

SunCoke Energy, Inc.  
Form SC 13D/A  
July 22, 2015

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

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SCHEDULE 13D  
(Rule 13d-101)  
(Amendment No. 2 (Final))

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO  
RULE 13d-1(a) AND AMENDMENTS THERETO FILED PURSUANT TO RULE 13d-2(a)

Suncoke Energy, Inc.  
(Name of Issuer)

Common Stock, \$0.01 par value  
(Title of Class of Securities)

86722A103  
(CUSIP Number)

Matthew Mark  
JET CAPITAL INVESTORS, L.P.  
540 Madison Avenue, 17<sup>th</sup> Floor  
New York, New York 10022.  
(Name, Address and Telephone Number of Person  
Authorized to Receive Notices and Communications)

July 21, 2015  
(Date of Event Which Requires Filing  
of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box:

(Continued on following pages)  
(Page 1 of 12 Pages)

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CUSIP No. 86722A103 13D Page 2 of 12 Pages

NAMES OF REPORTING  
PERSONS  
Jet Capital Master Fund, LP

1 I.R.S. IDENTIFICATION NOS. OF  
ABOVE PERSONS (ENTITIES  
ONLY)

33-1220561

2 CHECK THE APPROPRIATE BOX (a)  
IF A MEMBER OF A GROUP (b) See Item 5

3 SEC USE ONLY

4 SOURCE OF FUNDS (SEE  
INSTRUCTIONS)

WC (see Item 3)

5 CHECK BOX IF DISCLOSURE OF  
LEGAL PROCEEDINGS IS  
REQUIRED PURSUANT TO ITEM  
2(D) OR 2(E)

6 CITIZENSHIP OR PLACE OF  
ORGANIZATION

Cayman Islands

SOLE VOTING POWER

7 1,070,595

NUMBER OF  
SHARES

BENEFICIALLY OWNED BY  
EACH

8 None

REPORTING PERSON WITH

9 1,070,595

10 None

11 AGGREGATE AMOUNT  
BENEFICIALLY OWNED BY  
EACH REPORTING PERSON

1,070,595

12 CHECK BOX IF THE  
AGGREGATE AMOUNT IN ROW  
(11) EXCLUDES CERTAIN  
SHARES (SEE INSTRUCTIONS)

13 PERCENT OF CLASS  
REPRESENTED BY AMOUNT IN  
ROW (11)

1.6%

14 TYPE OF REPORTING PERSON  
PN

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NAMES OF REPORTING  
PERSONS  
Jet Capital Select Opportunities  
Master Fund, LP

1 I.R.S. IDENTIFICATION NOS. OF  
ABOVE PERSONS (ENTITIES  
ONLY)

98-1078078

2 CHECK THE APPROPRIATE BOX (a)  
IF A MEMBER OF A GROUP (b) See Item 5

3 SEC USE ONLY

4 SOURCE OF FUNDS (SEE  
INSTRUCTIONS)

WC (see Item 3)

5 CHECK BOX IF DISCLOSURE OF  
LEGAL PROCEEDINGS IS  
REQUIRED PURSUANT TO ITEM  
2(D) OR 2(E)

6 CITIZENSHIP OR PLACE OF  
ORGANIZATION

Cayman Islands

SOLE VOTING POWER

7 183,763

NUMBER OF  
SHARES

BENEFICIALLY OWNED BY  
EACH

8 None

REPORTING PERSON WITH

9 183,763

10 None

11 AGGREGATE AMOUNT  
BENEFICIALLY OWNED BY

EACH REPORTING PERSON

183,763

CHECK BOX IF THE  
AGGREGATE AMOUNT IN ROW  
(11) EXCLUDES CERTAIN  
SHARES (SEE INSTRUCTIONS)

12

PERCENT OF CLASS  
REPRESENTED BY AMOUNT IN  
ROW (11)

13

0.3%

TYPE OF REPORTING PERSON

14

PN

3

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NAMES OF REPORTING  
PERSONS  
The Jet Capital SRM Master Fund, LP

1 I.R.S. IDENTIFICATION NOS. OF  
ABOVE PERSONS (ENTITIES  
ONLY)

47-2559228

2 CHECK THE APPROPRIATE BOX (a)  
IF A MEMBER OF A GROUP (b) See Item 5

3 SEC USE ONLY

4 SOURCE OF FUNDS (SEE  
INSTRUCTIONS)

WC (see Item 3)

