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MASSEY ENERGY CO
Form PREN14A
March 21, 2006

SCHEDULE 14A INFORMATION

Proxy Statement Pursuant to Section 14(a) of the
Securities Exchange Act of 1934

Filed by the Registrant[]

Filed by a Party other than the Registrant[x]

Check the appropriate box:

[x] Preliminary Proxy Statement

[] Confidential for use of the Commission Only (as permitted by Rule 14a-6(e)
(2))

[] Definitive Proxy Statement

[] Definitive Additional Materials

[] Soliciting Material Pursuant to ss. 240.14a-11(c) or
ss. 240.14a-12

MASSEY ENERGY COMPANY

(Name of Registrant as Specified In Its Charter)

Third Point LLC
Third Point Offshore Fund Ltd.
Third Point Partners LP
Third Point Ultra Ltd.
Lyxor/Third Point Fund Ltd.
Third Point Partners Qualified LP
Third Point Resources LP
Third Point Resources Ltd.
Daniel S. Loeb
Todd Q. Swanson

(Name of Person(s) Filing Proxy Statement)

Payment of Filing Fee (Check the appropriate box):

[x] No fee required

[] Fee computed on table below per Exchange Act Rules 14a-6(i) (4) and 0-11.

1) Title of each class of securities to which transaction applies:

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2) Aggregate number of securities to which transaction applies:

3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

4) Proposed maximum aggregate value of transaction:

Fee paid previously with preliminary materials.

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

1) Amount Previously Paid:

2) Form, Schedule or Registration Statement No.:

3) Filing Party:

4) Date Filed:

MASSEY ENERGY COMPANY

MEETING OF STOCKHOLDERS
TO BE HELD [MAY 16, 2006]

PROXY STATEMENT OF THIRD POINT LLC, THIRD POINT OFFSHORE FUND LTD.,
THIRD POINT PARTNERS LP, THIRD POINT ULTRA LTD., LYXOR/THIRD POINT FUND LTD.,
THIRD POINT PARTNERS QUALIFIED LP, THIRD POINT RESOURCES LP, THIRD POINT
RESOURCES LTD., DANIEL S. LOEB AND TODD Q. SWANSON IN OPPOSITION TO THE
BOARD OF DIRECTORS OF MASSEY ENERGY COMPANY

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March ____, 2006

To Our Fellow Massey Stockholders:

We are furnishing this Proxy Statement to holders of the common stock, par value \$0.625 per share ("Common Stock"), of Massey Energy Company, a Delaware corporation (the "Company"), in connection with our solicitation of proxies for use at the next Annual or Special Meeting of Stockholders of the Company and at any and all adjournments or postponements thereof (the "Stockholder Meeting"). [The Company indicated in its proxy statement for last year's annual meeting of stockholders that it anticipates that the Stockholder Meeting will be held on May 16, 2006.]

This solicitation is being conducted by Third Point LLC, Third Point Offshore Fund Ltd., Third Point Partners LP, Third Point Ultra Ltd., Lyxor/Third Point Fund Ltd., Third Point Partners Qualified LP, Third Point Resources LP and Third Point Resources Ltd. (collectively, the "Third Point Entities") and Daniel S. Loeb and Todd Q. Swanson. The Third Point Entities and Daniel S. Loeb beneficially own approximately 5.9% of the Common Stock reported by the Company as outstanding as of February 28, 2006. As more fully discussed below, we are soliciting proxies to be used at the next Stockholder Meeting for the election of Mr. Daniel S. Loeb and Mr. Todd Q. Swanson as directors of the Company (collectively, the "Third Point Nominees").

The Company's certificate of incorporation provides that, with respect to the election of directors, shareholders have cumulative voting rights. Cumulative voting rights entitle you to give a nominee as many votes as is equal to the number of shares you own multiplied by the number of directors to be elected, or you may distribute your votes among the nominees as you see fit. We are soliciting the discretionary authority to cumulate votes, and the persons named as proxies on our proxy card will have the authority to cumulate votes at their discretion. We will use the authority granted to us by our WHITE proxy card to cumulate votes for the Third Point Nominees to assure that the maximum number of Third Point Nominees are elected to the Company's Board of Directors. The Third Point Entities may, under certain circumstances described in this Proxy Statement, nominate additional individuals to serve as directors of the Company.

We urge you to elect the Third Point Nominees to the Company's Board of Directors (the "Board of Directors") because we believe that election of new members to the Board of Directors would be beneficial to the Company and its stockholders. Among other things, electing the Third Point Nominees should provide a new voice and fresh perspective. We believe that the Board of Directors should include representatives of significant shareholders who can present stockholders' perspective on management direction, champion reform of compensation, perquisites and management incentive, and generally bring focus to the maximization of value for the benefit of stockholders.

Please sign and date the WHITE proxy card supplied by the Third Point Entities and return it in the enclosed postage-paid envelope whether or not you attend the meeting. This Proxy Statement is first being sent or given to stockholders on or about March ____, 2006.

If your shares are held in the name of a brokerage firm, bank or nominee, only that entity can vote such shares and only upon receipt of your specific instruction. Accordingly, we urge you to contact the person responsible for your account and instruct that person to execute the WHITE proxy card on your behalf.

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YOUR VOTE IS IMPORTANT. If you agree with the reasons for the Third Point Entities' solicitation set forth in this Proxy Statement and believe that the election of the Third Point Nominees to the Board of Directors can make a difference, please vote for the election of the Third Point Nominees, no matter how many or how few shares you own.

THE THIRD POINT ENTITIES URGE YOU NOT TO SIGN ANY PROXY CARD THAT IS SENT TO YOU BY THE COMPANY, EVEN AS A FORM OF PROTEST. By executing the WHITE proxy card, you will authorize us to vote FOR the election of the two Third Point Nominees. If you have already signed a proxy card sent to you by the Company, you may revoke that proxy at any time prior to the time a vote is taken by (i) submitting a duly executed proxy bearing a later date to the Secretary of the Company, (ii) filing with the Secretary of the Company a later dated written revocation or (iii) attending and voting at the Stockholder Meeting in person.

