

SunCoke Energy, Inc.  
Form S-4/A  
April 11, 2019  
Table of Contents

As filed with the Securities and Exchange Commission on April 10, 2019

Registration No. 333- 230166

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

**Amendment No. 1**  
**to**  
**Form S-4**  
**REGISTRATION STATEMENT**  
***UNDER***  
***THE SECURITIES ACT OF 1933***

**SUNCOKE ENERGY, INC.**  
**(Exact name of registrant as specified in its charter)**

<b>Delaware</b> <b>(State or other jurisdiction of</b>	<b>3312</b> <b>(Primary Standard Industrial</b>	<b>90-0640593</b> <b>(I.R.S. Employer</b>
<b>Incorporation or Organization)</b>	<b>Classification Code Number)</b> <b>1011 Warrenville Road, Suite 600</b>	<b>Identification Number)</b>

**Lisle, IL 60532**

**(630) 824-1000**

**(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)**

**Katherine T. Gates**

**1011 Warrenville Road, Suite 600**

**Lisle, IL 60532**

**(630) 824-1000**

**(Name, address, including zip code, and telephone number, including area code, of agent for service)**

*Copies to:*

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**New York, NY 10112**

**Houston, TX 77002**

**(212) 408-2511**

**(713) 220-5800**

**Approximate date of commencement of proposed sale to the public:** As soon as practicable after this registration statement becomes effective and upon consummation of the merger described in the enclosed joint prospectus/consent statement/proxy statement.

If the securities being registered on this Form are being offered in connection with the formation of a holding company and there is compliance with General Instruction G, 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, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(d) 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.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company. See the definitions of large accelerated filer, accelerated filer, smaller reporting company and emerging growth company in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act.

\*\* If applicable, place an X in the box to designate the appropriate rule provision relied upon in conducting this transaction:

Exchange Act Rule 13e-4(i) (Cross-Border Issuer Tender Offer)

Exchange Act Rule 14d-1(d) (Cross-Border Third-Party Tender Offer)

**The Registrant hereby amends this Registration Statement on such date or dates as may be necessary to delay its effective date until the Registrant shall file a further amendment which specifically states that this Registration Statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933, as amended, or until the Registration Statement shall become effective on such date as the Securities and Exchange Commission, acting pursuant to Section 8(a), may determine.**



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**Table of Contents**

**The information in this preliminary joint prospectus/consent statement/proxy statement may be changed. These securities may not be sold until the registration statement filed with the Securities and Exchange Commission is effective. This preliminary joint prospectus/consent statement/proxy statement is not an offer to sell these securities and it is not soliciting an offer to buy these securities in any state where the offer or sale is not permitted.**

**PRELIMINARY JOINT PROSPECTUS/CONSENT STATEMENT/PROXY STATEMENT SUBJECT TO COMPLETION DATED APRIL 10, 2019**

**EXPLANATORY NOTE**

On February 4, 2019, SunCoke Energy, Inc. ( SunCoke ) and its wholly owned subsidiary SC Energy Acquisition LLC ( Merger Sub ) and, together with SunCoke, the SunCoke Parties ) entered into an Agreement and Plan of Merger (the Merger Agreement ) with SunCoke Energy Partners, L.P. ( SXCP ) and its general partner SunCoke Energy Partners GP LLC ( SXCP General Partner ) and, together with SXCP, the SXCP Parties ). Pursuant to the Merger Agreement, Merger Sub will be merged with and into SXCP, with SXCP being the surviving entity (the Merger ).

Pursuant to the Merger Agreement, each outstanding common unit representing limited partner interests in SXCP (the SXCP Common Units ) that is held by a unitholder other than SunCoke and any entities that are partially or wholly owned and controlled, directly or indirectly, by SunCoke, including Merger Sub, Sun Coal & Coke LLC ( SC&C ) and SXCP (such units, the SXCP Public Units ), will be converted into the right to receive (x) 1.40 shares of validly issued, fully paid and non-assessable SunCoke common stock, par value \$0.01 per share ( SunCoke Common Stock ) and (y) a fraction of a share of SunCoke Common Stock equal to the product of (aa) the number of days beginning with the first day of the most recent full calendar quarter with respect to which an SXCP unitholder distribution record date has not occurred (or, if there is no such full calendar quarter, then beginning with the first day of the partial calendar quarter in which the Closing (as defined in the Merger Agreement) occurs), and ending on the day immediately prior to the Closing, multiplied by (bb) a daily distribution rate that is equal to the quotient of the most recent regular quarterly cash distribution paid by SXCP divided by 90, such product divided by \$10.91, which was the closing price of the SunCoke Common Stock as of February 1, 2019, the last full trading day prior to the date of the execution of the Merger Agreement. All SXCP Common Units, other than the SXCP Public Units, will remain outstanding following the Merger.