5 CHECK BOX IF DISCLOSURE OF  
LEGAL PROCEEDINGS IS  
REQUIRED PURSUANT TO ITEM  
2(D) OR 2(E)

6 CITIZENSHIP OR PLACE OF  
ORGANIZATION

Delaware

SOLE VOTING POWER

7 44,896

NUMBER OF  
SHARES

SHARED VOTING POWER

BENEFICIALLY OWNED BY

8 None

EACH

SOLE DISPOSITIVE POWER

REPORTING PERSON WITH

9 44,896

SHARED DISPOSITIVE POWER

10 None

11 AGGREGATE AMOUNT  
BENEFICIALLY OWNED BY  
EACH REPORTING PERSON

44,896

12 CHECK BOX IF THE  
AGGREGATE AMOUNT IN ROW  
(11) EXCLUDES CERTAIN  
SHARES (SEE INSTRUCTIONS)

13 PERCENT OF CLASS  
REPRESENTED BY AMOUNT IN  
ROW (11)

0.1%

14 TYPE OF REPORTING PERSON  
PN

4

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NAMES OF REPORTING  
PERSONS  
Jet Capital Investors, LP

1 I.R.S. IDENTIFICATION NOS. OF  
ABOVE PERSONS (ENTITIES  
ONLY)

03-0460065

2 CHECK THE APPROPRIATE BOX (a)  
IF A MEMBER OF A GROUP (b) See Item 5

3 SEC USE ONLY

4 SOURCE OF FUNDS (SEE  
INSTRUCTIONS)

OO (see Item 3)

5 CHECK BOX IF DISCLOSURE OF  
LEGAL PROCEEDINGS IS  
REQUIRED PURSUANT TO ITEM  
2(D) OR 2(E)

6 CITIZENSHIP OR PLACE OF  
ORGANIZATION

Delaware

7 SOLE VOTING POWER  
1,759,188

8 SHARED VOTING POWER  
None

9 SOLE DISPOSITIVE POWER  
1,759,188

10 SHARED DISPOSITIVE POWER  
None

11 AGGREGATE AMOUNT  
BENEFICIALLY OWNED BY  
EACH REPORTING PERSON

1,759,188



12 CHECK BOX IF THE  
AGGREGATE AMOUNT IN ROW  
(11) EXCLUDES CERTAIN  
SHARES (SEE INSTRUCTIONS)

13 PERCENT OF CLASS  
REPRESENTED BY AMOUNT IN  
ROW (11)

*2.7%*

14 TYPE OF REPORTING PERSON  
PN

5

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NAMES OF REPORTING  
PERSONS  
Jet Capital Management, L.L.C.

1 I.R.S. IDENTIFICATION NOS. OF  
ABOVE PERSONS (ENTITIES  
ONLY)

02-0610560

2 CHECK THE APPROPRIATE BOX (a)  
IF A MEMBER OF A GROUP (b) See Item 5

3 SEC USE ONLY

4 SOURCE OF FUNDS (SEE  
INSTRUCTIONS)

OO (see Item 3)

5 CHECK BOX IF DISCLOSURE OF  
LEGAL PROCEEDINGS IS  
REQUIRED PURSUANT TO ITEM  
2(D) OR 2(E)

6 CITIZENSHIP OR PLACE OF  
ORGANIZATION

Delaware

7 SOLE VOTING POWER  
1,299,254

8 SHARED VOTING POWER

None

9 SOLE DISPOSITIVE POWER

1,299,254

10 SHARED DISPOSITIVE POWER

None

11 AGGREGATE AMOUNT  
BENEFICIALLY OWNED BY  
EACH REPORTING PERSON

1,299,254

12 CHECK BOX IF THE  
AGGREGATE AMOUNT IN ROW  
(11) EXCLUDES CERTAIN  
SHARES (SEE INSTRUCTIONS)

13 PERCENT OF CLASS  
REPRESENTED BY AMOUNT IN  
ROW (11)

2.0%

14 TYPE OF REPORTING PERSON  
OO

6

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NAMES OF REPORTING  
PERSONS  
Alan Cooper

1 I.R.S. IDENTIFICATION NOS. OF  
ABOVE PERSONS (ENTITIES  
ONLY)

Not applicable

2 CHECK THE APPROPRIATE BOX (a)  
IF A MEMBER OF A GROUP

(b) See Item 5

3 SEC USE ONLY

4 SOURCE OF FUNDS (SEE  
INSTRUCTIONS)

OO (see Item 3)

