

Jewell Resources Corp
Form S-3/A
November 08, 2016
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As filed with the Securities and Exchange Commission on November 8, 2016

Registration No. 333-212785

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

AMENDMENT No. 1
TO
FORM S-3
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

SUNCOKE ENERGY, INC.*
(Exact Name of Registrant as Specified in Its Charter)

Delaware*
(State or Other Jurisdiction of
Incorporation or Organization)

90-0640593*
(I.R.S. Employer
Identification Number)

1011 Warrenville Road, Suite 600

Lisle, IL 60532

(630) 824-1000**

(Address, Including Zip Code, and Telephone Number, Including Area Code, of Registrant's Principal Executive Offices)

Katherine T. Gates

1011 Warrenville Road, Suite 600

Lisle, IL 60532

(630) 824-1000

(Name, Address, Including Zip Code, and Telephone Number, Including Area Code, of Agent For Service)

Copies to:

Gillian A. Hobson

Vinson & Elkins L.L.P.

1001 Fannin Street, Suite 2500

Houston, TX 77002-6760

(713) 758-2222

Approximate date of commencement of proposed sale to the public: From time to time after the effective date of this registration statement as determined by market conditions and other factors.

If the only securities being registered on this Form are being offered pursuant to dividend or interest reinvestment plans, please check the following box:

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered only in connection with dividend or interest reinvestment plans, check the following box:

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a registration statement pursuant to General Instruction I.D. or a post-effective amendment thereto that shall become effective upon filing with the Commission pursuant to Rule 462(e) under the Securities Act, check the following box.

If this Form is a post-effective amendment to a registration statement filed pursuant to General Instruction I.D. filed to register additional securities or additional classes of securities pursuant to Rule 413(b) under the Securities Act, check the following box.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer <input checked="" type="checkbox"/>	Accelerated filer <input type="checkbox"/>
Non-accelerated filer <input type="checkbox"/> (Do not check if a smaller reporting company)	Smaller reporting company <input type="checkbox"/>

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Title of each class of securities to be registered	Amount to be registered (1)(2)	Proposed	Proposed	Amount of registration fee (1)(3)(9)
		maximum aggregate offering price per share (1)(2)	maximum aggregate offering price (1)(2)	
Common stock, \$0.01 par value per share				
Preferred stock, \$0.01 par value per share				
Debt securities (4)				
Warrants (5)				
Rights (6)				
Units (7)				
Guarantees of debt securities (8)				
Total			\$500,000,000	\$50,350

- (1) Pursuant to General Instruction II.D of Form S-3 and Rule 457(o) under the Securities Act of 1933, as amended (the *Securities Act*), the registration fee is calculated on the basis of the initial maximum aggregate offering price of \$500,000,000 for all of the securities listed and, therefore, the table does not specify by each class information as to the amount to be registered or the proposed maximum offering price per security.
- (2) This registration statement covers an indeterminate number or principal amount of each identified class of securities that may be issued in primary offerings, or upon exercise, conversion or exchange of any securities registered hereunder that provide for exercise, conversion or exchange, which shall have an initial maximum aggregate offering price not to exceed \$500,000,000, exclusive of accrued interest and dividends, if any. Pursuant to Rule 416 under the Securities Act, this registration statement also covers such additional number of securities that may be issuable upon exercise, conversion or exchange of other securities or that may become issuable as a result of any stock splits, stock dividends or similar transactions.
- (3) The registration fee has been calculated in accordance with Rule 457(o) under the Securities Act, and is exclusive of accrued interest and dividends, if any.
- (4) With respect to debt securities, excludes accrued interest and accrued amortization of discount, if any, to the date of delivery. If any debt securities are issued at an original issue discount, then the offering price of such debt securities shall be equal to any such greater principal amount due at maturity, such aggregate principal amount not to exceed \$500,000,000 less the value of any securities previously issued hereunder.
- (5) Warrants will represent rights to purchase the debt securities, common stock, or preferred stock being registered hereby. Since the warrants will provide a right only to purchase such securities offered hereunder, no additional registration fee is required.
- (6) Rights will represent rights to purchase shares of common stock or shares of preferred stock being registered hereby. Since the rights will provide a right only to purchase such securities offered hereunder, no additional

registration fee is required.