Prior to the Merger, SunCoke will hold a special meeting of its stockholders (the SunCoke Special Meeting ) to approve the issuance of SunCoke Common Stock pursuant to the terms of the Merger Agreement in connection with the Merger (the Parent Stock Issuance ). The closing of the Merger is conditioned upon approval of the Parent Stock Issuance (the Parent Stock Issuance Approval ).

The conflicts committee ( SXCP Conflicts Committee ) of the board of directors of SXCP General Partner (the SXCP Board ), by a unanimous vote at a meeting duly called and held on February 4, 2019, (i) determined that the Merger Agreement and the transactions contemplated thereby are in the best interest of SXCP, including the holders of SXCP Public Units, (ii) approved the Merger Agreement and the transactions contemplated thereby, including the Merger (the foregoing constituting SXCP Special Approval under the First Amended and Restated Agreement of Limited Partnership of SXCP dated as of January 24, 2013, as amended (the SXCP Partnership Agreement )), and

(iii) recommended that the SXCP Board approve the Merger Agreement and the consummation of the transactions contemplated thereby, including the Merger.

Based upon such approval, at a meeting duly called and held on February 4, 2019, the SXCP Board (a) determined that the Merger Agreement and the transactions contemplated thereby are in the best interest of SXCP, (b) approved the Merger Agreement and the transactions contemplated thereby, including the Merger, and (c) directed that the Merger Agreement be submitted to a vote of holders of SXCP Common Units ( SXCP Common Unitholders ) and authorized the SXCP Common Unitholders to act by written consent pursuant to Section 13.11 of the SXCP Partnership Agreement.

At a meeting duly called and held on February 4, 2019, the board of directors of SunCoke (the SunCoke Board ) (i) determined that the Merger Agreement and the transactions contemplated thereby, including the Merger and the Parent Stock Issuance, are in the best interests of SunCoke and its stockholders, (ii) approved and declared advisable the Merger Agreement and the transactions contemplated thereby, including the Merger and the Parent Stock Issuance, and (iii) resolved to submit the Parent Stock Issuance to a vote of SunCoke s stockholders and recommend approval of the Parent Stock Issuance at the SunCoke Special Meeting (such recommendation, the SunCoke Board Recommendation ).

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**Table of Contents**

The SunCoke Board has set \_\_\_\_\_, 2019 as the record date (the SunCoke Vote Record Date) for determining holders of SunCoke Common Stock (SunCoke Stockholders) entitled to vote at the SunCoke Special Meeting. If you are a SunCoke Stockholder of record as of the close of business on the SunCoke Vote Record Date, you may vote at the SunCoke Special Meeting. See the section titled The SunCoke Special Meeting of Stockholders of this joint prospectus/consent statement/proxy statement. The approval of the Parent Stock Issuance requires the affirmative vote (in person or by proxy) of the holders of a majority of the aggregate voting power present at the SunCoke Special Meeting or any adjournment or postponement thereof, provided a quorum is present. The Chairman of the SunCoke Board or the President of SunCoke may adjourn the SunCoke Special Meeting from time to time, whether or not there is a quorum. No notice of the time and place of adjourned meetings need be given except as required by law. The SunCoke Special Meeting may be postponed or canceled by resolution of the SunCoke Board upon public notice given prior to the date of the SunCoke Special Meeting.

The approval and adoption of the Merger Agreement and the Merger by SXCP requires the affirmative vote or consent of holders of at least a majority of the outstanding SXCP Common Units. Pursuant to the terms of a Support Agreement, dated as of February 4, 2019, by and between SC&C and SXCP (such agreement, the Support Agreement), SC&C, a wholly owned subsidiary of SunCoke which as of February 4, 2019, beneficially owned 28,499,899 SXCP Common Units representing approximately 61.7% of the outstanding SXCP Common Units, has agreed to deliver a written consent (the SC&C Written Consent), covering all of the SXCP Common Units beneficially owned by it, approving the Merger, the Merger Agreement and any other matters necessary for consummation of the Merger and the other transactions contemplated in the Merger Agreement, within two business days after the effectiveness of the registration statement of which this joint prospectus/consent statement/proxy statement forms a part. **The delivery of the SC&C Written Consent by SC&C will be sufficient to approve the Merger Agreement and the transactions contemplated thereby, including the Merger, on behalf of SXCP.**

The SXCP Board has set \_\_\_\_\_, 2019 as the record date (the SXCP Record Date) for determining holders of SXCP Common Units entitled to execute and deliver written consents with respect to the Merger. If you are a record holder of outstanding SXCP Common Units as of the close of business on the SXCP Record Date, you may complete, date and sign the enclosed written consent and return it to SXCP. See the Section titled Written Consents of Holders of SXCP Common Units beginning on page 26 of this joint prospectus/consent statement/proxy statement.