5 CHECK BOX IF DISCLOSURE OF  
LEGAL PROCEEDINGS IS  
REQUIRED PURSUANT TO ITEM  
2(D) OR 2(E)

6 CITIZENSHIP OR PLACE OF  
ORGANIZATION

United States

7 SOLE VOTING POWER

None

8 NUMBER OF  
SHARES  
BENEFICIALLY OWNED BY

1,759,188

9 SOLE DISPOSITIVE POWER

None

10 SHARED DISPOSITIVE POWER

1,759,188

11 AGGREGATE AMOUNT  
BENEFICIALLY OWNED BY  
EACH REPORTING PERSON

1,759,188

12 CHECK BOX IF THE  
AGGREGATE AMOUNT IN ROW  
(11) EXCLUDES CERTAIN  
SHARES (SEE INSTRUCTIONS)

13 PERCENT OF CLASS  
REPRESENTED BY AMOUNT IN  
ROW (11)

*2.7%*

14 TYPE OF REPORTING PERSON  
IN

7

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NAMES OF REPORTING  
PERSONS  
Matthew Mark

1 I.R.S. IDENTIFICATION NOS. OF  
ABOVE PERSONS (ENTITIES  
ONLY)

Not applicable

2 CHECK THE APPROPRIATE BOX (a)  
IF A MEMBER OF A GROUP (b) See Item 5

3 SEC USE ONLY

4 SOURCE OF FUNDS (SEE  
INSTRUCTIONS)

OO (see Item 3)

5 CHECK BOX IF DISCLOSURE OF  
LEGAL PROCEEDINGS IS  
REQUIRED PURSUANT TO ITEM  
2(D) OR 2(E)

6 CITIZENSHIP OR PLACE OF  
ORGANIZATION

United States

SOLE VOTING POWER

7 None

NUMBER OF  
SHARES

SHARED VOTING POWER

BENEFICIALLY OWNED BY  
EACH

8 1,759,188

REPORTING PERSON WITH

9 SOLE DISPOSITIVE POWER  
None

SHARED DISPOSITIVE POWER

10 1,759,188

11 AGGREGATE AMOUNT  
BENEFICIALLY OWNED BY  
EACH REPORTING PERSON

1,759,188

12 CHECK BOX IF THE  
AGGREGATE AMOUNT IN ROW  
(11) EXCLUDES CERTAIN  
SHARES (SEE INSTRUCTIONS)

13 PERCENT OF CLASS  
REPRESENTED BY AMOUNT IN  
ROW (11)

*2.7%*

14 TYPE OF REPORTING PERSON  
IN

8

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Schedule 13D

Amendment No. 2 (Final)

This Amendment No. 2 (Final) to the Statement on Schedule 13D (the "Schedule 13D") relating to the common stock, \$0.01 par value (the "Common Stock"), of Suncoke Energy, Inc., a Delaware company (the "Company") is being filed by Jet Capital Master Fund LP, Jet Capital Select Opportunities Master Fund LP, Jet Capital SRM Master Fund, LP, Jet Capital Investors, LP, Jet Capital Management, L.L.C., Alan Cooper and Matthew Mark (the "Reporting Persons").

Item 5. Interest in Securities of the Issuer.

(a) As of the date hereof, the Reporting Persons beneficially own an aggregate of 1,759,188 shares of Common Stock, representing approximately 2.7% of the outstanding Common Stock.<sup>1</sup> Jet Master Fund beneficially owns 1,070,595 of such shares, representing approximately 1.6% of the Common Stock outstanding, Jet Select Master Fund beneficially owns 183,763 of such shares, representing approximately 0.3% of the Common Stock outstanding and Jet SRM Master Fund beneficially owns 44,896 of such shares, representing approximately 0.1% of the Common Stock outstanding. A total of 459,934 shares, representing approximately 0.7% of the Common Stock outstanding, are held in the Managed Accounts.

(b) By reason of its position as investment manager to the Master Funds and the Managed Accounts, Jet Investors may be deemed to possess the power to vote and dispose of the shares of Common Stock beneficially owned by the Master Funds and the shares of Common Stock held in the Managed Accounts. By reason of its position as the general partner of the Master Funds, Jet Management may be deemed to possess the power to vote and dispose of the shares of Common Stock beneficially owned by the Master Funds. By reason of their responsibility for the supervision and conduct of all investment activities of Jet Investors and Jet Management, Messrs. Cooper and Mark may be deemed to possess the power to vote and dispose of the shares of Common Stock beneficially owned by Jet Investors and Jet Management.

(c) Except for the transactions set forth in Schedule II annexed hereto, none of the persons identified in Item 2 has effected any transactions in the Common Stock during the past 60 days. All such transactions were effected in the open market.

