

SunCoke Energy, Inc.  
Form SC 13G  
October 04, 2013

SECURITIES  
AND  
EXCHANGE  
COMMISSION  
Washington,  
D.C. 20549

SCHEDULE  
13G

Under the  
Securities  
Exchange Act of  
1934  
(Amendment  
No.)\*

Suncoke  
Energy, Inc.  
(Name of  
Issuer)

Common Stock  
(Title of Class  
of Securities)

86722A103  
(CUSIP  
Number)

September 25,  
2013  
(Date of Event  
Which Requires  
Filing of This  
Statement)

Check the  
appropriate box  
to designate the  
rule pursuant to  
which this  
Schedule is  
filed:

“ Rule 13d-1(b)  
pRule 13d-1(c)  
“ Rule 13d-1(d)

(Page 1 of 12  
Pages)

|  |   |
|--|---|
| <b>1</b>   | NAME OF REPORTING PERSON  |
| <b>2</b>   | JET CAPITAL INVESTORS, L.P.<br>CHECK THE APPROPRIATE BOX IF A MEMBER (b) (1) OF A GROUP |
| <b>3</b>   | SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION                                       |
| <b>4</b>   | Delaware, USA   |
| <b>5</b>   | SOLE VOTING POWER   |
| <b>6</b>   | 0 SHARED VOTING POWER   |
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH: | 3,734,677 SOLE DISPOSITIVE POWER  |
| <b>7</b>   | 0 SHARED DISPOSITIVE POWER  |
| <b>8</b>   | 0 SHARED DISPOSITIVE POWER  |
| <b>9</b>   | 3,734,677 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON                  |
| <b>10</b>  | 3,734,677 CHECK BOX IF THE  |

**11** AGGREGATE  
AMOUNT IN  
ROW (9)  
EXCLUDES  
CERTAIN  
SHARES  
PERCENT OF  
CLASS  
REPRESENTED BY  
AMOUNT IN ROW  
(9)

**12** 5.34%  
TYPE OF  
REPORTING  
PERSON

IA

|  |  |
|--|--|
| <b>1</b>   | NAME OF REPORTING PERSON                                     |
|  | Jet Capital Management, L.L.C.                               |
| <b>2</b>   | CHECK THE APPROPRIATE BOX IF A MEMBER (b) 1 OF A GROUP       |
| <b>3</b>   | SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION            |
|  | Delaware, USA  |
| <b>5</b>   | SOLE VOTING POWER  |
|  | 0  |
| <b>6</b>   | SHARED VOTING POWER  |
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH: | 2,597,998  |
| <b>7</b>   | SOLE DISPOSITIVE POWER                                       |
|  | 0  |
| <b>8</b>   | SHARED DISPOSITIVE POWER                                     |
|  | 2,597,998  |
| <b>9</b>   | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON |
| <b>10</b>  | 2,597,998 ..   |

**11** CHECK BOX  
IF THE  
AGGREGATE  
AMOUNT IN  
ROW (9)  
EXCLUDES  
CERTAIN  
SHARES  
PERCENT OF  
CLASS  
REPRESENTED BY  
AMOUNT IN ROW  
(9)

**12** 3.71%  
TYPE OF  
REPORTING  
PERSON

OO

|  |  |
|--|--|
| <b>1</b>   | NAME OF REPORTING PERSON                                     |
|  | Alan S. Cooper   |
| <b>2</b>   | CHECK THE APPROPRIATE BOX IF A MEMBER (b) (1) OF A GROUP     |
| <b>3</b>   | SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION            |
|  | USA  |
| <b>5</b>   | SOLE VOTING POWER  |
|  | 0  |
| <b>6</b>   | SHARED VOTING POWER  |
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH: | 3,734,677  |
| <b>7</b>   | SOLE DISPOSITIVE POWER                                       |
|  | 0  |
| <b>8</b>   | SHARED DISPOSITIVE POWER                                     |
|  | 3,734,677  |
| <b>9</b>   | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON |
| <b>10</b>  | 3,734,677 CHECK BOX IF THE                                   |

**11** AGGREGATE  
AMOUNT IN  
ROW (9)  
EXCLUDES  
CERTAIN  
SHARES  
PERCENT OF  
CLASS  
REPRESENTED BY  
AMOUNT IN ROW  
(9)

