

SunCoke Energy, Inc.  
Form 8-K  
January 18, 2012

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 8-K**

**CURRENT REPORT**

**PURSUANT TO SECTION 13 OR 15(d) OF THE**  
**SECURITIES EXCHANGE ACT OF 1934**

**Date of Report (Date of earliest event reported): January 17, 2012**

**SUNCOKE ENERGY, INC.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction  
of incorporation)

**001-35243**  
(Commission  
File Number)

**90-0604593**  
(IRS Employer  
Identification No.)

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**1011 Warrenville Road, Suite 600**

**Lisle, Illinois**  
(Address of principal executive offices)

**Registrant's telephone number, including area code: (630) 824-1000**

**60532**  
(Zip Code)

**N/A**

**(Former name or former address, if changed since last report.)**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 5.01 Changes in Control of Registrant.**

On December 1, 2011, Sunoco, Inc. ( Sunoco ) announced that its Board of Directors had declared a special stock dividend of the 56,660,000 shares of common stock, par value \$0.01 per share (the Common Stock ), of SunCoke Energy, Inc. (the Company ) owned by Sunoco to Sunoco stockholders of record as of the close of business on January 5, 2012 (the Record Date ). The distribution of the special stock dividend (the Distribution ) was made on January 17, 2012 (the Distribution Date ). Sunoco stockholders received 0.53046456 of a share of the Company s Common Stock for every share of common stock, par value \$1.00 per share, of Sunoco held as of the close of business on the Record Date. No fractional shares of the Company s Common Stock will be distributed. Instead, Sunoco will deliver cash in lieu of fractional shares to Sunoco stockholders entitled to receive less than one share of the Company s Common Stock. Prior to the Distribution, Sunoco owned 80.9 percent of the Company s Common Stock. Effective as of the Distribution Date, Sunoco is no longer a controlling stockholder of the Company and ceased to own any shares of the Company s Common Stock.

Attached as Exhibit 99.1 to this Current Report on Form 8-K, and incorporated herein by reference, is a copy of the Company s press release dated January 17, 2012 announcing completion of the Distribution.

**Item 9.01 Financial Statements and Exhibits.**

**(d) Exhibits.**

| Exhibit No. | Exhibit                               |
|-------------|---------------------------------------|
| 99.1        | Press Release dated January 17, 2012. |

**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 thereunto duly authorized.

**SUNCOKE ENERGY, INC.**

By: /s/ Denise R. Cade  
Denise R. Cade  
Senior Vice President, General Counsel and Corporate  
Secretary

Date: January 18, 2012

**EXHIBIT INDEX**

| Exhibit No. | Exhibit                               |
|-------------|---------------------------------------|
| 99.1        | Press Release dated January 17, 2012. |