

ARCH COAL INC
Form SC TO-I/A
December 13, 2005

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

**SCHEDULE TO
Tender Offer Statement under Section 14(d)(1) or 13(e)(1)
of the Securities Exchange Act of 1934
(Amendment No. 2)**

Arch Coal, Inc.

(Name of Subject Company (Issuer) and Filing Person (Offeror))

**5% Perpetual Cumulative Convertible Preferred Stock
(Liquidation Preference \$50.00 Per Share)**

(Title of Class of Securities)

039380 20 9

(CUSIP Number of Class of Securities)

Robert G. Jones

**Vice President Law, General Counsel and Secretary
Arch Coal, Inc.**

One CityPlace Drive, Suite 300

St. Louis, Missouri 61341

(314) 994-2700

(Name, Address and Telephone Number of Person Authorized
to Receive Notices and Communications on Behalf of Filing Persons)

with a copy to:

Ronald D. West

Kirkpatrick & Lockhart Nicholson Graham LLP

Henry W. Oliver Building

535 Smithfield Street

Pittsburgh, Pennsylvania 15222-2312

(412) 355-6500

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CALCULATION OF FILING FEE:

Transaction Valuation(1)	Amount of Filing Fee
\$10,062,246	\$1,076.66

(1) Estimated solely for the purpose of calculating the registration fee based on the product of (i) \$75.15, which is the average of high and low prices per share of Arch Coal, Inc.'s Common Stock, \$.01 par value, as reported on the New York Stock Exchange on November 29, 2005, and (ii) 134,522 shares of Arch Coal, Inc.'s Common Stock, which represents the maximum number of shares of Arch Coal, Inc.'s Common Stock that may be issued as the premium pursuant to the conversion offer upon the conversion of up to 2,874,926 of Arch Coal's 5% Perpetual Cumulative Convertible Preferred Stock (Liquidation Preference \$50.00 Per Share) validly tendered and accepted for conversion in the conversion offer.]

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

Amount Previously Paid:	\$1,076.66
Form or Registration No.:	Schedule TO
Filing Party:	Arch Coal, Inc.
Date Filed:	December 1, 2005

Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

Check the appropriate box(es) below to designate any transactions to which the statement relates:

third-party tender offer subject to Rule 14d-1.

issuer tender offer subject to Rule 13e-4.

going-private transaction subject to Rule 13e-3.

amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of the tender offer:

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Item 4. Terms of the Transaction.

Item 8. Interest in Securities of the Subject Company.

Item 10. Financial Statements.

Item 12. Exhibits.

SIGNATURES

Exhibit (A)(1)(C)

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This Amendment No. 2 (this Amendment No. 2) to the Tender Offer Statement on Schedule TO filed with the Securities and Exchange Commission (the SEC) on December 1, 2005 (the Schedule TO), as amended by Amendment No. 1 to the Schedule TO (Amendment No. 1) filed with the SEC on December 5, 2005, relates to an offer by Arch Coal, Inc., a Delaware corporation (the Company), to deliver a premium, payable in shares of the Company's Common Stock, \$.01 par value (Common Stock), for each share of the Company's 5% Perpetual Cumulative Convertible Preferred Stock (Liquidation Preference \$50.00 Per Share) (Preferred Stock) validly tendered and accepted for conversion (the Conversion Offer) pursuant to the terms and subject to the conditions described in the conversion offer prospectus, dated November 30, 2005 (the Offering Circular), the Offering Circular Supplement, dated December 5, 2005 (the First Offering Circular Supplement), the Second Offering Circular Supplement, dated December 13, 2005 (the Second Offering Circular Supplement) and the accompanying letter of transmittal. The Offering Circular, the First Offering Circular Supplement, the Second Offering Circular Supplement and the accompanying letter of transmittal are exhibits (a)(1)(A), (a)(1)(B), (a)(1)(C) and (a)(1)(D), respectively, hereto.

The information set forth in the Offering Circular, the First Offering Circular Supplement, the Second Offering Circular Supplement and the accompanying letter of transmittal is hereby expressly incorporated herein by reference in response to all items required by Schedule TO. This Amendment No. 2 amends Items 4, 8, 10 and 12 of the Schedule TO. In addition, to the extent that this Amendment No. 2 contains information not contained in the Offering Circular, the information herein amends the Offering Circular.

Item 4. Terms of the Transaction.

(a) The information set forth under the captions Summary The Conversion Offer, Questions and Answers about the Conversion Offer, The Conversion Offer, Comparison of Rights of Holders of Our Preferred Stock and Holders of Our Common Stock, Description of Capital Stock and Material United States Federal Income Tax Consequences in the Offering Circular, as well as the information set forth in the First Offering Circular Supplement, the Second Offering Circular Supplement and the related letter of transmittal is incorporated herein by reference.

(b) No shares of Preferred Stock are owned by any officer, director or affiliate of the Company, and therefore no such persons will participate in the Conversion Offer.

Item 8. Interest in Securities of the Subject Company.

(a) No shares of Preferred Stock are owned by any officer, director or affiliate of the Company or by any associate or majority owned subsidiary of those persons.

(b) None.

Item 10. Financial Statements.

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(a) The information set forth under the captions "Where You Can Find More Information" and "Selected Consolidated Financial and Operating Data" in the Offering Circular is incorporated herein by reference. The information set forth under (i) Item 8, Financial Statements and Supplementary Data, in the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2004 and (ii) Item 1, Financial Statements, in the Company's Quarterly Report on Form 10-Q for the fiscal quarter ended September 30, 2005 is incorporated herein by reference and can also be accessed electronically on the Securities and Exchange Commission's website at <http://www.sec.gov>.

(b) Not applicable.

Item 12. Exhibits.

The following are attached as exhibits to this Schedule TO:

- (a)(1)(A) Offering Circular, dated November 30, 2005 (incorporated herein by reference to Exhibit (a)(1)(A) to the Schedule TO).
- (a)(1)(B) Offering Circular Supplement, dated December 5, 2005 (incorporated herein by reference to Exhibit (a)(1)(B) to Amendment No. 1 to the Schedule TO).
- (a)(1)(C) Second Offering Circular Supplement, dated December 13, 2005.
- (a)(1)(D) Form of Letter of Transmittal (incorporated herein by reference to Exhibit (a)(1)(B) to the Schedule TO).
- (a)(1)(E) Form of Letter to DTC Participants (incorporated herein by reference to Exhibit (a)(1)(D) to Amendment No. 1 to the Schedule TO).
- (a)(1)(F) Form of Letter to Clients for use by brokers, dealers, commercial banks, trust companies and other nominees (incorporated herein by reference to Exhibit (a)(1)(E) to Amendment No. 1 to the Schedule TO).
- (a)(2) Not applicable.
- (a)(3) Not applicable.
- (a)(4) Not applicable.
- (a)(5) Press Release, dated December 1, 2005 (incorporated herein by reference to Exhibit (a)(5) to the Schedule TO).
- (b) Not applicable.
- (d) Form of Rights Agreement, dated March 3, 2000 (incorporated herein by reference to Exhibit 1 to the Company's Registration Statement on Form 8-A filed on March 9, 2000).
- (g) Not applicable.
- (h) Not applicable.

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SIGNATURES

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Arch Coal, Inc.

By: /s/ Robert J. Messey

Name: Robert J. Messey

Title: Senior Vice President and Chief
Financial Officer

Dated: December 13, 2005