SunCoke Energy Partners, L.P. Form 4/A

July 13, 2017

FORM 4

Form 5

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Check this box if no longer subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

obligations may continue. See Instruction 1(b).

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 *

Sun Coal & Coke LLC

2. Issuer Name and Ticker or Trading

Symbol

SunCoke Energy Partners, L.P.

[SXCP]

(Middle)

(Zip)

(Last) (First) 3. Date of Earliest Transaction

(Month/Day/Year) 06/30/2017

1011 WARRENVILLE ROAD, STE

(State)

600

(Street) 4. If Amendment, Date Original

Filed(Month/Day/Year)

07/03/2017

6. Individual or Joint/Group Filing(Check

5. Relationship of Reporting Person(s) to

(Check all applicable)

10% Owner Other (specify

Applicable Line)

Director

Officer (give title

X 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

Issuer

below)

LISLE, IL 60532

(City)

Units

1. Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if (Instr. 3)

(Month/Day/Year)

3. 4. Securities Acquired (A) Transaction Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)

(A)

Reported

5. Amount of 6. Securities Beneficially Owned Following

7. Nature of Ownership Indirect Form: Beneficial Direct (D) Ownership or Indirect (Instr. 4) (I)

OMB APPROVAL

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

Estimated average

burden hours per

Transaction(s) (Instr. 3 and 4)

Code V (D) Amount Price Common 06/30/2017

P(1)11,500

17.6071

 $D^{(2)}$ 26,946,751

(Instr. 4)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

Edgar Filing: SunCoke Energy Partners, L.P. - Form 4/A

1.	Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Titl	le and	8. Price of	9. Nu
D	erivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	onNumber	Expiration D	ate	Amou	ınt of	Derivative	Deriv
S	ecurity	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	Secui
(I	nstr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Secur	ities	(Instr. 5)	Bene
		Derivative				Securities			(Instr.	3 and 4)		Owne
		Security				Acquired						Follo
		•				(A) or						Repo
						Disposed						Trans
						of (D)						(Instr
						(Instr. 3,						`
						4, and 5)						
						, ,						
										Amount		
						Date	Expiration		or			
							Exercisable		Title N	Number		
							Lacicisable			of		
					Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
Sun Coal & Coke LLC 1011 WARRENVILLE ROAD, STE 600 LISLE, IL 60532		X					

Signatures

/s/ Rita M. Slager, 07/13/2017 attorney-in-fact

**Signature of Reporting Person

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).

The purchases reported in this amended Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by Sun Coal & Coke LLC on May 1, 2017. On July 3, 2017, the reporting person (relying upon data provided by the broker) mistakenly filed a Form 4 reporting the purchase, on June 29, 2017, pursuant to the Rule 10b5-1 trading plan, of 10,500 Common Units representing limited partnership interests

- (1) in the issuer. According to corrected data subsequently provided by the broker, the actual number of Common Units purchased was 11,500, the actual date of purchase was June 30, 2017 and the actual number of Common Units beneficially owned by the reporting person following this transaction was 26,946,751. This amended Form 4 is being filed to correct both the transaction date, the number of Common Units purchased in the original transaction and the amount owned following the transaction.
- Sun Coal & Coke LLC (reporting person) is the record and beneficial owner of the Common Units reported on this form. SunCoke Energy, Inc. holds 100% of the membership interests in Sun Coal & Coke LLC and thus may be deemed to beneficially own Sun Coal & Coke LLC's interest in the issuer, through its ability to control Sun Coal & Coke LLC. SunCoke Energy, Inc. and Sun Coal & Coke LLC also may be deemed to own beneficially a 2% general partner interest in the Issuer through SunCoke Energy Partners GP LLC, a wholly owned subsidiary of Sun Coal & Coke LLC. This Form 4 therefore comprises a joint filing by Sun Coal & Coke LLC and SunCoke Energy, Inc.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

Reporting Owners 2