Thank you for your support,

On behalf of the Third Point
Entities,

Sincerely,

Daniel S. Loeb

IF YOU HAVE ANY QUESTIONS, REQUIRE ASSISTANCE IN VOTING THE WHITE PROXY
CARD
OR NEED ADDITIONAL COPIES OF OUR PROXY MATERIALS, PLEASE CALL OUR PROXY
SOLICITOR:

D.F. KING & CO., INC.

48 Wall Street
New York, NY 10005
Toll Free: 1 (800) 628-8532
Banks and Brokers Call Collect: (212) 269-5550

GENERAL

The Company's Board of Directors is currently divided into three classes of directors whose terms are for staggered three-year periods. At the Stockholder Meeting, we expect that three directors are to be elected to the Board of Directors to hold office until their successors have been elected and qualified. We anticipate that the Company will designate three individuals to stand for election at the Stockholder Meeting, and we assume that these nominees will be existing members of the Board of Directors (the "Company Nominees").

We are currently seeking your proxy for the election to the Board of Directors of two individuals - Mr. Daniel S. Loeb and Mr. Todd Q. Swanson. We are soliciting the discretionary authority to cumulate votes, and the persons named as proxies on our proxy card will have the authority to cumulate votes at their discretion. We will use the authority granted to us by our WHITE proxy

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card to cumulate votes for the Third Point Nominees to assure that the maximum number of Third Point Nominees are elected to the Company's Board of Directors.

For information concerning voting procedures at the Stockholder Meeting, see "Voting and Proxy Procedures."

BACKGROUND OF THIS SOLICITATION

On September 19, 2005, certain of the Third Point Entities filed a Schedule 13D with the Securities and Exchange Commission (the "SEC") indicated that we acquired 5.9% of the outstanding Common Stock. On the same day, Daniel S. Loeb sent a letter to the Company requesting that the Company immediately implement a share repurchase program.

On November 15, 2005, the Company announced that the Board of Directors had approved a plan to repurchase up to \$500 million of its common stock from time to time with free cash flow as market conditions warrant. The Company noted that it does not expect that its share repurchase activities will begin until the second half of 2006. We believe that this timing does not adequately address the near term value opportunity in the Company's depressed share price.

On March 15, 2006, the Third Point Entities delivered to the Company notice under the Company's bylaws of the Third Point Entities' intention to nominate the Third Point Nominees for election at the Stockholder Meeting.

REASONS FOR THIS SOLICITATION

We expect that the Third Point Nominees, if elected, would provide a new voice and fresh perspective to the Board of Directors. We believe that the Board of Directors should include representatives of significant shareholders who can present stockholders' perspective on management direction, champion reform of compensation, perquisites and management incentive, and generally bring focus to the maximization of value for the benefit of stockholders. There can be no assurances that the Third Point Nominees and the Board of Directors will succeed in creating shareholder value.

The proposed slate of Third Point Nominees will, if elected, constitute a minority of the Board of Directors and, therefore, even if they vote unanimously, will not be able to adopt any measures without the support of other members of the Board of Directors. The Third Point Entities believe, however, that the Third Point Nominees, if elected to the Board of Directors, will be in a position to influence the strategic direction of the Company and to bring to the Board of Directors the perspective of a significant stockholder. The Third Point Entities may, depending upon future events, seek to nominate additional directors to the Board of Directors in the future.

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The Third Point Nominees do not anticipate that they will have any conflicts of interest with respect to the Company, if elected, and recognize their fiduciary duty obligations to all stockholders. None of the Third Point Nominees has any contract, arrangement or understanding with the Company, and no other direct financial interest concerning the Company, other than through the beneficial ownership of stock of the Company by the Third Point Entities and the Third Party Nominees disclosed in this Proxy Statement.

THE THIRD POINT ENTITIES RECOMMEND A VOTE FOR THE ELECTION OF THE THIRD POINT NOMINEES BECAUSE THEY BELIEVE THAT THE THIRD POINT NOMINEES WOULD

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CONTRIBUTE TO THE CREATION OF SHAREHOLDER VALUE.

MATTERS TO BE CONSIDERED AT THE ANNUAL MEETING

Election of Directors

The Company's Board of Directors currently consists of nine directors. Directors hold office until the annual meeting for the year in which their terms expire and until their successors are elected and qualified, unless prior to that time they have resigned, retired or otherwise left office. At the Stockholder Meeting, we expect that three directors are to be elected to the Board of Directors. On March 15, 2006, we gave notice to the Company of our intention to nominate the Third Point Nominees to serve as directors of the Company.

We are seeking your proxy for the election to the Board of Directors of two individuals - Mr. Daniel S. Loeb and Mr. Todd Q. Swanson. We are soliciting the discretionary authority to cumulate votes, and the persons named as proxies on our proxy card will have the authority to cumulate votes at their discretion. We will use the authority granted to us by our WHITE proxy card to cumulate votes for the Third Point Nominees to assure that the maximum number of Third Point Nominees are elected to the Company's Board of Directors.

Each of the Third Point Nominees has consented to being named as a nominee in this Proxy Statement. The Third Point Entities do not expect that either of the Third Point Nominees will be unable to stand for election, but in the event that a vacancy in the slate of Third Point Nominees should occur unexpectedly, the shares of Common Stock represented by the WHITE proxy card will be voted for a substitute candidate selected by the Third Point Entities. If the Third Point Entities determine to add nominees, whether because the Company expands the size of the Board of Directors subsequent to the date of this Proxy Statement or for any other reason, the Third Point Entities will supplement this Proxy Statement. If, however, the Company does not leave reasonable time before the Stockholder Meeting to supplement this Proxy Statement, the Third Point Entities reserve the right to nominate additional nominees and to use the discretionary authority granted by the proxies it is soliciting to vote for such additional nominees or to seek judicial relief.