**12** 5.34%  
TYPE OF  
REPORTING  
PERSON

IN



|  |  |
|--|--|
| <b>1</b>   | NAME OF REPORTING PERSON                                     |
|  | Matthew Mark   |
| <b>2</b>   | CHECK THE APPROPRIATE BOX IF A MEMBER (b) (1) OF A GROUP     |
| <b>3</b>   | SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION            |
|  | USA  |
| <b>5</b>   | SOLE VOTING POWER  |
|  | 0  |
| <b>6</b>   | SHARED VOTING POWER  |
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH: | 3,734,677  |
| <b>7</b>   | SOLE DISPOSITIVE POWER                                       |
|  | 0  |
| <b>8</b>   | SHARED DISPOSITIVE POWER                                     |
|  | 3,734,677  |
| <b>9</b>   | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON |
| <b>10</b>  | 3,734,677 CHECK BOX IF THE                                   |

**11** AGGREGATE  
AMOUNT IN  
ROW (9)  
EXCLUDES  
CERTAIN  
SHARES  
PERCENT OF  
CLASS  
REPRESENTED BY  
AMOUNT IN ROW  
(9)

**12** 5.34%  
TYPE OF  
REPORTING  
PERSON

IN

**Item 1(a). NAME OF ISSUER**  
SUNCOKE ENERGY, INC.

**Item 1(b). ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES**  
1011 Warrenville Road, Suite 600, Lisle, Illinois 60532

**Item 2(a). NAME OF PERSON FILING**

(i) Jet Capital Investors, L.P. (the "Investment Manager"), a Delaware limited partnership which serves as investment manager to Jet Capital Master Fund LP and Jet Capital Select Opportunities Master Fund, LP (together, the "Master Funds") and certain discretionary accounts (the "Discretionary Accounts", and together with the Master Funds, the "Funds") with respect to shares of common stock directly owned by the Funds.

(ii) Jet Capital Management, L.L.C. (the "General Partner"), a Delaware limited liability company which serves as the general partner of the Master Funds, with respect to shares of common stock directly owned by the Master Funds.

(iii) Alan S. Cooper ("Mr. Cooper"), who, together with Mr. Mark, is responsible for the supervision and conduct of all investment activities of the Investment Manager and the General Partner, including, without limitation, for all investment decisions with respect to the assets of the Funds, with respect to shares of common stock directly owned by the Funds, and with respect to shares of common stock directly owned by him.

(iv) Matthew Mark ("Mr. Mark"), who, together with Mr. Cooper, is responsible for the supervision and conduct of all investment activities of the Investment Manager and the General Partner, including, without limitation, for all investment decisions with respect to the assets of the Funds, with respect to shares of common stock directly owned by the Funds.

The foregoing persons are hereinafter sometimes collectively referred to as the "Reporting Persons." Any disclosures herein with respect to persons other than the Reporting Persons are made on information and belief after making inquiry to the appropriate party. The filing of this statement should not be construed as an admission that any of the Reporting Persons is, for the purposes of Section 13G of the Act, the beneficial owner of the common stock reported herein.

**Item 2(b). ADDRESS OF PRINCIPAL BUSINESS OFFICE OR, IF NONE, RESIDENCE**

- (i) The Investment Manager: 667 Madison Avenue 9th Floor, New York, NY 10021
- (ii) The General Partner: 667 Madison Avenue 9th Floor, New York, NY
- (iii) Mr. Cooper: 667 Madison Avenue 9th Floor, New York, NY 10021
- (iv) Mr. Mark: 667 Madison Avenue 9th Floor, New York, NY 10021

**Item 2(c). CITIZENSHIP**

- (i) The Investment Manager: Delaware, USA
- (ii) The General Partner: Delaware, USA
- (iii) Mr. Cooper: USA
- (iv) Mr. Mark: USA

**Item 2(d). TITLE OF CLASS OF SECURITIES**

Common Stock, \$0.01 par value

**Item 2(e). CUSIP NUMBER**

86722A103

**Item 3. IF THIS STATEMENT IS FILED PURSUANT TO Rules 13d-1(b), OR 13d-2(b) OR (c), CHECK WHETHER THE PERSON FILING IS A:**

- (a) " Broker or dealer registered under Section 15 of the Act;
- (b) " Bank as defined in Section 3(a)(6) of the Act;
- (c) " Insurance company as defined in Section 3(a)(19) of the Act;
- (d) " Investment company registered under Section 8 of the Investment Company Act of 1940;
- (e) " An investment adviser in accordance with Rule 13d-1(b)(1)(ii)(E);  
An employee benefit plan or endowment fund in accordance with Rule 13d-1(b)(1)(ii)(F);
- (f) "
- (g) " A parent holding company or control person in accordance with Rule 13d-1(b)(1)(ii)(G);  
A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act;
- (h) "
- (i) " A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act;
- (j) " A non-U.S. institution in accordance with Rule 13d-1(b)(1)(ii)(J);
- (k) " Group, in accordance with Rule 13d-1(b)(1)(ii)(K).

