

SunCoke Energy, Inc.  
Form 8-K/A  
July 20, 2012

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

Washington, D.C. 20549

**FORM 8-K/A**

(Amendment No. 1)

**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 10, 2012**

**SUNCOKE ENERGY, INC.**

(Exact name of registrant as specified in its charter)

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(State or other jurisdiction  
of incorporation)

(Commission  
File Number)

(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**

**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 (see General Instruction A.2. below):

- .. 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))

**Explanatory Note**

This Amendment No.1 is being filed as an amendment to the Current Report on Form 8-K filed by SunCoke Energy, Inc. (the Company ) on May 11, 2012 (the Original 8-K ). The Original 8-K was filed to report the results of the matters submitted to a vote at the Company's 2012 Annual Meeting of Stockholders (the Annual Meeting ) held on May 10, 2012. The sole purpose of this Amendment No. 1 is to disclose the Company's decision regarding the frequency of future non-binding advisory votes to approve the Company's executive compensation. Except for the foregoing, this Amendment No. 1 does not modify or update any other disclosure contained in the Original 8-K, and this Amendment No. 1 should be read in conjunction with the Original 8-K.

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

As previously reported, at the Annual Meeting a non-binding advisory vote was taken on the frequency of advisory stockholder approval of the Company's executive compensation (referred to as a Say-on-Pay Vote ). At the Annual Meeting, consistent with the recommendation of the Board of Directors of the Company (the Board ), the Company's stockholders cast the highest number of votes in favor of holding future Say-on-Pay Votes on an annual basis.

On July 19, 2012, in light of the stockholders' recommendation and other matters, the Board determined that the Company will include a Say-on-Pay vote in its proxy statement on an annual basis until (1) the next required advisory stockholder vote on the frequency of future Say-on-Pay Votes, or (2) the Board otherwise determines that a different frequency of such Say-on-Pay Votes is in the best interests of the Company.

**SIGNATURE**

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 thereunto duly authorized.

**SUNCOKE ENERGY, INC.**

By: /s/ Denise R. Cade  
Denise R. Cade  
Senior Vice President, General Counsel and  
Corporate Secretary

Date: July 20, 2012