Biographical Information Regarding the Third Point Nominees

The following information concerning age, principal occupation and business experience during the last five years, and current directorships has been furnished to the Third Point Entities by the Third Point Nominees, each of whom has confirmed his willingness to serve on the Board of Directors if elected.

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Daniel S. Loeb, age 44, is Founder and CEO of Third Point LLC, an investment management firm founded in 1995. Third Point LLC invests both long and short in securities involved in event driven and special situations. The firm is based in New York, with offices in Los Angeles, Sunnyvale and Hong Kong. In 1994, prior to founding Third Point, Mr. Loeb was Vice President of high yield sales at Citigroup, and from 1991 to 1993, he was Senior Vice President in the distressed debt department at Jefferies & Co. Mr. Loeb began his career as an Associate in private equity at E.M. Warburg Pincus & Co. in 1984. Mr. Loeb is also Chairman of the Board of American Restaurant Group, Director of Ligand Pharmaceuticals, Director of Ception Therapeutics and former Director of Radia

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Communications, prior to its sale to Texas Instruments in July 2003. He is a Trustee of Prep for Prep, an organization dedicated to facilitating education and career opportunities for underprivileged youth. Mr. Loeb graduated with an A.B. in Economics from Columbia University in 1984.

Todd Q. Swanson, CPA, CFA, age 31, joined Third Point LLC in September 2005. From 2003 to 2005 Mr. Swanson attended the Graduate School of Business at Stanford University. From 2001 through 2003 he worked for Thoma Cressey Equity Partners, a private equity firm based in Chicago. From 1998 through 2001, he worked for KPMG LLP, an international accounting firm, in accounting and merger and acquisition roles. Mr. Swanson graduated from Iowa State University with a B.S. in Accounting and a B.S. in Finance, as well as from the Graduate School of Business at Stanford University with a Masters in Business Administration. Mr. Swanson became a Certified Public Accountant (CPA) in 1998 and earned the Chartered Financial Analyst (CFA) designation in 2001.

If elected, each Third Point Nominee would receive such directors' fees as may be payable by the Company in accordance with its practice at the time. Except as described below, there are no understandings or arrangements between the Third Point Nominees or any other person pursuant to which the nominations are to be made by the Third Point Entities. Pursuant to each Third Point Nominee's employment arrangements with Third Point LLC, Third Point LLC, Third Point Offshore Fund Ltd., Third Point Partners LP, Third Point Ultra Ltd., Lyxor/Third Point Fund Ltd., Third Point Partners Qualified LP, Third Point Resources LP and Third Point Resources Ltd., will indemnify and hold harmless each Third Point Nominee from any and all damages, judgments, fines, settlements, losses and expenses incurred by such nominee resulting from any action, suit or proceeding based upon or arising from certain actions, including the solicitation of proxies to which this Proxy Statement relates and such person's ongoing services as a director of the Company to the extent not otherwise indemnified by the Company, other than certain excluded losses.

Additional information concerning the Third Point Nominees is set forth in Appendix A to this Proxy Statement.

Other Matters Likely to be Considered at the Stockholder Meeting

The Company may ask stockholders to vote on the appointment of Ernst & Young LLP as the Company's independent accountants for 2006. We have no reason to believe we would not support the appointment of Ernst & Young LLP as the Company's independent accountants for 2006.

The accompanying WHITE proxy card provisionally includes a proposal for the appointment of Ernst & Young LLP as the Company's independent accountants for 2006; however, the proxy card can only be voted on this proposal if the proposal is actually presented at the Stockholder Meeting. You may vote for or against, or you may abstain from voting on, this proposal, and the accompanying WHITE proxy card will be voted on this proposal in accordance with your instruction thereon if the proposal is presented at the Stockholder Meeting. If you do not indicate any voting instruction, we will vote the WHITE proxy card in our discretion. If the Company does present this proposal, we will study any information the Company includes about the proposal in its proxy materials and will make our voting determination based on that information and on any other relevant facts of which we may be aware.

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Except as set forth in this Proxy Statement, including the possible election of the Company's independent accountants, the Third Point Entities are not aware of any other matter to be considered at the Stockholder Meeting.

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However, if the Third Point Entities learn of any other proposals made at a reasonable time before the Stockholder Meeting, the Third Point Entities will either supplement this Proxy Statement and provide an opportunity to stockholders to vote by proxy directly on such matter or will not exercise discretionary authority with respect thereto. If other proposals are made thereafter, the persons named as proxies on the WHITE proxy card solicited by the Third Point Entities will vote such proxies in their discretion.

INFORMATION ABOUT THE THIRD POINT ENTITIES

Daniel S. Loeb is the managing member of Third Point LLC and controls Third Point LLC's business activities. The principal business of Mr. Loeb is to act as the managing member of Third Point LLC. Third Point LLC is organized as a limited liability company under the laws of the State of Delaware, and its principal business is to serve as investment manager or adviser to a variety of funds and managed accounts (such funds and accounts, the "Funds"), and to control the investing and trading in securities of the Funds. Third Point Offshore Fund Ltd. is organized as a limited liability exempted company under the laws of the Cayman Islands, and its principal business is to invest and trade in securities. Third Point Partners LP is organized as a limited partnership under the laws of the State of Delaware, and its principal business is to invest and trade in securities. Third Point Ultra Ltd. is organized as a limited liability company under the laws of the British Virgin Islands, and its principal business is to invest and trade in securities. Lyxor/Third Point Fund Ltd. is organized as a public company with limited liability organized under the laws of Jersey, and its principal business is to invest and trade in securities. Third Point Partners Qualified LP is organized as a limited partnership under the laws of the State of Delaware, and its principal business is to invest and trade in securities. Third Point Resources LP is organized as a limited partnership under the laws of the State of Delaware, and its principal business is to invest and trade in securities. Third Point Resources Ltd. is a limited liability exempted company organized under the laws of the Cayman Islands, and its principal business is to invest and trade in securities. Todd Q. Swanson's principal business is as an employee of Third Point LLC.

