

PEABODY ENERGY CORP  
Form 8-K  
May 04, 2012

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 8-K**

**CURRENT REPORT**

Pursuant to Section 13 or 15(d) of the  
Securities Exchange Act of 1934

Date of Report (Date of earliest event reported) May 1, 2012

**PEABODY ENERGY CORPORATION**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction of  
incorporation or organization)

**1-16463**  
(Commission  
File Number)

**13-4004153**  
(I.R.S. Employer  
Identification No.)

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**701 Market Street, St. Louis, Missouri**

**(Address of principal executive offices)**

**Registrant's telephone number, including area code (314) 342-3400**

**63101-1826**

**(Zip Code)**

**N/A**

**(Former name or former address, if changed since last report.)**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 5.05 Amendments to the Registrant's Code of Ethics, or Waiver of a Provision of the Code of Ethics.**

On May 1, 2012, Peabody Energy Corporation (the Company) amended the Company's Code of Business Conduct and Ethics (the Code) to clarify the Company's policy with respect to employee use of social media, to provide greater guidance with respect to compliance with laws relating to fraud and state secrets, and to make other administrative and non-substantive changes to the Code.

**Item 5.07 Submission of Matters to a Vote of Security Holders.**

The Company held its Annual Meeting on May 1, 2012. Of the 272,255,193 shares of Common Stock outstanding on the record date, 214,248,715 shares were present at the meeting in person or by proxy, representing approximately 78% of the total outstanding shares eligible to vote. The final results for each of the matters submitted to a vote of shareholders at the Annual Meeting are as follows:

	For	Withheld	Broker Non-Votes
<i><u>Item 1: Election of Directors</u></i>			
Gregory H. Boyce	169,010,010	10,863,670	34,375,035
William A. Coley	175,627,365	4,246,315	34,375,035
William E. James	173,651,274	6,222,406	34,375,035
Robert B. Karn III	175,420,439	4,453,241	34,375,035
M. Frances Keeth	175,455,322	4,418,458	34,374,935
Henry E. Lentz	147,985,333	31,888,347	34,375,035
Robert A. Malone	175,432,106	4,441,574	34,375,035
William C. Rusnack	174,370,707	5,502,973	34,375,035
John F. Turner	173,073,072	6,800,608	34,375,035
Sandra A. Van Trease	174,425,850	5,447,860	34,375,005
Alan H. Washkowitz	157,455,413	22,418,267	34,375,005

	For	Against	Abstain	Broker Non-Votes
<i>Item 2: Ratification of Appointment of Independent Registered Public Accounting Firm</i>	210,593,375	3,423,951	231,288	101

	For	Against	Abstain	Broker Non-Votes
<i>Item 3: Advisory Vote on Executive Compensation</i>	173,330,691	5,694,007	848,964	34,375,053

	For	Against	Abstain	Broker Non-Votes
<i>Item 4: Shareholder Proposal On Lobbying Expenditures</i>	48,717,773	125,839,663	5,316,027	34,375,252

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**PEABODY ENERGY CORPORATION**

*May 4, 2012*

*By: /s/ Kenneth L. Wagner  
Name: Kenneth L. Wagner  
Title: Vice President, Assistant General Counsel and Assistant Secretary*