If filing as a non-U.S. institution in accordance with Rule 13d-1(b)(1)(ii)(J), please

specify the type of institution: \_\_\_\_\_

**Item 4. OWNERSHIP**

The percentages used in Item 4 are calculated based upon the 70,001,070 shares of common stock outstanding, as reflected in Suncoke Energy, Inc.'s Form 10-Q/A, as filed on September 10, 2013.

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The information required by Items 4(a)-(c) is set forth in rows 5-11 for each Reporting Person hereto and is incorporated herein by reference for each Reporting Person.

(i) The General Partner:

2,597,998

(A) Amount beneficially owned:

0

(B) Percent of class:

3.71%

(C) Number of shares as to which such person has:

(I) Sole power to vote or to direct the vote

0

(II) Shared power to vote or to direct the vote

2,597,998

(III) Sole power to dispose or to direct the disposition of

0

(IV) Shared power to dispose or to direct the disposition of

2,597,998

(ii) The Investment Manager:

3,734,677

(A) Amount beneficially owned:

0

(B) Percent of class:

5.34%

(C) Number of shares as to which such person has:

(I) Sole power to vote or to direct the vote

0

(II) Shared power to vote or to direct the vote

3,734,677

(III) Sole power to dispose or to direct the disposition of

0

(IV) Shared power to dispose or to direct the disposition of

3,734,677

(iii) Mr. Cooper:

(A) Amount beneficially owned:

3,734,677

(B) Percent of class:

5.34%

(C) Number of shares as to which such person has:

(I) Sole power to vote or to direct the vote

0

(II) Shared power to vote or to direct the vote

3,734,677

(III) Sole power to dispose or to direct the disposition of

0

(IV) Shared power to dispose or to direct the disposition of

3,734,677

(iv) Mr. Mark:

(A) Amount beneficially owned:

3,734,677

(B) Percent of class:

5.34%

(C) Number of shares as to which such person has:

(I) Sole power to vote or to direct the vote

0



(II) Shared power to vote or to direct the vote

3,734,677

(III) Sole power to dispose or to direct the disposition of

0

(IV) Shared power to dispose or to direct the disposition of

3,734,677

**Item 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS**

Not applicable.

**Item 6. OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON**

Not applicable.

**Item 7. IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY OR CONTROL PERSON**

Not applicable.

**Item 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP**

Not applicable.

**Item 9. NOTICE OF DISSOLUTION OF GROUP**

Not applicable.

**Item 10. CERTIFICATION**

Each of the Reporting Persons hereby makes the following certification:

By signing below each Reporting Person certifies that, to the best of his or its knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

SIGNATURES

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

DATE: October 4, 2013

Jet Capital Investors, L.P.

/s/ Alan S. Cooper  
Name: Alan S. Cooper  
Title: Authorized Signatory

Jet Capital Management, L.L.C.

/s/ Alan S. Cooper  
Name: Alan S. Cooper  
Title: Authorized Signatory

/s/ Alan S. Cooper  
Alan S. Cooper

/s/ Matthew Mark  
Matthew Mark

**EXHIBIT 1**

**JOINT FILING AGREEMENT  
PURSUANT TO RULE 13d-1(k)**

The undersigned acknowledge and agree that the foregoing statement on Schedule 13G is filed on behalf of each of the undersigned and that all subsequent amendments to this statement on Schedule 13G shall be filed on behalf of each of the undersigned without the necessity of filing additional joint filing agreements. The undersigned acknowledge that each shall be responsible for the timely filing of such amendments, and for the completeness and accuracy of the information concerning him or it contained herein and therein, but shall not be responsible for the completeness and accuracy of the information concerning the others, except to the extent that he or it knows or has reason to believe that such information is inaccurate.

DATE: October 14, 2013

Jet Capital Investors, L.P.

/s/ Alan S. Cooper  
Name: Alan S. Cooper  
Title: Authorized Signatory

Jet Capital Management, L.L.C.

/s/ Alan S. Cooper  
Name: Alan S. Cooper  
Title: Authorized Signatory

/s/ Alan S. Cooper  
Alan S. Cooper

/s/ Matthew Mark  
Matthew Mark