The address of the principal business and principal office of Third Point Offshore Fund Ltd. and Third Point Resources Ltd. is c/o Walkers SPV Limited, Walker House, Mary Street, P.O. Box 908GT, George Town, Grand Cayman, Cayman Islands, British West Indies. The address of the principal business and principal office of Third Point Ultra Ltd. is c/o Walkers (BVI) Limited of Walkers Chambers, P.O. Box 92, Road Town, Tortola, British Virgin Islands. The address of the principal business and principal office of Lyxor/Third Point Fund Ltd. is c/o Lyxor Asset Management, Tour Societe Generale, 17 Cours Valmy, 92987 Paris-La Defense Cedex, France. The address of the principal business and principal office of the other Third Point Entities is 390 Park Avenue, New York, NY 10022.

The Third Point Entities beneficially own 4,800,000 shares of Common Stock, representing approximately 5.9% of the 81,976,239 shares of Common Stock as reported to be outstanding by the Company as of February 28, 2006.

Additional information concerning transactions in securities of the Company effected during the past two years by the Third Point Entities and the Third Point Nominees is set forth in Appendix B to this Proxy Statement.

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SOLICITATION; EXPENSES

Proxies may be solicited by mail, advertisement, telephone, facsimile,

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telegraph and personal solicitation by the Third Point Entities and by the Third Point Nominees. No additional compensation will be paid to the Third Point Entities or to the Third Point Nominees for the solicitation of proxies. Banks, brokerage houses and other custodians, nominees and fiduciaries will be requested to forward the Third Point Entities' solicitation material to their customers for whom they hold shares, and the Third Point Entities will reimburse them for their reasonable out-of-pocket expenses.

The Third Point Entities have retained D.F. King & Co., Inc. ("D.F. King") to assist in the solicitation of proxies and for related services. The Third Point Entities will pay D.F. King an estimated fee of up to \$150,000 and have agreed to reimburse it for its reasonable out-of-pocket expenses. Approximately 50 persons will be used by D.F. King in its solicitation efforts.

The entire expense of preparing, assembling, printing and mailing this Proxy Statement and related materials and the cost of soliciting proxies will be borne by the Third Point Entities.

The Third Point Entities estimate that the total expenditures relating to its proxy solicitation incurred by the Third Point Entities will be approximately \$500,000, approximately \$100,000 of which has been incurred to date.

VOTING AND PROXY PROCEDURES

The Third Point Entities believe that it is in the best interest of the Company's stockholders to elect the Third Point Nominees at the Stockholder Meeting. We believe that the Board of Directors should include representatives of significant shareholders who can present stockholders' perspective on management direction, champion reform of compensation, perquisites and management incentive, and generally bring focus to the maximization of value for the benefit of stockholders. There can be no assurance that the election of the Third Point Nominees will maximize shareholder value. THE THIRD POINT ENTITIES RECOMMEND A VOTE FOR THE ELECTION OF THE THIRD POINT NOMINEES BECAUSE THE THIRD POINT ENTITIES BELIEVE THAT THE THIRD POINT NOMINEES WOULD CONTRIBUTE TO THE CREATION OF SHAREHOLDER VALUE.

How do I vote by proxy?

For the proxy solicited hereby to be voted, the WHITE proxy card to be supplied by the Third Point Nominees must be signed, dated and returned to the Third Point Nominees, c/o D.F. King in the enclosed postage-paid envelope in time to be voted at the Stockholder Meeting. If you wish to vote for the Third Point Nominees, you must submit the WHITE proxy card supplied by the Third Point Entities and must NOT submit the Company's proxy card.

What if I am not the record holder of my shares?

If your shares are held in the name of a brokerage firm, bank or nominee, only that entity can vote such shares and only upon receipt of your specific instruction. Accordingly, we urge you to contact the person responsible for your account and instruct that person to execute on your behalf the WHITE proxy card.

If I plan to attend the Stockholder Meeting, should I still submit a WHITE proxy?

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Whether or not you plan to attend the Stockholder Meeting, we urge you to submit a WHITE proxy. Returning the enclosed proxy card will not affect your right to attend and vote at the Stockholder Meeting.

What if I want to revoke my proxy?

Any proxy may be revoked as to all matters covered thereby at any time prior to the time a vote is taken by (i) submitting a duly executed proxy bearing a later date to the Secretary of the Company, (ii) filing with the Secretary of the Company a later dated written revocation or (iii) attending and voting at the Stockholder Meeting in person. Attendance at the Stockholder Meeting will not in and of itself constitute a revocation.

What should I do if I receive a proxy card solicited by the Company?

If you submit a proxy to us by signing and returning the enclosed WHITE proxy card, do not sign or return the proxy card solicited by the Company or follow any voting instructions provided by the Company unless you intend to change your vote, because only your latest-dated proxy will be counted.

If you have already sent a proxy card to the Company, you may revoke it and provide your support to the Third Point Nominees by signing, dating and returning the enclosed WHITE proxy card.

Who can vote?

Only holders of record of Common Stock on the record date to be established by the Board of Directors for the Stockholder Meeting (the "Record Date"), will be entitled to vote at the Stockholder Meeting. If you are a stockholder of record on the Record Date, you will retain the voting, rights in connection with the Stockholder Meeting even if you sell such shares after the Record Date. Accordingly, it is important that you vote the shares of Common Stock held by you on the Record Date, or grant a proxy to vote such shares on the WHITE proxy card, even if you sell such shares after such date.

What is the required quorum?

According to the Company's bylaws, the holders of a majority of shares of Common Stock entitled to vote at the Stockholder Meeting, present in person or by proxy, constitute a quorum.

What vote is required to elect the Third Point Nominees?

Based on the Company's proxy statement for its 2005 annual meeting:

- o the three nominees receiving the highest number of affirmative votes at the Stockholder Meeting will be elected to the Board of Directors; and
- o abstentions and broker non-votes will be counted as "present" when determining whether there is a quorum, but will not be counted toward a nominee's attainment of a plurality.

How will my shares be voted?

