

MARSHALL COLIN
Form 4
March 05, 2019

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
MARSHALL COLIN

2. Issuer Name and Ticker or Trading Symbol
CLOUD PEAK ENERGY INC.
[CLD]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
748 T-7 ROAD
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
03/04/2019

Director 10% Owner
 Officer (give title below) Other (specify below)
President & CEO

GILLETTE, WY 82718

(City) (State) (Zip)

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

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 Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	03/04/2019		M		470,771 (1) \$ 0.47	A	855,450 (3) D
Common Stock	03/04/2019		F		207,045 (2) \$ 0.47	D	648,405 (3) D

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

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	(4)	03/04/2019		M	470,771	(4)	(4)	Common Stock	470,771

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MARSHALL COLIN 748 T-7 ROAD GILLETTE, WY 82718	X		President & CEO	

Signatures

/s/ Bryan J. Pechersky, attorney-in-fact for Colin Marshall
03/05/2019

__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) Reflects the number of shares of common stock issued by the Issuer in connection with the vesting of 2016 restricted stock units ("RSUs") granted on March 4, 2016 and originally reported in Table II on the Form 4 filed on March 8, 2016.
- (2) Reflects the number of shares of common stock withheld by the Issuer in satisfaction of the Reporting Person's tax withholding obligation upon the vesting of 2016 RSUs.
- (3) This total does not include RSUs granted to the Reporting Person in 2017 or 2018 as vested RSUs may be paid in shares, cash or a combination of shares and cash, in the discretion of the Compensation Committee.
- (4) Each 2016 RSU represented a contingent right to receive the value of one share of Cloud Peak Energy Inc. ("CPE") common stock. The RSUs vested 3 years from the date of grant (which was March 4, 2016). The performance share units that were also granted on March 4, 2016 did not vest and were cancelled based on CPE relative total shareholder return.
- (5) Reflects RSUs granted to the Reporting Person in 2017 and 2018.

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.