**This joint prospectus/consent statement/proxy statement provides you with detailed information about the proposed Merger, the proposed Parent Stock Issuance and related matters. SunCoke and SXCP both encourage you to read the entire document carefully. In particular, please read Risk Factors beginning on page 19 of this joint prospectus/consent statement/proxy statement for a discussion of risks relevant to the Merger and the combined company.**

Michael G. Rippey  
*President and Chief Executive Officer of  
SunCoke Energy, Inc.*

Michael G. Rippey  
*Chairman, President and Chief Executive Officer of  
SunCoke Energy Partners GP LLC*

**NEITHER THE SECURITIES AND EXCHANGE COMMISSION NOR ANY STATE SECURITIES COMMISSION HAS APPROVED OR DISAPPROVED OF THE SHARES OF SUNCOKE COMMON STOCK TO BE ISSUED IN THE MERGER OR DETERMINED IF THIS JOINT PROSPECTUS/CONSENT STATEMENT/PROXY STATEMENT IS TRUTHFUL OR COMPLETE OR PASSED UPON ITS ADEQUACY OR ACCURACY. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE.**

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The date of this joint prospectus/consent statement/proxy statement is \_\_\_\_\_, 2019 and it was first mailed to  
SunCoke Stockholders and SXCP Common Unitholders on or about \_\_\_\_\_, 2019.



Table of Contents

**1011 Warrenville Road, Suite 600**

**Lisle, IL 60532**

**(630) 824-1000**

**NOTICE OF SPECIAL MEETING OF STOCKHOLDERS**

To the Stockholders of SunCoke Energy, Inc.:

Notice is hereby given that a special meeting of stockholders of SunCoke Energy, Inc. will be held on \_\_\_\_\_, 2019 at \_\_\_\_\_, local time, at [the Hotel Arista, 2139 CityGate Lane, Naperville, Illinois 60563] to consider and vote upon the proposal to approve the issuance of SunCoke Common Stock pursuant to the terms of the Merger Agreement in connection with the Merger (the Parent Stock Issuance Proposal ).

The Parent Stock Issuance Proposal and related transactions are described in detail in the accompanying joint prospectus/consent statement/proxy statement, which you should read before you vote. **If the Parent Stock Issuance Proposal is not approved by SunCoke Stockholders, the Merger cannot be completed.**

Only SunCoke Stockholders of record at the close of business on \_\_\_\_\_, 2019 will be entitled to notice of and to vote at the SunCoke Special Meeting and any adjournments or postponements thereof.

**Your vote is very important. To ensure your representation at the SunCoke Special Meeting, please complete and return the enclosed proxy card or submit your proxy by telephone or via the Internet.** Please vote promptly whether or not you expect to attend the SunCoke Special Meeting. Submitting a proxy now will not prevent you from revoking the proxy and voting in person at the SunCoke Special Meeting. If your shares are held in the name of a bank, broker or other nominee, please follow the instructions on the voting instruction card furnished to you by such bank, broker or other nominee.

**On February 4, 2019, the SunCoke Board (i) determined that the Merger Agreement and the transactions contemplated thereby, including the Merger and the Parent Stock Issuance, are in the best interests of SunCoke and its stockholders, (ii) approved and declared advisable the Merger Agreement and the transactions contemplated thereby, including the Merger and the Parent Stock Issuance, and (iii) resolved to submit the Parent Stock Issuance to a vote of SunCoke's stockholders. The SunCoke Board hereby recommends that you vote FOR the Parent Stock Issuance Proposal at the SunCoke Special Meeting.**

BY ORDER OF THE SUNCOKE BOARD

John J. DiRocco, Jr.

