

SunCoke Energy, Inc.
Form 8-K
October 21, 2014

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): October 21, 2014

SUNCOKE ENERGY, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State
of Incorporation)

001-35243
(Commission
File Number)

90-0640593
(IRS Employer
Identification No.)

1011 Warrenville Road, Suite 600

Lisle, Illinois
(Address of principal executive offices)

60532
(Zip code)

Registrant's telephone number, including area code: (630) 824-1000

Not Applicable

(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 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On October 21, 2014, SunCoke Energy, Inc. (the *Company*) announced the resignation of Mark E. Newman, as the *Company*'s Senior Vice President and Chief Financial Officer. Mr. Newman will remain as an employee of the *Company* until November 3, 2014. The *Company*'s Board of Directors has appointed Fay West as its Senior Vice President and Chief Financial Officer to replace Mr. Newman, effective as of October 27, 2014. A copy of the press release announcing Mr. Newman's resignation and Ms. West's appointment is attached hereto as Exhibit 99.1.

Ms. West currently is the *Company*'s Vice President and Controller, a position she has held since February 2011. In July 2012, she also was appointed Vice President and Controller of SunCoke Energy Partners GP LLC, the general partner of SunCoke Energy Partners, L.P., the *Company*'s publicly traded master limited partnership subsidiary. Prior to joining the *Company*, Ms. West was Assistant Controller at United Continental Holdings, Inc. (an airline holding company) from April 2010 to January 2011. She was Vice President, Accounting and Financial Reporting for PepsiAmericas, Inc. (a manufacturer and distributor of beverage products) from December 2006 through March 2010 and Director of Financial Reporting from December 2005 to December 2006. Ms. West worked at GATX Corporation from 1998 to 2005 in various accounting roles, including Vice President and Controller of GATX Rail Company from 2001 to 2005 and Assistant Controller of GATX Corporation from 2000 to 2001. Ms. West, a certified public accountant, began her career with Arthur Andersen & Co., where she spent six years. She holds a B.S. in Accounting from DePaul University.

Ms. West does not have a direct or indirect material interest in any transaction with the *Company* required to be disclosed pursuant to Item 404(a) of Regulation S-K. There also is no arrangement or understanding between Ms. West and any other person pursuant to which Ms. West was selected for her new position, nor does Ms. West have a familial relationship to any of the *Company*'s other executive officers, or to any member of the *Company*'s Board of Directors.

Ms. West has signed a letter agreement with the *Company*, pursuant to which she will receive an annual base salary of \$400,000, effective October 27, 2014. She will receive an annual bonus with a target of 70% of base annual salary, with the actual bonus determined by the *Company*'s annual bonus plan metrics, as well as her own performance. In addition, Ms. West will receive a long-term equity award of 110% of base annual salary beginning with the 2015 award to senior executives. This award will be granted as a mix of performance-based stock units, stock options and restricted stock units, determined at the time of the award.

A copy of the letter agreement between Ms. West and the *Company* will be attached as an exhibit to the *Company*'s Quarterly Report on Form 10-Q for the period ended September 30, 2014.

Safe Harbor Statement

Statements contained in the exhibit to this report that state the Company's or management's expectations or predictions of the future are forward-looking statements intended to be covered by the safe harbor provisions of the Securities Act of 1933 and the Securities Exchange Act of 1934. The Company's actual results could differ materially from those projected in such forward-looking statements. Factors that could affect those results include those mentioned in the documents that the Company has filed with the Securities and Exchange Commission.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

| Exhibit No. | Description |
|----------------|--|
| 99.1 | SunCoke Energy, Inc. Press Release (October 21, 2014). |

SIGNATURES

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

SUNCOKE ENERGY, INC.

(Registrant)

By: /s/ Denise R. Cade
Denise R. Cade

Senior Vice President, General Counsel,

Corporate Secretary and

Chief Compliance Officer

Date: October 21, 2014

EXHIBIT INDEX

Exhibit

| No. | Exhibit |
|------------|---|
| 99.1 | SunCoke Energy, Inc. press release (October 21, 2014) |