- (7) Each unit will be issued under a unit agreement and will represent an interest in two or more other securities, which may or may not be separable from one another.
- (8) If a series of debt securities is guaranteed, such series will be guaranteed by one or more of the subsidiaries of SunCoke Energy, Inc. No additional consideration will be received for such guarantees. Pursuant to Rule 457(n) of the Securities Act, no separate fee is payable with respect to the guarantees of the debt securities being registered.
- (9) Previously paid.

***TABLE OF SUBSIDIARY GUARANTOR REGISTRANTS**

Exact Name of Registrant as Specified in its Charter	State or Other Jurisdiction of Incorporation or Organization	I.R.S. Employer Identification No.
Dismal River Terminal LLC	Delaware	47-1930949
Elk River Minerals Corporation	Delaware	23-2376891
Indiana Harbor Coke Company	Delaware	23-2866196
Indiana Harbor Coke Corporation	Indiana	23-2866198
Jewell Coal & Coke Company, Inc.	Virginia	62-0523521
Jewell Coke Acquisition Company	Virginia	26-4616339
Jewell Coke Company, L.P.	Delaware	23-2818770
Jewell Resources Corporation	Virginia	62-0975192
Jewell Smokeless Coal Corporation	Virginia	62-0857142
Oakwood Red Ash Coal Corporation	Virginia	54-0649232
Sun Coal & Coke LLC	Delaware	23-2268198
SunCoke Domestic Finance Corp	Delaware	47-1921053
SunCoke Energy South Shore LLC	Delaware	26-4277070
SunCoke Technology and Development LLC	Delaware	62-1070598

** Each subsidiary guarantor registrant has its principal executive office at c/o SunCoke Energy, Inc., 1011 Warrenville Road, Suite 600, Lisle, Illinois 60532 (telephone: (630) 824-1000).

The registrants hereby amend this Registration Statement on such date or dates as may be necessary to delay its effective date until the registrants shall file a further amendment which specifically states that this Registration Statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act or until the Registration Statement shall become effective on such date as the Securities and Exchange Commission, acting pursuant to said Section 8(a) of the Securities Act, may determine.

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The information in this prospectus is not complete and may be changed. Securities may not be sold pursuant to this prospectus until the registration statement filed with the Securities and Exchange Commission is effective. This prospectus is not an offer to sell these securities, and it is not soliciting an offer to buy these securities in any jurisdiction where the offer or sale is not permitted.

SUBJECT TO COMPLETION, DATED NOVEMBER 8, 2016

PROSPECTUS

\$500,000,000

Common Stock

Preferred Stock

Debt Securities

Warrants

Rights

Units

Guarantees of Debt Securities

SunCoke Energy, Inc. (the *Company*, *we*, *our* or *us*) may from time to time, in one or more offerings, offer and sell shares of our common stock; shares of our preferred stock in one or more series, which may be converted into or exchanged for debt securities or common stock; senior debt securities; subordinated debt securities; warrants to purchase common stock, preferred stock, debt securities, or other securities; rights to purchase common or preferred stock; and units consisting of two or more of these classes or series of securities. Any debt securities that we issue may be guaranteed by one or more of our subsidiaries.

The aggregate initial offering price of the securities that we will offer will not exceed \$500,000,000. We will offer these securities in amounts, at prices and on terms to be determined by market conditions at the time of our offering. We will provide the specific terms of these securities in supplements to this prospectus. You should read this prospectus and any prospectus supplements carefully before you invest in these securities. This prospectus may not be used to consummate sales of these securities unless accompanied by a prospectus supplement.

This prospectus describes only the general terms of the securities and the general manner in which we will offer the securities. The specific terms of any securities that we may offer will be included in a supplement to this prospectus. The prospectus supplement will describe the specific manner in which we will offer the securities and also may add, update or change information contained in this prospectus.