(d) Not applicable.

(e) The Reporting Persons ceased to be beneficial owners of more than five percent of the outstanding common stock on July 21, 2015. The Reporting Persons assume no obligation to further amend the Schedule 13D unless and until their beneficial ownership should exceed five percent of the outstanding Common Stock.

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<sup>1</sup>Based on 65,230,501 shares of common stock outstanding on April 24, 2015, as reported in the Company's Quarterly Report on Form 10-Q for the quarter ended March 31, 2015.



SIGNATURES

After reasonable inquiry and to the best knowledge and belief of the undersigned, the undersigned certifies that the information set forth in this Statement is true, complete and correct.

Date: July 21, 2015

JET CAPITAL MASTER FUND, LP  
By: Jet Capital Management, L.L.C.

By: /s/ Matthew Mark  
Name: Matthew Mark  
Title: Managing Member

JET CAPITAL SPECIAL  
OPPORTUNITIES MASTER FUND,  
LP  
By: Jet Capital Management, L.L.C.

By: /s/ Matthew Mark  
Name: Matthew Mark  
Title: Managing Member

JET CAPITAL SRM MASTER  
FUND, LP  
By: Jet Capital Management, L.L.C.

By: /s/ Matthew Mark  
Name: Matthew Mark  
Title: Managing Member

JET CAPITAL INVESTORS, LP  
By: Jet Capital G.P. L.L.C.

By: /s/ Matthew Mark  
Name: Matthew Mark  
Title: Managing Member

JET CAPITAL MANAGEMENT,  
L.L.C.

By: /s/ Matthew Mark  
Name: Matthew Mark  
Title: Managing Member

Alan Cooper  
/s/ Alan Cooper

Matthew Mark

/s/ Matthew Mark

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## SCHEDULE II

This schedule sets forth information with respect to each purchase of Common Stock that was effectuated by Jet Master Fund during the past 60 days.

<u>Date</u>	Number of Shares	Price Per Share	Cost
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None

This schedule sets forth information with respect to each sale of Common Stock that was effectuated by Jet Master Fund during the past 60 days.

<u>Date</u>	Number of Shares	Price Per Share	Cost
6/17/2015	182,452	14.2822	\$2,605,823
6/18/2015	60,818	14.5102	\$882,483
7/10/2015	4,102	12.3249	\$50,557
7/15/2015	121,715	11.8701	\$1,444,767
7/21/2015	1,065,496	12.0703	\$12,860,799

This schedule sets forth information with respect to each purchase of Common Stock that was effectuated by Jet Select Master Fund during the past 60 days.

<u>Date</u>	Number of Shares	Price Per Share	Cost
-------------	------------------	-----------------	------

None

This schedule sets forth information with respect to each sale of Common Stock that was effectuated by Jet Select Master Fund during the past 60 days.

<u>Date</u>	Number of Shares	Price Per Share	Cost
6/17/2015	31,318	14.2822	\$447,291
6/18/2015	10,439	14.5102	\$151,472
7/10/2015	705	12.3249	\$8,689
7/15/2015	20,892	11.8701	\$247,990
7/21/2015	182,890	12.0703	\$2,207,527

This schedule sets forth information with respect to each purchase of Common Stock that was effectuated by Jet SRM Master Fund during the past 60 days.

<u>Date</u>	Number of Shares	Price Per Share	Cost
-------------	------------------	-----------------	------

None

This schedule sets forth information with respect to each sale of Common Stock that was effectuated by Jet SRM Master Fund during the past 60 days.

<u>Date</u>	Number of Shares	Price Per Share	Cost
6/17/2015	7,651	14.2822	\$109,273
6/18/2015	2,550	14.5102	\$37,001
7/10/2015	172	12.3249	\$2,120
7/15/2015	5,104	11.8701	\$60,585
7/21/2015	44,683	12.0703	\$539,336

This schedule sets forth information with respect to each purchase of Common Stock that was effectuated in the Managed Accounts during the past 60 days.

<u>Date</u>	Number of Shares	Price Per Share	Cost
-------------	------------------	-----------------	------

None

This schedule sets forth information with respect to each sale of Common Stock that was effectuated in the Managed Accounts during the past 60 days.

<u>Date</u>	Number of Shares	Price Per Share	Cost
6/17/2015	78,579	14.2822	\$1,122,284
6/18/2015	26,193	14.5102	\$380,067
7/10/2015	4,182	12.3624	\$51,700
7/15/2015	52,289	11.8701	\$620,675
7/21/2015	457,743	12.0703	\$5,525,071