Vice President, Assistant General Counsel and Corporate Secretary

Lisle, Illinois

\_\_\_\_\_, 2019

Table of Contents

**IMPORTANT NOTE ABOUT THIS**

**JOINT PROSPECTUS/CONSENT STATEMENT/PROXY STATEMENT**

This joint prospectus/consent statement/proxy statement incorporates by reference important business and financial information about SunCoke and SXCP and their respective subsidiaries from documents filed with the Securities and Exchange Commission (the SEC) that have not been included in or delivered with this joint prospectus/consent statement/proxy statement. This information is available without charge at the SEC's website at [www.sec.gov](http://www.sec.gov), as well as on the respective Internet websites of SunCoke

(<http://www.suncoke.com/English/investors/sxc/overview/default.aspx>) and SXCP

(<http://www.suncoke.com/English/investors/sxcp/overview/default.aspx>). See the section titled "Where You Can Find More Information."

SunCoke Stockholders and SXCP Common Unitholders may also request copies of these publicly filed documents from SunCoke or SXCP without charge, upon written or oral request to SunCoke Energy, Inc., 1011 Warrenville Road, Suite 600, Lisle, IL 60532, Attention: Investor Relations, or by telephone at (630) 824-1907, or from SXCP, without charge, upon written or oral request to SunCoke Energy Partners, L.P., 1011 Warrenville Road, Suite 600, Lisle, IL 60532, Attention: Investor Relations, or by telephone at (630) 824-1987. **In order to receive timely delivery of requested documents in advance of the SunCoke Special Meeting, your request should be received no later than [redacted], 2019. If you request any documents, SunCoke or SXCP, as applicable, will mail them to you by first class mail, or another equally prompt means, within one business day after receipt of your request.**

Except as otherwise specifically noted, or the context otherwise requires, as used in this joint prospectus/consent statement/proxy statement:

**Merger Consideration** means, with respect to each SXCP Public Unit outstanding immediately prior to completion of the Merger, (x) 1.40 shares of validly issued, fully paid and non-assessable SunCoke Common Stock (such conversion ratio, the Exchange Ratio) and (y) a fraction of a share of SunCoke Common Stock equal to the product of (aa) the number of days beginning with the first day of the most recent full calendar quarter with respect to which an SXCP unitholder distribution record date has not occurred (or, if there is no such full calendar quarter, then beginning with the first day of the partial calendar quarter in which the Closing occurs), and ending on the day immediately prior to the Closing, multiplied by (bb) a daily distribution rate that is equal to the quotient of the most recent regular quarterly cash distribution paid by SXCP divided by 90, such product divided by \$10.91, which was the closing price of the SunCoke Common Stock as of February 1, 2019, the last full trading day prior to the date of the execution of the Merger Agreement;

**Merger Sub** means SC Energy Acquisition LLC, a wholly owned subsidiary of SunCoke;

**Merger Transactions** means the transactions contemplated by the Merger Agreement, including the Merger, the Parent Stock Issuance and the execution, delivery and performance of the Support Agreement;

**SXCP** means SunCoke Energy Partners, L.P.;

SXCP Common Unitholder means a holder of SXCP Common Units;

SXCP Conflicts Committee means the conflicts committee of the board of directors of SXCP General Partner;

SXCP General Partner means SunCoke Energy Partners GP LLC, the general partner of SXCP;

SC&C means Sun Coal & Coke LLC, a wholly owned subsidiary of SunCoke, the 100% owner of the SXCP General Partner and the majority owner of SXCP Common Units;

SC&C Written Consent means the written consent of SC&C adopting and approving in all respects the Merger Agreement and the transactions contemplated thereby, including the Merger, on behalf of SXCP;

**Table of Contents**

SXCP Parties means SXCP and SXCP General Partner;

SXCP Public Units means the outstanding SXCP Common Units that are held by a unitholder other than SunCoke and any entities that are partially or wholly owned and controlled, directly or indirectly, by SunCoke, including Merger Sub, SC&C and SXCP;

SXCP Public Unitholder means a holder of SXCP Public Units;

SunCoke means SunCoke Energy, Inc.; and

SunCoke Parties means SunCoke and SC Energy Acquisition LLC.

In Questions and Answers and in the Summary below, selected information from this joint prospectus/consent statement/proxy statement is highlighted, but not all of the information that may be important to you is included. To better understand the Merger Agreement and the Merger, and for a more complete description of its legal terms, you should carefully read this entire joint prospectus/consent statement/proxy statement, including the section titled Risk Factors beginning on page 19, as well as the documents that are incorporated by reference into this joint prospectus/consent statement/proxy statement. See the section titled Where You Can Find More Information.