These securities may be sold to or through one or more underwriters, dealers and agents, or directly to purchasers, on a continuous or delayed basis, in amounts, at prices and at terms to be determined by market conditions and other factors at the time of the offering. The names of any underwriters or of any dealers or agents and the specific terms of a plan of distribution will be stated in the prospectus supplement.

Our common stock is traded on the New York Stock Exchange (*NYSE*) under the symbol *SXC*. On November 4, 2016, the closing sale price of our common stock, as reported on the NYSE was \$10.49 per share.

Investing in our securities involves risks. You should carefully consider the risks related to investing in our securities and each of the risk factors described under Risk Factors beginning on page 3 of this prospectus and in the applicable prospectus supplement and in the documents incorporated herein and therein before you make an investment in our securities.

Neither the Securities and Exchange Commission (*SEC*) nor any state securities commission has approved or disapproved of these securities or determined if this prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

The date of this prospectus is , 2016.

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In making your investment decision, you should rely only on the information contained in this prospectus, any prospectus supplement and the documents we have incorporated by reference in this prospectus. We have not authorized anyone else to give you different information. If anyone provides you with different or inconsistent information, you should not rely on it. The distribution or possession of this prospectus in or from certain jurisdictions may be restricted by law. This prospectus is not an offer to sell these securities and is not soliciting an offer to buy these securities in any jurisdiction where the offer or sale is not permitted or where the person making the offer or sale is not qualified to do so, or to any person to whom it is not permitted to make such offer or sale.

You should not assume that the information in this prospectus or any prospectus supplement is accurate as of any date other than the date on the front of those documents, regardless of the time of delivery of such documents or of any sale of securities thereunder. Our business, financial condition, results of operations and prospects may have changed since those dates. We will disclose any material changes in our affairs in an amendment to this prospectus, a prospectus supplement, or a future filing with the SEC, incorporated by reference in this prospectus.

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ABOUT THIS PROSPECTUS

This prospectus is part of a registration statement that we have filed with the SEC using a shelf registration process. Under this shelf process, we may sell different types of securities described in this prospectus in one or more offerings. This prospectus provides you with a general description of SunCoke Energy, Inc. and the securities that are registered hereunder that may be offered by us. This prospectus does not contain all of the information that is in the registration statement. We omitted certain parts of the registration statement from this prospectus as permitted by the SEC. We refer you to the registration statement and its exhibits for additional information about us and the securities that may be sold under this prospectus.

Each time we sell any securities offered by this prospectus, we will provide a prospectus supplement that will contain specific information about the terms of that offering and the securities being offered. Any prospectus supplement also may add to, update or change information contained in this prospectus. To the extent information in this prospectus is inconsistent with the information contained in a prospectus supplement, you should rely on the information in the prospectus supplement.

The information in this prospectus is accurate as of its date. Additional information, including our financial statements and the notes thereto, is incorporated in this prospectus by reference to our reports filed with the SEC. Before you invest in our securities, you should carefully read this prospectus, including the information in the Risk Factors section, any prospectus supplement, the information incorporated by reference in this prospectus and any prospectus supplement (including the documents described under the heading Information We Incorporate by Reference in both this prospectus and any prospectus supplement), and any additional information you may need to make your investment decision.

WHERE YOU CAN FIND MORE INFORMATION

We have filed a registration statement with the SEC under the Securities Act of 1933, as amended (the *Securities Act*), that registers the securities to be offered subsequently by any prospectus supplement to this prospectus. The registration statement, including the attached exhibits, contains additional relevant information about us. In addition, we file annual, quarterly and other reports, proxy statements and other information with the SEC. You may read and copy any document we file at the SEC's public reference room at 100 F Street, NE, Room 1580, Washington, D.C. 20549. Please call the SEC at 1-800-732-0330 for further information on its public reference room. Our SEC filings are also available at the SEC's web site at <http://www.sec.gov> which contains reports, proxy and information statements and other information regarding issuers that file electronically with the SEC.