Shares of Common Stock represented by a valid, unrevoked WHITE proxy card will be voted in accordance with the recommendations made in this Proxy Statement unless you otherwise indicate on the proxy card. Except as set forth in this Proxy Statement, including the possible election of the Company's

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independent accountants, the Third Point Entities are not aware of any other matter to be considered at the Stockholder Meeting. However, if the Third Point Entities learn of any other proposals made at a reasonable time before the Stockholder Meeting, the Third Point Entities will either supplement this Proxy Statement and provide an opportunity to stockholders to vote by proxy directly on such matter or will not exercise discretionary authority with respect thereto. If other proposals are made thereafter, the persons named as proxies on the WHITE proxy card solicited by the Third Point Entities will vote such proxies in their discretion.

The Third Point Entities are only proposing two nominees, while three directors are expected to be elected at the Stockholder Meeting. If I vote my shares on the WHITE proxy card, how many nominees will I be voting for?

The Third Point Entities are seeking to elect the maximum number of Third Point Nominees. The Third Point Entities expect to cumulate all of the votes received in favor of the Third Point Nominees. If the two Third Point Nominees are elected, the nominee of the Company who receives the greatest number of votes would be elected as the third director.

INFORMATION ABOUT THE COMPANY

Based upon documents publicly filed by the Company, the mailing address of the principal executive offices of the Company is 4 North 4th Street, Richmond, VA 23219.

Appendix C to this Proxy Statement sets forth information obtained from the Company's public filings related to the beneficial ownership of shares of Common Stock.

Except as otherwise noted herein, the information in this Proxy Statement concerning the Company has been taken from or is based upon documents and records on file with the SEC and other publicly available information. Although the Third Point Entities do not have any knowledge indicating that any statement contained herein is untrue, we do not take any responsibility, except to the extent imposed by law, for the accuracy or completeness of statements taken from public documents and records that were not prepared by or on behalf of the Third Point Entities, or for any failure by the Company to disclose events that may affect the significance or accuracy of such information.

OTHER MATTERS

Except as set forth in this Proxy Statement, including the possible election of the Company's independent accountants, the Third Point Entities are not aware of any other matter to be considered at the Stockholder Meeting. However, if the Third Point Entities learn of any other proposals made at a reasonable time before the Stockholder Meeting, the Third Point Entities will either supplement this Proxy Statement and provide an opportunity to stockholders to vote by proxy directly on such matter or will not exercise discretionary authority with respect thereto. If other proposals are made thereafter, the persons named as proxies on the WHITE proxy card solicited by the Third Point Entities will vote such proxies in their discretion.

Third Point LLC
Third Point Offshore Fund Ltd.
Third Point Partners LP
Third Point Ultra Ltd.
Lyxor/Third Point Fund Ltd.
Third Point Partners Qualified LP

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Third Point Resources LP
 Third Point Resources Ltd.
 Daniel S. Loeb
 Todd Q. Swanson

March ____, 2006

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Appendix A

INFORMATION CONCERNING PARTICIPANTS IN THE PROXY SOLICITATION

The following sets forth the name, business address, and the number of shares of Common Stock of the Company beneficially owned (as determined in accordance with Rule 13d-3 under the Securities Exchange Act of 1934, as amended (the "Exchange Act")) as of March 17, 2006 by each of (i) the Third Point Entities and (ii) the Third Point Nominees:

Name	Business Address	Number of Shares of Common Stock of the Company Beneficially Owned
-----	-----	-----
Third Point LLC(2)	390 Park Avenue New York, NY 10022	4,800,000
Third Point Offshore Fund Ltd.	c/o Walkers SPV Limited Walker House Mary Street P.O. Box 908GT George Town Grand Cayman Cayman Islands British West Indies	2,705,400
Third Point Ultra Ltd.	c/o Walkers (BVI) Limited of Walkers Chambers P.O. Box 92 Road Town Tortola British Virgin Islands	502,300
Third Point Partners LP	390 Park Avenue New York, NY 10022	500,200

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Lyxor/Third Point Fund Ltd.	c/o Lyxor Asset Management Tour Societe Generale 17 Cours Valmy 92987 Paris-La Defense Cedex France	311,100
Third Point Partners Qualified LP	390 Park Avenue New York, NY 10022	291,200
Third Point Resources Ltd.	390 Park Avenue New York, NY 10022	327,500

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Third Point Resources LP	c/o Walkers SPV Limited Walker House Mary Street P.O. Box 908GT George Town Grand Cayman Cayman Islands British West Indies	162,300
Daniel S. Loeb(3)	390 Park Avenue New York, NY 10022	4,800,000
Todd Q. Swanson	390 Park Avenue New York, NY 10022	--

-
- (1) All percentages are based on the 81,939,989 shares of Common Stock outstanding as of February 28, 2006.
- (2) Third Point LLC is the investment manager or adviser to the Funds, which include Third Point Offshore Fund Ltd., Third Point Partners LP, Third Point Ultra Ltd., Lyxor/Third Point Fund Ltd., Third Point Partners Qualified LP, Third Point Resources LP and Third Point Resources Ltd., and as such may be deemed the beneficial owner of the shares held for their account.
- (3) Mr. Loeb is the managing member of Third Point LLC and controls Third Point LLC's business activities. Third Point LLC is the investment manager or advisor to the Funds. As such, Mr. Loeb may be deemed the beneficial owner of the shares held for the account of the Funds.