We have not authorized anyone else to provide you with information other than the information contained or incorporated by reference in this joint prospectus/consent statement/proxy statement or to make additional representations. None of SunCoke, SXCP or any of their affiliates takes any responsibility for, or can provide any assurances as to the reliability of, any information that others may give you or representations that others may make. The information contained in this joint prospectus/consent statement/proxy statement and the documents incorporated herein by reference are accurate only as of its or their respective dates, regardless of the time of delivery of this joint prospectus/consent statement/proxy statement. SunCoke's and SXCP's business, financial condition, results of operations and prospects may have changed since those dates.

**Table of Contents**

**TABLE OF CONTENTS**

<u>Questions and Answers</u>	vi
<u>General Questions and Answers</u>	vi
<u>Questions and Answers Specific to SunCoke Stockholders</u>	vii
<u>Questions and Answers Specific to SXCP Common Unitholders</u>	x
<u>Summary</u>	1
<u>The Merger</u>	1
<u>The Merger Parties</u>	1
<u>Required Approval of the Merger by the SXCP Common Unitholders</u>	2
<u>SunCoke's Ownership Interest in and Control of SXCP</u>	2
<u>Recommendations of the SXCP Conflict Committee and the SXCP Board and Their Reasons for the Merger</u>	2
<u>Opinion of the SXCP Conflicts Committee's Financial Advisor</u>	3
<u>The SunCoke Special Meeting of Stockholders</u>	3
<u>Recommendation of the SunCoke Board and Its Reasons for the Merger</u>	3
<u>Opinion of SunCoke's Financial Advisor</u>	4
<u>Interests of Certain Persons in the Merger Transactions</u>	4
<u>Market Price and Cash Distribution Information</u>	5
<u>The Merger Agreement</u>	5
<u>Comparison of the Rights of SunCoke Stockholders and SXCP Common Unitholders</u>	9
<u>Material U.S. Federal Income Tax Consequences</u>	9
<u>Other Information Related to the Merger</u>	10
<u>Summary of Risk Factors</u>	11
<u>Selected Historical and Pro Forma Financial Information of SunCoke and SXCP</u>	13
<u>Selected Historical and Pro Forma Financial Information of SunCoke</u>	14
<u>Selected Historical Financial Information of SXCP</u>	15
<u>Comparative and Pro Forma Per Share/Unit Data</u>	16
<u>Market Price and Cash Distribution Information</u>	18
<u>Risk Factors</u>	19
<u>Risks Related to the Merger</u>	19
<u>Tax Risks Related to the Merger and the Ownership of SunCoke Common Stock Received in the Merger</u>	22
<u>Risks Inherent in an Investment in SunCoke</u>	23
<u>Written Consents of Holders of SXCP Common Units</u>	26
<u>SXCP Common Units Entitled to Consent, and Consent Required</u>	26
<u>Submission of Consents</u>	26
<u>Revocation of Consents</u>	26
<u>Expenses</u>	26
<u>The SunCoke Special Meeting of Stockholders</u>	27
<u>Date, Time and Place</u>	27
<u>The Parent Stock Issuance Proposal</u>	27
<u>Board Recommendation</u>	27
<u>Record Date; Outstanding Shares; Shares Entitled to Vote</u>	28

<u>Quorum</u>	28
<u>Required Vote</u>	28
<u>Stock Ownership of and Voting of SunCoke's Directors and Executive Officers</u>	28
<u>Voting and Submitting a Proxy for SunCoke Common Stock Held by Holders of Record</u>	28
<u>Voting and Submitting a Proxy for SunCoke Common Stock Held in Street Name</u>	29
<u>Revocability of Proxies; Changing Your Vote</u>	29