You also can inspect our reports and proxy statements, and obtain other information about us, at the offices of the New York Stock Exchange, 20 Broad Street, New York, New York 10005, or on our website at www.suncoke.com. Our Annual Report on Form 10-K, Quarterly Reports on Form 10-Q, Current Reports on Form 8-K and our other filings with the SEC are available, free of charge, through our website, as soon as reasonably practicable after those reports or filings are electronically filed with or furnished to the SEC. Information on our website or any other website is not incorporated by reference into this prospectus and does not constitute a part of this prospectus unless specifically so designated and filed with the SEC.

INFORMATION WE INCORPORATE BY REFERENCE

The SEC allows us to incorporate by reference the information we have filed with the SEC. This means that we can disclose important information to you without actually including the specific information in this prospectus by referring you to those documents. The information incorporated by reference is deemed to be part of this prospectus,

except for any information superseded by information contained expressly in this prospectus. You should not assume that the information in this prospectus is current as of any date other than the date on the cover page of this prospectus.

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We incorporate by reference in this prospectus the documents listed below and any subsequent filings we make with the SEC under Sections 13(a), 13(c), 14 or 15(d) of the Securities Exchange Act of 1934, as amended (the *Exchange Act*) (excluding information deemed to be furnished and not filed with the SEC), until all offerings under the registration statement of which this prospectus forms a part are completed or terminated:

Our Annual Report on Form 10-K (File No. 001-35243) for the year ended December 31, 2015, filed on February 18, 2016;

Our Quarterly Reports on Form 10-Q (File No. 001-35243) for the quarters ended March 31, 2016, filed on April 27, 2016; June 30, 2016, filed on July 28, 2016; and September 30, 2016, filed on October 25, 2016;

Our Current Reports on Form 8-K (File No. 001-35243) filed on January 8, 2016, February 2, 2016, February 19, 2016, April 12, 2016, May 6, 2016; and October 31, 2016;

Our Definitive Proxy Statement on Schedule 14A filed with the SEC on March 23, 2016; and

The description of our common stock contained in our Registration Statement on Form 8-A (File No. 001-35243) as filed with the SEC on July 19, 2011 and any subsequent amendment thereto filed for the purpose of updating such description;

We are also incorporating by reference all additional documents we may file with the SEC under Sections 13(a), 13(c), 14 or 15(d) of the Exchange Act after the date on which the registration statement that includes this prospectus was initially filed with the SEC (including all such documents we may file with the SEC after the date of the initial registration statement and prior to the effectiveness of the registration statement) and until all offerings under this shelf registration statement are terminated.

You may request a copy of any document incorporated by reference in this prospectus and any exhibit specifically incorporated by reference in those documents, at no cost, by writing or telephoning us at the following address or phone number:

SunCoke Energy, Inc.

1011 Warrenville Road, Suite 600

Lisle, Illinois 60532

Attention: Investor Relations

Telephone: (630) 824-1907

You should rely only on the information incorporated by reference or provided in this prospectus. We have not authorized anyone else to provide you with any information. You should not assume that the information incorporated by reference or provided in this prospectus is accurate as of any date other than the date on the front of each

document.

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CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS

This prospectus and any prospectus supplement and the documents we incorporate by reference herein or therein may contain various forward-looking statements and information based upon management's beliefs and assumptions and on information currently available. Forward-looking statements include the information concerning our possible or assumed future results of operations, business strategies, financing plans, competitive position, potential growth opportunities, potential operating performance, the effects of competition and the effects of future legislation or regulations. Forward-looking statements include all statements that are not historical facts and may be identified by the use of forward-looking terminology such as the words believe, expect, plan, intend, anticipate, estimate, potential, continue, may, will, should or the negative of these terms or similar expressions.