Except as set forth in this Proxy Statement, in the Appendices hereto or filings of the Third Point Entities pursuant to Section 13 of the Exchange Act to the best knowledge of the Third Point Entities, none of the Third Point Entities, any of the persons participating in this solicitation on behalf of the Third Point Entities, any of the Third Point Nominees nor any associate of any of the foregoing persons (i) owns beneficially, directly or indirectly, or has the right to acquire, any securities of the Company or any parent or subsidiary of the Company, (ii) owns any securities of the Company of record but not beneficially, (iii) has purchased or sold any securities of the Company within

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the past two years, (iv) has incurred indebtedness for the purpose of acquiring or holding securities of the Company, (v) is or has been a party to any contract, arrangement or understanding with respect to any securities of the Company within the past year, (vi) has been indebted to the Company or any of its subsidiaries since the beginning of the Company's last fiscal year, (vii) has any arrangement or understanding with respect to future employment by the Company or with respect to any future transactions to which the Company or any of its affiliates will be or may be a party or (viii) has engaged in or had a direct or indirect interest in any transaction, or series of similar transactions, since the beginning of the Company's last fiscal year, or any currently proposed transaction, or series of similar transactions, to which the Company or any of its subsidiaries was or is to be a party, in which the amount involved exceeds \$60,000. In addition, except as set forth in this Proxy Statement or in the Appendices hereto, to the best knowledge of the Third Point Entities, none of the Third Point Entities, any of the persons participating in this solicitation on behalf of the Third Point Entities, any of the Third Point Nominees, nor any associate of any of the foregoing persons has had or is deemed to have a direct or indirect material interest in any transaction with the Company since the beginning of the Company's last fiscal year, or in any proposed transaction, to which the Company or any of its affiliates was or is a party.

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None of the corporations or organizations in which any of the Third Point Nominees has conducted his principal occupation or employment was a parent, subsidiary or other affiliate of the Company, and none of the Third Point Nominees holds any position or office with the Company, has any family relationship with any executive officer or director of the Company or each other, or has been involved in any legal proceedings of the type required to be disclosed by the rules governing this solicitation.

To the knowledge of the Third Point Nominees, there are no material proceedings to which either Third Point Nominee, or any of their associates, is a party adverse to the Company or any of its subsidiaries, or in which either of the Third Point Nominees or any of their associates has a material interest adverse to the Company or any of its subsidiaries.

During the past five years and, with respect to (b) below, during the past ten years:

(a) No petition under the Federal bankruptcy laws or any state insolvency law has been filed by or against, and no receiver, fiscal agent or similar officer has been appointed by a court for the business or property of, any Third Point Nominee, or any partnership in which any Third Point Nominee was a general partner at or within two years before the time of such filing, or any corporation or business association of which he was an executive officer at or within two years before the time of such filing;

(b) No Third Point Nominee has been convicted in a criminal proceeding or is a named subject of a pending criminal proceeding (excluding traffic violations and other minor offenses);

(c) No Third Point Nominee has been the subject of any order, judgment or decree, not subsequently reversed, suspended or vacated, of any court of competent jurisdiction, permanently or temporarily enjoining such person from, or otherwise limiting, the following activities:

(i) Acting as a futures commission merchant, introducing

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broker, commodity trading advisor, commodity pool operator, floor broker, leverage transaction merchant, any other person regulated by the Commodity Futures Trading Commission, or an associated person of any of the foregoing, or as an investment advisor, underwriter, broker or dealer in securities, or as an affiliated person, director or employee of any investment company, bank, savings and loan association or insurance company, or engaging in or continuing any conduct or practice in connection with such activity;

(ii) Engaging in any type of business practice; or

(iii) Engaging in any activity in connection with the purchase or sale of any security or commodity or in connection with any violation of Federal or State securities laws or Federal commodities laws;

(d) No Third Point Nominee has been the subject of any order, judgment or decree, not subsequently reversed, suspended or vacated, of any Federal or State authority barring, suspending or otherwise limiting for more than 60 days the right of such person to engage in any activity described in paragraph (c) (i) above, or to be associated with persons engaged in any such activity;

(e) No Third Point Nominee has been found by a court of competent jurisdiction in a civil action or by the Commission to have violated any Federal or State securities law, where the judgment in such civil action or finding by the Commission has not been subsequently reversed, suspended or vacated; and

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(f) No Third Point Nominee has been found by a court of competent jurisdiction in a civil action or by the Commodities Futures Trading Commission to have violated any Federal commodities law, where the judgment in such civil action or finding by the Commodity Futures Trading Commission has not been subsequently reversed, suspended or vacated.

Since the beginning of the Company's last fiscal year, neither of the Third Point Nominees currently has or has had any relationship of the nature described in Item 404(b) of Regulation S-K, promulgated by the Securities and Exchange Commission under the Exchange Act. Specifically, since the beginning of the Company's last fiscal year, neither of the Third Point Nominees has been an officer, director, partner or employee of, nor has either of them owned, directly or indirectly, beneficially or of record, more than 10% of the equity interest in, any of the following types of organizations:

(a) Any organization that has made or proposes to make payments to the Company or any of its subsidiaries for property or services in excess of the amounts specified in such Item 404(b);

(b) Any organization to which the Company or any of its subsidiaries was indebted, at the end of the Company's last full fiscal year, in excess of the amount specified in such Item 404(b);

(c) Any organization to which the Company or any of its subsidiaries has made or proposes to make payments for property or services in excess of the amounts specified in such Item 404(b); or

(d) Any organization that provided or proposes to provide legal services or investment banking services to the Company or any of its subsidiaries in excess of the amounts specified in such Item 404(b).

No Third Point Nominee has failed to file reports related to the Company that are required by Section 16(a) of the Exchange Act.

Appendix B

TRANSACTIONS IN MASSEY ENERGY COMPANY

The following table sets forth information with respect to all purchases and sales of shares of Common Stock by the Third Point Entities and its associates, affiliates and the Third Point Nominees during the past two years (amounts in parentheses indicate a sale of shares):