**Table of Contents**

<u>Solicitation of Proxies</u>	30
<u>No Other Business</u>	30
<u>Adjournments</u>	30
<u>Attending the SunCoke Special Meeting</u>	30
<u>Assistance</u>	30
<u>The Merger</u>	31
<u>General</u>	31
<u>SunCoke's Ownership Interest in and Control of SXCP</u>	31
<u>Background of the Merger</u>	32
<u>Resolution of Conflicts of Interest; Standards of Conduct and Modification of Duties</u>	38
<u>Recommendations of the SXCP Conflicts Committee and the SXCP Board and Their Reasons for the Merger</u>	39
<u>Unaudited Financial Projections of SunCoke and SXCP</u>	44
<u>Opinion of the SXCP Conflicts Committee's Financial Advisor</u>	47
<u>Recommendation of the SunCoke Board and Its Reasons for the Merger</u>	56
<u>Opinion of SunCoke's Financial Advisor</u>	58
<u>Interests of Certain Persons in the Merger Transactions</u>	69
<u>No Appraisal Rights</u>	73
<u>Regulatory Matters</u>	73
<u>Listing of the SunCoke Common Stock to be Issued in the Merger</u>	73
<u>Accounting Treatment</u>	73
<u>The Merger Agreement</u>	74
<u>Structure of the Merger</u>	75
<u>Exchange of Units; Fractional Share Proceeds</u>	78
<u>Conditions to the Merger</u>	79
<u>Representations and Warranties</u>	80
<u>Covenants and Other Agreements</u>	82
<u>Indemnification and Insurance</u>	84
<u>SunCoke Board Recommendation and SunCoke Adverse Recommendation Change</u>	85
<u>Termination</u>	87
<u>Expense Reimbursement and Termination Fee</u>	87
<u>Amendment and Waiver</u>	88
<u>Support Agreement</u>	88
<u>The Merger Parties</u>	89
<u>Comparison of the Rights of SunCoke Stockholders and SXCP Common Unitholders</u>	90
<u>Purpose and Term of Existence</u>	90
<u>Authorized Capital</u>	91
<u>SunCoke Dividends; SXCP Distributions</u>	91
<u>Merger or Consolidation</u>	93
<u>Disposal of Assets</u>	95
<u>Management by SunCoke Board; SXCP General Partner</u>	95
<u>Nomination and Election of SunCoke Board; SXCP General Partner</u>	95
<u>Removal of SunCoke Directors; Withdrawal or Removal of the SXCP General Partner</u>	96
<u>Filling Vacancies on the SunCoke Board; Replacing the SXCP General Partner</u>	97
<u>Transfer of General Partner Interest</u>	97
<u>Limited Call Rights</u>	98
<u>Preemptive Rights</u>	98

<u>Amendment of Governing Documents</u>	99
<u>Meetings, Voting and Action by Written Consent</u>	102
<u>Stockholder Proposals and Director Nominations</u>	104



**Table of Contents**

<u>Limitation on Liability; Indemnification; Advancement of Expenses</u>	104
<u>Fiduciary Duties; Conflicts of Interest</u>	105
<u>Taxation</u>	106
<u>No Appraisal Rights</u>	107
<u>Dissolution</u>	107
<u>Description of SunCoke Common Stock</u>	108
<u>SunCoke Common Stock</u>	108
<u>Certain Provisions in the SunCoke Organizational Documents</u>	108
<u>Exclusive Forum</u>	109
<u>Limitation of Liability and Indemnification</u>	109
<u>Material U.S. Federal Income Tax Consequences</u>	110
<u>Tax Consequences of the Merger to U.S. Holders of SXCP Public Units</u>	111
<u>Tax Consequences to U.S. Holders of Owning and Disposing of SunCoke Common Stock Received in the Merger</u>	112
<u>Information Reporting and Backup Withholding</u>	113
<u>Legal Matters</u>	114
<u>Experts</u>	114
<u>Future Stockholder Proposals</u>	114
<u>Where You Can Find More Information</u>	114
<u>Documents Incorporated By Reference</u>	116
<u>Information Regarding Forward-Looking Statements</u>	116
<u>SunCoke Energy, Inc. Index To Unaudited Pro Forma Condensed Consolidated Financial Statements</u>	F-1
<u>Annex A: Agreement and Plan of Merger</u>	A-1
<u>Annex B: Opinion, dated February 4, 2019, of the SXCP Conflicts Committee s Financial Advisor</u>	B-1
<u>Annex C: Opinion, dated February 4, 2019, of SunCoke s Financial Advisor</u>	C-1

**Table of Contents**

**QUESTIONS AND ANSWERS**

The following section provides brief answers to certain questions that you may have regarding the Merger Agreement, the proposed Merger and the Parent Stock Issuance. Please note that this section does not address all issues that may be important to you as a SunCoke Stockholder and/or a SXCP Common Unitholder. Accordingly, you should carefully read this entire joint prospectus/consent statement/proxy statement, including each of the annexes, and the documents that have been incorporated by reference into this joint prospectus/consent statement/proxy statement.

**General Questions and Answers**

**Q.** Why am I receiving these materials?

**A.** The SunCoke Parties and the SXCP Parties have agreed to merge Merger Sub, a wholly owned subsidiary of SunCoke, with and into SXCP, with SXCP being the surviving entity in the Merger as an indirect wholly owned subsidiary of SunCoke. Each of SunCoke and SXCP is sending these materials to the SunCoke Stockholders and the SXCP Common Unitholders, as applicable.

