

PEABODY ENERGY CORP  
Form 8-K  
March 31, 2010

---

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):

March 30, 2010

PEABODY ENERGY CORPORATION

(Exact name of registrant as specified in its charter)

Delaware

1-16463

13-4004153

(State or other jurisdiction  
of incorporation)

(Commission  
File Number)

(I.R.S. Employer  
Identification No.)

701 Market Street, St. Louis, Missouri

63101

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code:

(314) 342-3400

Not Applicable

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:

- 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))

**Top of the Form**

**Item 7.01 Regulation FD Disclosure.**

On March 30, 2010, Peabody Energy Corporation ("Peabody") issued a press release confirming that it has submitted a non-binding indicative proposal to Macarthur Coal Limited (ASX: MCC). Under Peabody's proposal, Macarthur shareholders would receive a cash price of A\$13 per share, representing a total equity value of A\$3.3 billion (US\$3.0 billion). Under Peabody's proposal Macarthur's three largest shareholders would be offered the alternative of retaining their existing interest in Macarthur. The proposal contemplates a scheme of arrangement being put by Macarthur to its shareholders for approval, which would result in Macarthur being privatized and operated and controlled by Peabody. Peabody's proposal is conditional upon Macarthur's current offer to acquire Gloucester Coal and the associated Noble transactions not proceeding, and any transaction will be subject to regulatory approvals and other customary conditions. A copy of the press release is furnished as Exhibit 99.1 hereto.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

Exhibit No. 99.1 Peabody press release dated March 30, 2010.

---

**Top of the Form**

**SIGNATURES**

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 hereunto duly authorized.

PEABODY ENERGY CORPORATION

*March 31, 2010*

By: *Kenneth L. Wagner*

---

*Name: Kenneth L. Wagner*

*Title: Vice President, Assistant General Counsel and  
Assistant Secretary*

---

**Top of the Form**

Exhibit Index

| <b><u>Exhibit No.</u></b> | <b><u>Description</u></b>                   |
|---------------------------|---|
| 99.1                      | Peabody press release dated March 30, 2010. |