Date	Partners (1)	Offshore (2)	Qualified (3)	Ultra (4)	Resources LP (5)	Resource
8-25-04	19,800	51,300	--	9,750	3,450	
12-7-04	(19,800)	(51,300)	--	(9,750)	(3,450)	
8-17-05	24,800	120,500	10,000	14,700	7,000	
8-17-05	40,400	196,000	16,100	23,800	11,400	
8-17-05	18,600	90,400	7,500	10,900	5,300	
8-17-05	12,400	60,300	5,000	7,400	3,500	
8-17-05	12,400	60,200	5,000	7,300	3,500	
8-18-05	74,700	362,500	30,000	43,000	21,000	
8-18-05	31,000	150,800	12,400	18,300	8,700	
8-19-05	15,500	75,600	6,300	8,900	4,400	
8-19-05	37,300	181,000	14,900	21,800	10,500	
8-22-05	37,100	180,300	14,900	22,500	10,600	
8-23-05	8,500	41,600	3,400	5,900	2,500	
8-24-05	26,800	130,200	10,700	--	7,500	
8-25-05	12,400	59,700	5,000	6,300	4,000	
8-29-05	13,000	80,000	7,000	7,000	44,000	
8-30-05	23,500	103,000	8,000	13,000	8,600	
8-31-05	300	18,700	14,500	24,600	3,200	
9-2-05	15,800	72,800	5,800	12,200	4,400	
9-6-05	26,800	129,900	11,500	16,400	10,700	
9-6-05	11,800	57,900	5,100	7,300	4,700	
9-7-05	11,600	58,600	5,200	8,500	4,000	
9-7-05	41,400	202,700	18,000	25,500	16,300	
9-7-05	5,900	28,900	2,600	3,600	2,300	
9-9-05	11,500	56,600	5,000	7,400	4,700	
9-12-05	2,800	15,100	1,100	3,400	1,400	
9-14-05	3,600	15,800	1,500	1,600	300	
9-16-05	4,200	20,300	1,800	2,500	1,600	
9-16-05	11,800	58,000	5,100	7,300	4,700	

(1) Third Point Partners LP

(2) Third Point Offshore Fund Ltd.

(3) Third Point Partners Qualified LP

(4) Third Point Ultra Ltd.

(5) Third Point Resources LP

(6) Third Point Resources Ltd.

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(7) Lyxor/Third Point Fund Ltd.

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9-20-05	--	--	--	--	18,000
9-30-05	(12,000)	--	5,000	1,100	400
10-27-05	(24,100)	(83,200)	(7,400)	(34,900)	(12,200)
10-28-05	(12,500)	(62,300)	(5,700)	(8,800)	(5,600)
10-31-05	(43,500)	(266,000)	(12,000)	--	(21,500)
11-1-05	--	(19,500)	(2,500)	--	(1,000)
11-2-05	61,600	--	28,800	25,400	28,400
11-2-05	30,000	--	15,000	125,000	10,000
11-14-05	(31,000)	--	(15,000)	(21,000)	(11,000)
12-8-05	--	200,000	--	--	--
12-8-05	--	100,000	--	--	--
12-30-05	(13,000)	(26,500)	42,300	39,800	(34,200)
1-20-06	--	150,000	--	--	--
1-23-06	(21,900)	(128,600)	(11,800)	(14,800)	(6,000)
1-31-06	(6,700)	(6,300)	(1,800)	6,200	800
2-1-06	(2,000)	(8,600)	800	(2,400)	(2,000)
2-7-06	9,400	42,700	5,400	6,500	1,600
2-28-06	(1,500)	19,700	(3,800)	16,400	(21,200)
3-7-06	4,500	21,000	4,500	3,300	1,200
3-10-06	6,000	34,000	4,100	3,600	--
3-13-06	5,600	28,300	2,800	6,500	1,300
3-15-06	15,400	83,300	9,100	19,300	4,500

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Appendix C

SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS

The following table sets forth, to the knowledge of the Third Point Entities based on a review of publicly available information filed with the SEC, each person (other than directors, whose beneficial ownership is in the table on the following page, and the Third Point Entities, whose beneficial ownership is in the table in Appendix A) reported to own beneficially more than 5% of the outstanding Common Stock:

Name and Address of Beneficial Owner	Number of Shares of Common Stock the Company Beneficially Owned
-----	-----
Joint filing by: (2)	7,498,053
The PNC Financial Services Group, Inc. One PNC Plaza 249 Fifth Avenue	

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Pittsburgh, PA 15222
and
PNC Bancorp, Inc.
300 Delaware Avenue
Suite 304
Wilmington, DE 19801
and
PNC Bank, National Association
State Street Research & Management Company
PNC Equity Securities, LLC
One PNC Plaza
249 Fifth Avenue
Pittsburgh, PA 15222
and
BlackRock Advisors, Inc.
BlackRock Financial Management, Inc.
BlackRock Capital Management, Inc.
100 Bellevue Parkway
Wilmington, DE 19809

JANA Partners LLC (3) 5,791,700
c/o Schulte Roth & Zabel LLP
919 Third Avenue
New York, NY 10022

State Street Research & Management Company (4) 5,556,850
One Financial Center, 31st floor
Boston, MA 02111

Dodge & Cox (5) 5,551,353
One Sansome Street
35th Floor
San Francisco, CA 94104

1. All percentages are based on the 81,976, 239 shares of Common Stock outstanding as of February 28, 2006 according to the Company's last Annual Report on Form 10-K for the year ending December 31, 2005.

2. Pursuant to a Schedule 13G filed on February 14, 2006 by The PNC Financial Services Group, Inc., PNC Bancorp, Inc., PNC Bank, National Association, BlackRock Advisors, Inc., BlackRock Capital Management Inc., BlackRock Financial Management, Inc., State Street Research & Management Company and PNC Equity Securities, LLC which reported sole voting power over 7,498,053 shares, sole dispositive power over 7,478,592 shares and shared dispositive power over 1,634 shares.

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3. Pursuant to a Schedule 13D/A filed on October 28, 2005 by JANA Partners LLC which reported sole voting and dispositive power over 5,791,700 shares.

4. Pursuant to a Schedule 13G filed on January 27, 2005 by State Street Research & Management Company which reported sole voting power over 5,473,450 shares and sole dispositive power over 5,556,850 shares.

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5. Pursuant to a Schedule 13G filed on February 14, 2001 by Dodge & Cox which reported sole voting power over 5,259,303 shares, shared voting power over 48,500 shares and sole dispositive power over 5,551,353 shares.