These forward-looking statements reflect our intentions, plans, expectations, assumptions and beliefs about future events and are subject to other factors, many of which are outside our control. Important factors that could cause actual results to differ materially from the expectations expressed or implied in the forward-looking statements include known and unknown risks. These risks and uncertainties, many of which are beyond our control, include, but are not limited to, the risks set forth under Risk Factors and described in the documents incorporated by reference into this prospectus and any prospectus supplement. There also may be other risks that we are unable to predict at this time. Such risks and uncertainties include, without limitation:

changes in levels of production, production capacity, pricing and/or margins for coal and coke;

variation in availability, quality and supply of metallurgical coal used in the cokemaking process, including as a result of non-performance by our suppliers;

changes in the marketplace that may affect our coal logistics business, including the supply and demand for thermal and/or metallurgical coal;

changes in the marketplace that may affect our cokemaking business, including the supply and demand for our coke products, as well as increased imports of coke from foreign producers;

competition from alternative steelmaking and other technologies that have the potential to reduce or eliminate the use of coke;

our dependence on, relationships with, and other conditions affecting, our customers;

severe financial hardship or bankruptcy of one or more of our major customers, or the occurrence of a customer default or other event affecting our ability to collect payments from our customers;

volatility and cyclical downturns in the steel industry and in other industries in which our customers operate;

volatility, cyclical downturns and other change in the business climate and market for coal, affecting customers or potential customers for our coal logistics business;

our ability to enter into new, or renew existing, long-term agreements upon favorable terms for the sale of coke steam, or electric power, or for coal handling and logistics services;

our ability to enter into new, or renew existing, agreements upon favorable terms for coal logistics services;

our significant equity interest in SunCoke Energy Partners, L.P. (NYSE: SXCP);

our ability to identify acquisitions, execute them under favorable terms, and integrate them into our existing business operations;

our ability to consummate investments under favorable terms, including with respect to existing cokemaking facilities, which may utilize by-product technology, and integrate them into our existing businesses and have them perform at anticipated levels;

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our ability to develop, design, permit, construct, start up, or operate new cokemaking facilities in the U.S. or in foreign countries;

our ability to successfully implement domestic and/or our international growth strategies;

our ability to realize expected benefits from investments and acquisitions, including our investment in the Indian joint venture;

age of, and changes in the reliability, efficiency and capacity of the various equipment and operating facilities used in our cokemaking and/or coal logistics operations, and in the operations of our subsidiaries major customers, business partners and/or suppliers;

changes in the expected operating levels of our assets;

our ability to meet minimum volume requirements, coal-to-coke yield standards and coke quality standards in our coke sales agreements;

changes in the level of capital expenditures or operating expenses, including any changes in the level of environmental capital, operating or remediation expenditures;

our ability to service our outstanding indebtedness;

our ability to comply with the restrictions imposed by our financing arrangements;

our ability to comply with federal or state environmental statutes, rules or regulations

non-performance or force majeure by, or disputes with, or changes in contract terms with, major customers, suppliers, dealers, distributors or other business partners;

availability of skilled employees for our cokemaking, and/or coal logistics operations, and other workplace factors;

effects of railroad, barge, truck and other transportation performance and costs, including any transportation disruptions;

effects of adverse events relating to the operation of our facilities and to the transportation and storage of hazardous materials (including equipment malfunction, explosions, fires, spills, and the effects of severe weather conditions);

effects of adverse events relating to the business or commercial operations of all customers or supplies

disruption in our information technology infrastructure and/or loss of our ability to securely store, maintain, or transmit data due to security breach by hackers, employee error or malfeasance, terrorist attack, power loss, telecommunications failure or other events;

our ability to enter into joint ventures and other similar arrangements under favorable terms;

our ability to consummate assets sales, other divestitures and strategic restructuring in a timely manner upon favorable terms, and/or realize the anticipated benefits from such actions;

changes in the availability and cost of equity and debt financing;

impact on our liquidity and ability to raise capital as a result of changes in the credit ratings assigned to our indebtedness;

changes in credit terms required by our suppliers;

risks related to labor relations and workplace safety;

proposed or final changes in existing, or new, statutes, regulations, rules, governmental policies and taxes, or their interpretations, including those relating to environmental matters and taxes;