These materials are being sent to help SunCoke Stockholders and SXCP Common Unitholders decide how to vote their shares of SunCoke Common Stock or deliver their consent with respect to their SXCP Common Units, as applicable, regarding the matters described herein.

This document constitutes (i) both a proxy statement and prospectus of SunCoke and (ii) a consent statement of SXCP. This document is a proxy statement because the SunCoke Board is soliciting proxies from the SunCoke Stockholders in connection with the approval of the Parent Stock Issuance. This document is a prospectus because SunCoke, in connection with the Merger, is offering SunCoke Common Stock in exchange for outstanding SXCP Public Units. This document is a consent statement because SXCP Common Unitholders are being afforded the opportunity to sign a written consent to the Merger using this document.

**Q.** What will happen to SXCP as a result of the Merger?

**A.** If the Merger is successfully completed, Merger Sub will be merged with and into SXCP, with SXCP being the surviving entity in the Merger as an indirect wholly owned subsidiary of SunCoke. In addition, if the Merger is successfully completed, SXCP Common Units will no longer be listed and traded on the New York Stock Exchange (the NYSE ).

**Q.** Why are SunCoke and SXCP proposing the Merger?

**A.** SunCoke and SXCP believe that the Merger will benefit both SunCoke Stockholders and SXCP Common Unitholders. See the sections titled The Merger Recommendation of the SunCoke Board and Its Reasons for the Merger and The Merger Recommendations of the SXCP Conflicts Committee and the SXCP Board and Their Reasons for the Merger.

**Q.** When will the Merger be completed?

**A.** SunCoke and SXCP are working to complete the Merger as soon as possible. A number of conditions must be satisfied before SunCoke and SXCP can complete the Merger. Although SunCoke and SXCP cannot be sure when all of the conditions to the Merger will be satisfied, SunCoke and SXCP expect to complete the Merger as soon as practicable following the SunCoke Special Meeting (assuming the Parent Stock Issuance is approved at the SunCoke

Special Meeting). See the section titled The Merger Agreement Conditions to the Merger. Assuming timely satisfaction of other closing conditions, including approval of the Parent Stock Issuance at the SunCoke Special Meeting, the Merger is targeted to close in the late second quarter or early third quarter of 2019.

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**Table of Contents**

**Q.** What percentage of outstanding SunCoke Common Stock will SXCP Public Unitholders own after the successful consummation of the Merger?

**A.** If the Merger is successfully completed, based on the number of shares of SunCoke Common Stock and SXCP Common Units outstanding as of the date of this joint prospectus/consent statement/proxy statement, the shares of SunCoke Common Stock that the SXCP Public Unitholders receive in the Merger will collectively represent approximately [ ]% of the outstanding shares of SunCoke Common Stock following completion of the Merger.

**Q.** What are the interests in the Merger Transactions of the respective officers and directors of each of SunCoke and SXCP?

**A.** In considering the recommendations of the SunCoke Board, SunCoke Stockholders should be aware that the executive officers and directors of SunCoke have interests in the Merger Transactions that may differ from, or may be in addition to, the interests of SunCoke Stockholders generally. These interests may present such executive officers and directors with actual or potential conflicts of interests, and these interests, to the extent material, are described in the section titled "The Merger - Interests of Certain Persons in the Merger Transactions." The SunCoke Board was aware of these interests and considered them, among other matters, prior to providing its approval and recommendation with respect to the Merger Agreement and the transactions contemplated thereby.

In considering the recommendations of the SXCP Conflicts Committee and the SXCP Board, SXCP Common Unitholders should be aware that the executive officers and directors of the SXCP General Partner have interests in the Merger Transactions that may differ from, or may be in addition to, the interests of SXCP Common Unitholders generally. These interests may present such executive officers and directors with actual or potential conflicts of interests, and these interests, to the extent material, are described in the section titled "The Merger - Interests of Certain Persons in the Merger Transactions." The SXCP Conflicts Committee and the SXCP Board were aware of these interests and considered them, among other matters, prior to providing their respective approvals and recommendations with respect to the Merger Agreement and the transactions contemplated thereby.