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SECURITY OWNERSHIP OF MANAGEMENT

The following table sets forth, to the knowledge of the Third Point Entities based on a review of the Company's proxy statement filed with the SEC on May 24, 2005, information with respect to the beneficial ownership of shares of Common Stock by each of the Company's directors and executive officers and all directors and executive officers as a group:

Name ----	Number of Shares Beneficially Owned -----	Percent of Common Stock of the Company (1) -----
John C. Baldwin	8,112	*
James B. Crawford	6,804	*
E. Gordon Gee 16,224 *		
William R. Grant	113,114	*
Dan R. Moore	12,168	*
Martha R. Seger	15,310	*
Don L. Blankenship	353,607	*
Bobby R. Inman	17,082	*
Baxter F. Phillips, Jr.	61,605	*
J. Christopher Adkins	59,007	*
H. Drexel Short, Jr.	125,061	*
Thomas J. Dostart	21,729	*
James L. Gardner	1,599	*

* Less than 1%

1. All percentages are based on the 81,976,239 shares of Common Stock outstanding as of February 28, 2006 according to the Company's last Annual Report on Form 10-K for the year ending December 31, 2005.

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IMPORTANT

Please review this proxy statement and the enclosed materials carefully. YOUR VOTE IS VERY IMPORTANT, no matter how many or how few shares you own.

1. If your shares are registered in your own name, please sign, date and mail the enclosed WHITE proxy card to D.F. King & Co., Inc., in the postage-paid envelope provided today.
2. If you have previously signed and returned a proxy card to Massey Energy, you have every right to change your vote. Only your latest dated proxy card will count. You may revoke any proxy card already sent to Massey Energy by signing, dating and mailing the enclosed WHITE proxy card in the postage-paid envelope provided. Any proxy may be revoked at any time prior to the 2006 Stockholder Meeting by delivering a written notice of revocation or a later dated proxy for the 2006 Stockholder Meeting to D.F. King & Co., Inc., or by voting in person at the 2006 Stockholder Meeting.
3. If your shares are held in the name of a brokerage firm, bank nominee or other institution, only it can vote your shares and only after receiving your specific instructions. Accordingly, please sign, date and mail the enclosed WHITE proxy card in the postage-paid envelope provided, and to ensure that your shares are voted, you should also contact the person responsible for your account and give instructions for a WHITE proxy card to be issued representing your shares.
4. After signing the enclosed WHITE proxy card, do not sign or return Massey Energy's proxy card unless you intend to change your vote, because only your latest dated proxy card will be counted.

If you have any questions concerning this proxy statement, would like to request additional copies of this proxy statement or need help voting your shares, please contact our proxy solicitor:

D.F. King & Co., Inc.
48 Wall Street
New York, NY 10005
Call Toll-Free: (800) 628-8532
Banks and Brokerage Firms Call Collect: (212) 269-5550

MASSEY ENERGY COMPANY

THIS PROXY IS SOLICITED ON BEHALF OF THIRD POINT LLC, THIRD POINT OFFSHORE FUND LTD., THIRD POINT PARTNERS LP, THIRD POINT ULTRA LTD., LYXOR/THIRD POINT FUND LTD., THIRD POINT PARTNERS QUALIFIED LP, THIRD POINT RESOURCES LP, THIRD POINT RESOURCES LTD., DANIEL S. LOEB AND TODD Q. SWANSON

This proxy will be voted in accordance with your instructions specified below. If you do not give any specific instructions, this proxy will be voted FOR the election of the Third Point Nominees, Daniel S. Loeb and Todd Q. Swanson. IN ADDITION, THE PROXIES ARE AUTHORIZED TO VOTE IN THEIR DISCRETION FOR ANY SUBSTITUTE NOMINEES AS THE PROXIES MAY SELECT IF ANY NOMINEE NAMED BELOW IS UNABLE TO SERVE AND ON ANY OTHER MATTERS THAT MAY PROPERLY COME BEFORE THE STOCKHOLDER MEETING.

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Stockholders have the right to vote cumulatively in the election of directors and at the Stockholder Meeting we intend to invoke our right to cumulate our votes for the election of our nominees, Daniel S. Loeb and Todd Q. Swanson. THIS PROXY CARD GIVES OUR PROXIES FULL DISCRETIONARY AUTHORITY TO VOTE CUMULATIVELY AND TO ALLOCATE VOTES AMONG MESSRS. LOEB AND SWANSON, UNLESS AUTHORITY TO VOTE FOR ANY OF THEM IS WITHHELD BELOW.

Please mark an "X" in the appropriate box below. We recommend that you vote FOR our nominees, Daniel S. Loeb and Todd Q. Swanson.

1. Election of Directors

For our director nominees [] Withhold for all nominees []

Mr. Daniel S. Loeb

Mr. Todd Swanson

YOU MAY WITHHOLD AUTHORITY TO VOTE FOR ANY INDIVIDUAL BY WRITING THE NAME OF THE NOMINEE YOU DO NOT SUPPORT ON THE LINE BELOW. IF YOU WITHHOLD DISCRETIONARY AUTHORITY TO VOTE FOR ONE OF THE THIRD POINT NOMINEES, WE WILL ALLOCATE YOUR VOTES TO THE REMAINING NOMINEE.

2. Appointment of Ernst & Young LLP as independent accountants for 2006. For [] Against [] Abstain []

[Continued, and to be signed, on other side]

[Continued from other side]

The undersigned hereby appoints Daniel S. Loeb or Todd Q. Swanson, or either of them, with full power of substitution, as proxies to vote, as indicated above, for and in the name of the undersigned all shares of Massey Energy Company that the undersigned is entitled to vote at the Stockholder Meeting scheduled to be held on [May 16, 2006] at [], and at any adjournments or postponements of the meeting.

This proxy card revokes all previously given by the undersigned.

Please sign exactly as your name appears on this proxy card. All joint owners should sign. If you are signing in a fiduciary capacity or as a corporate officer, please also provide your full title.

Dated _____, 2006

Signature of stockholder

Signature if held jointly

Title, if applicable