

NAVARRE RICHARD A  
Form 4  
January 05, 2006

**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 \*  
NAVARRE RICHARD A

(Last) (First) (Middle)  
701 MARKET STREET  
(Street)

ST. LOUIS, MO 63101-1826

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
PEABODY ENERGY CORP [BTU]

3. Date of Earliest Transaction  
(Month/Day/Year)  
01/03/2006

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
EVP and CFO

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 Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership Indirect Beneficial Ownership (Instr. 4)
				(A) or (D)	Code V Amount (D) Price		

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)**

1. Title of Derivative Security	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Security (Instr. 3 and 4)
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 86.2	01/03/2006	A	22,010					01/03/2007 <sup>(1)</sup>	01/02/2016	Common Stock	22,010
Employee Stock Option (right to buy)	\$ 86.2	01/03/2006	A	22,697					01/03/2009 <sup>(3)</sup>	01/02/2016	Common Stock	22,697

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
NAVARRE RICHARD A 701 MARKET STREET ST. LOUIS, MO 63101-1826			EVP and CFO	

## Signatures

Richard A. Navarre by Joseph W. Bean,  
Attorney-in-Fact 01/05/2006

\*\*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).
- (1) The options vest in three equal annual installments beginning on January 3, 2007.
- (2) The numbers reported in this column 9 of Table II do not include an additional 252,905 options with different expiration dates and exercise prices.
- (3) The options vest on January 3, 2009.

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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### **Item 1.01. Entry into a Material Definitive Agreement**

On November 9, 2012, OneBeacon U.S. Holdings, Inc. (the Issuer) closed its previously announced offering (the Offering) of \$275 million aggregate principal amount of its 4.60% Senior Notes due 2022 (the Notes). The Notes have been registered under the Securities Act of 1933, as amended. The Notes are unsecured, unsubordinated obligations of the Issuer and are guaranteed on an unsecured basis by the company's indirect parent, OneBeacon Insurance Group, Ltd. (the Guarantor). The net proceeds of the Offering will be used to redeem all of the Issuer's outstanding 5.875% Senior Notes due 2013 (the 2013 Notes).

The Notes were issued pursuant to an indenture, dated as of November 9, 2012, among the Issuer, the Guarantor and The Bank of New York Mellon Trust Company, N.A., as trustee (the Base Indenture) as amended and supplemented by the First Supplemental Indenture (the Supplemental Indenture) and, together with the Base Indenture, the Indenture), dated as of November 9, 2012, among the Issuer, the Guarantor and the Trustee. The Issuer may redeem the Notes, in whole or in part (equal to an integral multiple of \$1,000), at its option at any time and from time to time. The redemption price for the Notes to be redeemed will be equal to the greater of (i) the principal amount being redeemed, or (ii) the sum of the present values of the remaining scheduled payments of interest and principal on the Notes to be redeemed (exclusive of interest accrued and unpaid to, but not including, the date of redemption) discounted to the date of redemption on a semiannual basis, assuming a 360-day year consisting of twelve 30-day months, at the Treasury Rate (as defined in the specimen of the Note) plus 45 basis points, plus accrued and unpaid interest to the date of redemption.

The covenants in the Indenture limit the ability of the Issuer and the Guarantor to, among other things: (1) incur liens; (2) enter into sale leaseback transactions; and (3) merge or consolidate with any other person.

The Indenture provides for customary events of default which include, among others, (1) nonpayment of principal or interest; (2) breach of certain agreements in the Indenture; (3) failure to make payments on certain other indebtedness; and (4) certain events of bankruptcy or insolvency.

The foregoing summary of the Indenture does not purport to be complete and is subject to, and qualified in its entirety by, the full text of the Base Indenture and the Supplemental Indenture, which are filed as Exhibits 4.1 and 4.2 hereto, respectively, and incorporated by reference herein.

### **Item 8.01 Other Events**

On November 9, 2012, the Issuer also delivered notice that it had called for redemption of all of the 2013 Notes that remain outstanding.

**Item 9.01. Financial Statements and Exhibits**

<b>Exhibit No.</b>	<b>Description of Exhibit</b>
4.1	Indenture, dated as of November 9, 2012, among OneBeacon U.S. Holdings, Inc., OneBeacon Insurance Group, Ltd. and The Bank of New York Mellon Trust Company, N.A., as trustee
4.2	First Supplemental Indenture, dated as of November 9, 2012, among OneBeacon U.S. Holdings, Inc., OneBeacon Insurance Group, Ltd. and The Bank of New York Mellon Trust Company, N.A., as trustee
4.3	Form of 4.60% Senior Note due 2022 (included in Exhibit 4.2)
5.1	Opinion of Cravath, Swaine & Moore LLP
5.2	Opinion of Conyers Dill & Pearman Limited
23.1	Consent of Cravath, Swaine & Moore LLP (included in Exhibit 5.1)
23.2	Consent of Conyers Dill & Pearman Limited (included in Exhibit 5.2)

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 hereunto duly authorized.

ONEBEACON INSURANCE GROUP, LTD.  
ONEBEACON U.S. HOLDINGS, INC.

By: /s/ Paul H. McDonough  
Name: Paul H. McDonough  
Title: Chief Financial Officer

Date: November 9, 2012

**EXHIBIT INDEX**

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