

SunCoke Energy Partners, L.P.  
 Form 4  
 March 04, 2016

**FORM 4**

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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

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]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction  
 (Month/Day/Year)

\_\_\_ Director \_\_\_X\_\_\_ 10% Owner  
 \_\_\_ Officer (give title below) \_\_\_ Other (specify below)

1011 WARRENVILLE ROAD, STE 600

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 \_\_\_X\_\_\_ Form filed by One Reporting Person  
 \_\_\_ Form filed by More than One Reporting Person

(Street)

LISLE, IL 60532

(City) (State) (Zip)

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Ownership (Instr. 4)
Common Units	03/02/2016		M <sup>(1)</sup>	V	15,709,697 <u>(2)</u>	A	<u>(3)</u> 25,415,696 D <u>(4)</u>

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

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SEC 1474 (9-02)

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

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1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Security (Instr. 3 and 4)
				Code    V    (A)    (D)	(A)    (D)	Date Exercisable    Expiration Date	Title    Amount
Subordinated Units	<u>(5)</u>	03/02/2016		M <u>(1)</u>	15,709,697 <u>(2)</u>	<u>(3)</u> <u>(3)</u>	Common Units    15,

## 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, attorney-in-fact	03/04/2016
**Signature of Reporting Person	Date

## 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).
- (1)** The transaction described herein is also exempt under Rule 16b-6(b) as the conversion of a derivative security, thus Transaction Code C is applicable.
- (2)** 15,709,697 shares of Subordinated Units representing limited partner interests ("Subordinated Units") converted into an equal number of Common Units on March 2, 2016, pursuant to the terms of the Issuer's First Amended and Restated Agreement of Limited Partnership, dated January 24, 2013, as amended.
- (3)** Not Applicable.
- (4)** Sun Coal & Coke LLC (reporting person) is the record and beneficial owner of the Common Units and Subordinated 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. This Form 4 therefore comprises a joint filing by Sun Coal & Coke LLC and SunCoke Energy, Inc.
- (5)** The conversion rate is 1 for 1.

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.