**Q.** Who do I call if I have further questions about the Merger Agreement, the Merger or the Parent Stock Issuance?

**A.** If SunCoke Stockholders or SXCP Common Unitholders have further questions or if they would like additional copies, without charge, of this document, they may call SunCoke's or SXCP's Investor Relations Departments at (630) 824-1907 or (630) 824-1987, respectively, or Morrow Sodali LLC ("Morrow Sodali"), which is acting as SunCoke's proxy solicitation agent in connection with the SunCoke Special Meeting, at (203) 658-9400 (for banks and brokers) or (toll-free) at (800) 662-5200 (for all others).

**Q.** What happens if the Merger is not consummated?

**A.** If for any reason the Merger is not consummated, SXCP Common Units will continue to be listed and traded on the NYSE.

**Questions and Answers Specific to SunCoke Stockholders**

**Q.** When and where will the SunCoke Special Meeting be held?

**A.** The SunCoke Special Meeting will be held on \_\_\_\_\_, 2019 at \_\_\_\_\_, local time, at [the Hotel Arista, 2139 CityGate Lane, Naperville, Illinois 60563].



**Table of Contents**

**Q. Who is entitled to vote at the SunCoke Special Meeting?**

A. If you are a record holder of SunCoke Common Stock as of the close of business on the SunCoke Vote Record Date, you may vote at the SunCoke Special Meeting. See the section titled "The SunCoke Special Meeting of Stockholders."

**Q. Who may attend the SunCoke Special Meeting?**

A. SunCoke Stockholders (or their authorized representatives) and SunCoke's invited guests may attend the SunCoke Special Meeting. All attendees should be prepared to present government-issued photo identification (such as a driver's license or passport) for admittance.

**Q. What are SunCoke Stockholders being asked to vote on at the SunCoke Special Meeting?**

A. SunCoke Stockholders are being asked to consider and vote on the Parent Stock Issuance Proposal to approve the Parent Stock Issuance pursuant to the terms of the Merger Agreement in connection with the Merger.

**Q. Why is the Parent Stock Issuance, but not the Merger or the Merger Agreement, being considered and voted upon by SunCoke Stockholders?**

A. Under Delaware law, a vote of the SunCoke Stockholders is not required to approve the Merger or adopt the Merger Agreement. Under NYSE rules, stockholder approval is required prior to the issuance of SunCoke Common Stock if the number of shares of common stock to be issued equals 20% or more of the number of shares of SunCoke Common Stock outstanding prior to the issuance. The Parent Stock Issuance is expected to result in the issuance of a number of shares of SunCoke Common Stock equal to approximately [ ]% of the shares of SunCoke Common Stock outstanding immediately prior to the effective time of the Merger. Accordingly, SunCoke Stockholders are being asked to consider and vote upon the Parent Stock Issuance.

**Q. What vote is required to approve the Parent Stock Issuance Proposal?**

A. The approval of the Parent Stock Issuance requires the affirmative vote (in person or by proxy) of the holders of a majority of the aggregate voting power present at the SunCoke Special Meeting or any adjournment or postponement thereof, provided a quorum is present. The Merger will not be completed unless the Parent Stock Issuance Proposal is approved.

**Q. What constitutes a quorum for the SunCoke Special Meeting?**

A. The presence, in person or by proxy, of SunCoke Stockholders representing a majority of the shares of SunCoke Common Stock outstanding on the SunCoke Vote Record Date will constitute a quorum for the SunCoke Special Meeting.

**Q. What are the procedures for adjournment or postponement of the SunCoke Special Meeting?**

A. The Chairman of the SunCoke Board or the President of SunCoke may adjourn the SunCoke Special Meeting from time to time, whether or not there is a quorum. No notice of the time and place of adjourned meetings need be given except as required by law. The SunCoke Special Meeting may be postponed or canceled by resolution of the SunCoke Board upon public notice given prior to the date of the SunCoke Special Meeting.

**Q.** What if I do not vote my SunCoke Common Stock or if I abstain from voting?

**A.** The approval of the Parent Stock Issuance Proposal requires the affirmative vote (in person or by proxy) of the holders of a majority of the aggregate voting power present at the SunCoke Special Meeting or any adjournment

**Table of Contents**

or postponement thereof, provided a quorum is present. If you abstain from voting on the Parent Stock Issuance Proposal, your shares of SunCoke Common Stock will be counted as present for purposes of establishing a quorum, but the abstention will not be counted as a vote cast either FOR or AGAINST the Parent Stock Issuance Proposal.

The obligations of the parties to complete the Merger are conditioned upon the Parent Stock Issuance Approval. Accordingly, a vote against or an abstention with respect to the Parent Stock Issuance Proposal, or a failure to vote on the Parent Stock Issu