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the existence of hazardous substances or other environmental contamination on property owned or used by us;

the availability of future permits authorizing the disposition of certain mining waste;

claims of noncompliance with any statutory and regulatory requirements;

proposed or final changes in accounting and/or tax methodologies, laws, regulations, rules, or policies, or their interpretations, including those affecting inventories, leases, pensions, or income;

public company costs;

our indebtedness and certain covenants in our debt documents;

our ability to secure new coal supply agreements or to renew existing coal supply agreements;

receipt of regulatory approvals and compliance with contractual obligations required in connection with our cokemaking and /or coal logistics operations;

changes in product specifications for the coke that we produce or the coals we mix, store and transport;

changes in insurance markets impacting cost, level and/or types of coverage available, and the financial ability of our insurers to meet their obligations;

changes in accounting rules or their interpretations, including the method of accounting for inventories, leases and/or pensions;

volatility in foreign currency exchange rates affecting the markets and geographic regions in which we conduct business;

changes in financial markets impacting pension expense and funding requirements;

the accuracy of our estimates of reclamation and other mine closure obligations;

inadequate protection of our intellectual property rights; and

effects of geologic conditions, weather, natural disasters and other inherent risks beyond our control.

The factors identified above are believed to be important factors, but not necessarily all of the important factors, that could cause actual results to differ materially from those expressed in any forward-looking statement made by us. Other factors described herein or incorporated by reference, or factors that are unknown or unpredictable, also could have a material adverse effect on our future results. Please read **Risk Factors** on page 3 of this prospectus and Item 1A: **Risk Factors** in our Annual Report on Form 10-K for the year ended December 31, 2015, as updated by annual, quarterly and other reports and documents we file with the SEC after the date of this prospectus and that are incorporated by reference herein.

You should not put undue reliance on any forward-looking statements. Although we believe that the assumptions underlying our forward-looking statements are reasonable as of the time they are made, any of these assumptions could be inaccurate and, therefore, we cannot assure you that the forward-looking statements included in this prospectus and any prospectus supplement will prove to be accurate. Historical data may not be reliable indicator of future results. Except as may be required by applicable law, we undertake no obligation to publicly update or advise of any change in any forward-looking statement, whether as a result of new information, future events or otherwise.

All forward-looking statements are expressly qualified in their entirety by the cautionary statements set forth in this section and elsewhere in this prospectus, any prospectus supplement and the documents incorporated by reference into this prospectus and any prospectus supplement, and speak only as of the date originally made.

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WHO WE ARE

*This summary highlights important features of this offering and the information included or incorporated by reference into this prospectus. This summary does not contain all of the information that you should consider before investing in our securities. You should read the entire prospectus carefully, including the risk factors described in our Annual Report on Form 10-K for the year ended December 31, 2015, which was filed with the SEC on February 18, 2016 and is incorporated by reference herein, as well as the risk factors and other information in any other document incorporated by reference into this prospectus. Unless the context otherwise requires, references to the **Company**, **we**, **our**, **us**, or like terms refer to SunCoke Energy, Inc. and our subsidiaries.*

We are an independent owner and operator of five cokemaking facilities in the United States, the operator of a cokemaking facility in Brazil, and owner of a joint venture interest in cokemaking operations in India. We also provide coal handling and blending services to third party customers as well as to our own cokemaking facilities.

On January 24, 2013, we completed the initial public offering of SunCoke Energy Partners, L.P., our master limited partnership (the **Partnership**) subsidiary. Our consolidated financial statements include the Partnership, which currently owns all of our coal handling and blending operations, and holds a 98 percent interest in each of our Gateway, Haverhill and Middletown cokemaking operations. We currently own the general partner of the Partnership (consisting of a 2.0 percent ownership interest and incentive distribution rights), as well as a 56.1 percent limited partner interest in the Partnership. The remaining 41.9 percent interest in the Partnership is held by public unitholders. We report our business results through the following four business segments:

Domestic Coke: consists of our Jewell, Indiana Harbor, Haverhill, Granite City and Middletown cokemaking and heat recovery operations located in Vansant, Virginia; East Chicago, Indiana; Franklin Furnace, Ohio; Granite City, Illinois; and Middletown, Ohio, respectively. Our domestic cokemaking facilities have the collective nameplate capacity to produce approximately 4.2 million tons of coke per year, and use a proprietary low-cost, heat-recovery cokemaking technology that is environmentally superior to the chemical by-product recovery technology currently used by most other coke producers. Each of these facilities produces coke and all facilities except Jewell and Indiana Harbor recover waste heat, which is converted to steam or electricity through a similar production process. Steam is sold to third party customers primarily pursuant to steam supply and purchase agreements. Electricity is sold into the regional power market or to AK Steel pursuant to energy sales agreements. Coke sales at each of these domestic cokemaking facilities are made pursuant to long-term take-or-pay agreements with ArcelorMittal, AK Steel, and U.S. Steel. Each of the coke sales agreements contains pass-through provisions for costs incurred in the cokemaking process, including coal procurement costs (subject to meeting contractual coal-to-coke yields), operating and maintenance expense, costs related to the transportation of coke to the customers, taxes (other than income taxes) and costs associated with changes in regulation, in addition to containing a fixed fee.

Brazil Coke: consists of our operations in Vitória, Brazil, where we operate a 1.7 million tons-per year cokemaking facility for a project company. The Brazil Coke segment earns income at this cokemaking facility through (1) licensing and operating fees payable to us under long-term contracts with the local project company that will run through at least 2022; and (2) an annual preferred dividend on our preferred stock investment from the project company guaranteed by the Brazilian subsidiary of ArcelorMittal.

Coal Logistics: consists of coal handling and blending service operations owned and operated through subsidiaries of the Partnership having the collective capacity to blend and transload more than 40 million tons of coal annually and has storage capacity of 3 million tons. These operations are strategically located to reach Gulf Coast, East Coast, Great Lakes and international ports, and are comprised Raven Energy LLC, which owns Convent Marine Terminal, one of the largest export terminals on the U.S. Gulf Coast, located in Convent, Louisiana; Kanawha River Terminals, located in

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Belle, West Virginia and Catlettsburg, Kentucky; SunCoke Lake Terminal, LLC, located in East Chicago, Indiana; and Ceredo Liquid Terminal LLC, located in Ceredo, West Virginia. This business provides coal handling and blending services to third party steel, electric utility and coal mining customers, as well as to our own cokemaking facilities.

Coal Mining: historically consisted of metallurgical coal mining operations near our Jewell cokemaking facility, with mines located in Virginia and West Virginia mined by contractors. On April 6, 2016, we successfully disposed of substantially all of our coal mining assets, mineral leases, real estate and a substantial portion of our mining reclamation obligations to Revelation Energy, LLC (*Revelation*). We retained certain coal mining assets and liabilities, primarily coal inventory, which continue to be included in the Coal Mining segment.

We also own a 49 percent interest in a cokemaking joint venture with VISA Steel, called VISA SunCoke. VISA SunCoke is comprised of a 440 thousand ton heat recovery cokemaking facility and the facility's associated steam generation units in Odisha, India. In 2015 we impaired our 49 percent investment in VISA SunCoke to zero, and consequently, beginning in the fourth quarter of 2015, we no longer include our share of VISA SunCoke in our financial results.

Our principal executive offices are located at 1011 Warrenville Road, Suite 600, Lisle, Illinois 60532, and our telephone number is (630) 824-1000. Our website is located at www.suncoke.com. We make our periodic reports and other information filed with or furnished to the SEC available, free of charge, through our website, as soon as reasonably practicable after those reports and other information are electronically filed with or furnished to the SEC. Information on our website or any other website is not incorporated by reference into this prospectus and does not constitute a part of this prospectus.

Our common stock is listed on the NYSE under the trading symbol SXC.

For additional information regarding our business, properties and financial condition, please refer to the documents cited in Information We Incorporate By Reference.

THE SUBSIDIARY GUARANTORS

One or more of our subsidiaries, whom we refer to as the *Subsidiary Guarantors* in this prospectus, may fully and unconditionally guarantee our payment obligations under any series of debt securities offered by this prospectus. The prospectus supplement relating to any such series will identify any Subsidiary Guarantors. Financial information concerning our Subsidiary Guarantors and any non-guarantor subsidiaries will be included in our consolidated financial statements filed as part of our periodic reports filed pursuant to the Exchange Act to the extent required by the rules and regulations of the SEC.

