

West Fay  
 Form 4  
 February 15, 2019

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
 Washington, D.C. 20549

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**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 \*  
 West Fay

2. Issuer Name and Ticker or Trading Symbol  
 SunCoke Energy, Inc. [SXC]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
 1011 WARRENVILLE ROAD, SUITE 600  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
 02/13/2019

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
 Senior Vice President & CFO

LISLE, IL 60532  
 (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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-----------------------------------|
| Common Stock <sup>(1)</sup>     | 02/17/2019                           |                                                    | J                              | V<br>75,951<br>A                                                  | (A)<br>or<br>(D)<br>\$<br>9.87                                                                | 104,367                                                  | D                                 |

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

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SEC 1474 (9-02)

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

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| 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) | Amount or Number of Share |                           |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|---------------------------|---------------------------|
|                                            |                                                        |                                      |                                                    | Code                           | V (A) (D)                                                                               | Date Exercisable                                         | Expiration Date                                               | Title                     | Amount or Number of Share |
| RSU's (02.13.19) <sup>(2)</sup>            | <u>(3)</u>                                             | 02/13/2019                           |                                                    | A                              | 20,851                                                                                  | 02/13/2020                                               | 02/13/2022                                                    | Common Stock              | 20,851                    |
| Stock Options (02.13.19) <sup>(4)</sup>    | \$ 9.87                                                | 02/13/2019                           |                                                    | A                              | 33,545                                                                                  | 02/13/2020                                               | 02/13/2029                                                    | Common Stock              | 33,545                    |

## Reporting Owners

| Reporting Owner Name / Address                                    | Relationships |           |                             |       |
|-------------------------------------------------------------------|---------------|-----------|-----------------------------|-------|
|                                                                   | Director      | 10% Owner | Officer                     | Other |
| West Fay<br>1011 WARRENVILLE ROAD<br>SUITE 600<br>LISLE, IL 60532 | X             |           | Senior Vice President & CFO |       |

## Signatures

/s/ Rita M. Slager,  
attorney-in-fact

02/15/2019

\_\_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).

- Represents settlement of Performance Share Unit ("PSU") award granted February 17, 2016 pursuant to SunCoke Energy, Inc. ("SXC") Long Term Performance Enhancement Plan in a transaction exempt under Rule 16b-3. PSU award settled, at the end of applicable three-year vesting period, in shares of SXC common stock, (net of shares withheld by Registrant to satisfy minimum statutory withholding requirements).
- (1) Long Term Performance Enhancement Plan in a transaction exempt under Rule 16b-3. PSU award settled, at the end of applicable three-year vesting period, in shares of SXC common stock, (net of shares withheld by Registrant to satisfy minimum statutory withholding requirements).
  - (2) Grant of restricted share units awarded pursuant to the SunCoke Energy, Inc. Long-Term Performance Enhancement Plan in a transaction exempt under Rule 16b-3. The restricted share units vest in three equal annual installments commencing on February 13, 2020.
  - (3) Conversion rate is 1 for 1.
  - (4) Grant of stock options (right to buy SunCoke Energy, Inc. common stock) awarded pursuant to the SunCoke Energy, Inc. Long-Term Performance Enhancement Plan in a transaction exempt under Rule 16b-3 and exercisable in three equal annual installments commencing on February 13, 2020.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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