 | 705 | 12.3249 | \$8,689 |
| 7/15/2015 | 20,892 | 11.8701 | \$247,990 |
| 7/21/2015 | 182,890 | 12.0703 | \$2,207,527 |

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This schedule sets forth information with respect to each purchase of Common Stock that was effectuated by Jet SRM Master Fund during the past 60 days.

| <u>Date</u> | Number of Shares | Price Per Share | Cost |
|-------------|------------------------|-----------------------|------|
|-------------|------------------------|-----------------------|------|

None

This schedule sets forth information with respect to each sale of Common Stock that was effectuated by Jet SRM Master Fund during the past 60 days.

| <u>Date</u> | Number of Shares | Price Per Share | Cost |
|-------------|------------------------|-----------------------|-----------|
| 6/17/2015 | 7,651 | 14.2822 | \$109,273 |
| 6/18/2015 | 2,550 | 14.5102 | \$37,001 |
| 7/10/2015 | 172 | 12.3249 | \$2,120 |
| 7/15/2015 | 5,104 | 11.8701 | \$60,585 |
| 7/21/2015 | 44,683 | 12.0703 | \$539,336 |

This schedule sets forth information with respect to each purchase of Common Stock that was effectuated in the Managed Accounts during the past 60 days.

| <u>Date</u> | Number of Shares | Price Per Share | Cost |
|-------------|------------------------|-----------------------|------|
|-------------|------------------------|-----------------------|------|

None

This schedule sets forth information with respect to each sale of Common Stock that was effectuated in the Managed Accounts during the past 60 days.

| <u>Date</u> | Number of Shares | Price Per Share | Cost |
|-------------|------------------------|-----------------------|-------------|
| 6/17/2015 | 78,579 | 14.2822 | \$1,122,284 |
| 6/18/2015 | 26,193 | 14.5102 | \$380,067 |
| 7/10/2015 | 4,182 | 12.3624 | \$51,700 |
| 7/15/2015 | 52,289 | 11.8701 | \$620,675 |
| 7/21/2015 | 457,743 | 12.0703 | \$5,525,071 |