Additional information concerning our subsidiaries and us is included in reports and other documents incorporated by reference in this prospectus. Please read Information We Incorporate by Reference.

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RISK FACTORS

An investment in our securities involves a significant degree of risk. You should carefully consider the risk factors and all of the other information included in this prospectus, any prospectus supplement and the documents we have incorporated by reference into this prospectus and any prospectus supplement, including those in Item 1A Risk Factors in our Annual Report on Form 10-K for the fiscal year ended December 31, 2015, as updated by annual, quarterly and other reports and documents we file with the SEC after the date of this prospectus and that are incorporated by reference herein, in evaluating an investment in the securities. If any of these risks were actually to occur, our business, financial condition or results of operations could be materially and adversely affected. When we offer and sell any securities pursuant to a prospectus supplement, we may include additional risk factors relevant to such securities in the prospectus supplement.

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USE OF PROCEEDS

Except as otherwise provided in an applicable prospectus supplement, we will use the net proceeds we receive from the sale of the securities covered by this prospectus for general corporate purposes, which may include, among other things, repayment or refinancing of our outstanding indebtedness; funding capital expenditures, acquisitions and additions to working capital; investing in or lending money to our subsidiaries; and repurchasing or redeeming our securities. We may invest funds not required immediately for such purposes in short-term investment grade securities. The actual application of proceeds we receive from any particular offering of securities using this prospectus will be described in the applicable prospectus supplement relating to such offering.

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The following are the ratios of earnings to fixed charges for the periods indicated:

	(Unaudited)		Years Ended December 31,				
	Nine Months Ended		2015	2014	2013	2012	2011
	2016	2015	2015	2014	2013	2012	2011
Ratio of earnings to fixed charges	1.0	N/A	N/A	N/A	1.6x	3.5x	3.3x

Insufficiency of earnings to cover fixed charges
(in millions)

N/A	16.1	11.8	152.1	N/A	N/A	N/A
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We have computed the ratio of earnings to fixed charges by dividing earnings by fixed charges. For this purpose, earnings consists of income from continuing operations before income taxes, plus fixed charges and amortization of capitalized interest, minus capitalized interest and non-controlling interest in pre-tax income of subsidiaries that have not incurred fixed charges. Fixed charges include interest expensed, amortization of capitalized expenses related to indebtedness and estimates of interest within rental expenses.

The ratio of combined fixed charges and preference dividends for each of these periods is the same as the ratio of earnings to fixed charges, because we had no preferred securities outstanding during the periods.

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DESCRIPTION OF THE EQUITY SECURITIES

Our authorized stock consists of:

Three Hundred Million (300,000,000) shares of common stock, par value \$0.01 per share, of which 64,215,724 shares were outstanding on November 6, 2016; and

Fifty Million (50,000,000) shares of preferred stock, par value \$0.01 per share, none of which are outstanding on the date of this prospectus.

Common Stock

The following general description of certain rights of our common stock does not purport to be complete and is qualified in its entirety by reference to our amended and restated certificate of incorporation, our amended and restated bylaws and the applicable provisions of the Delaware General Corporation Law (*DGCL*). We will distribute a prospectus supplement with regard to each issue of common stock. Each prospectus supplement will describe the specific terms of the common stock offered through that prospectus supplement.

Dividend Rights. Subject to the prior dividend rights of holders of our preferred stock, holders of our common stock from time to time are entitled to receive dividends as and when declared by our board of directors out of legally available funds. The declaration and payment of future dividends to holders of our common stock will be at the discretion of our board of directors and will depend upon our earnings and financial condition, our capital requirements and those of our subsidiaries, regulatory conditions and considerations and other factors as our board of directors may deem relevant. No cash dividends will be paid with respect to our common stock for any period unless dividends for the same period, and any accumulated but unpaid dividends, with respect to any outstanding series of our preferred stock having preferential rights with respect to dividends have been paid.

Voting Rights. Each share of our common stock entitles the holder thereof to one vote per share on all matters submitted to a vote of the stockholders, including the election of directors. Under our amended and restated certificate of incorporation and amended and restated bylaws, our stockholders will not have cumulative voting rights. Because of this, the holders