

SECURITIES AND EXCHANGE COMMISSION

FORM 3

Filing Date: **2013-01-17** | Period of Report: **2013-01-17**
SEC Accession No. [0001209191-13-003493](#)

(HTML Version on secdatabase.com)

ISSUER

SunCoke Energy Partners, L.P.

CIK: **1555538** | IRS No.: **322451470** | State of Incorporation: **DE** | Fiscal Year End: **1231**
SIC: **3312** Steel works, blast furnaces & rolling mills (coke ovens)

Mailing Address

1011 WARRENVILLE ROAD
SUITE 600
LISLE IL 60532

Business Address

1011 WARRENVILLE ROAD
SUITE 600
LISLE IL 60532
630-824-1000

REPORTING OWNER

SunCoke Energy, Inc.

CIK: **1514705**
Type: **3** | Act: **34** | File No.: **001-35782** | Film No.: **13535141**
SIC: **3312** Steel works, blast furnaces & rolling mills (coke ovens)

Mailing Address

1011 WARRENVILLE ROAD
SUITE 600
LISLE IL 60532

Business Address

1011 WARRENVILLE ROAD
SUITE 600
LISLE IL 60532
630-824-1000

Sun Coal & Coke LLC

CIK: **1535539** | State of Incorporation: **DE**
Type: **3** | Act: **34** | File No.: **001-35782** | Film No.: **13535142**

Mailing Address

C/O SUNCOKE ENERGY,
INC.
1011 WARRENVILLE ROAD,
SUITE 600
LISLE IL 60532

Business Address

C/O SUNCOKE ENERGY,
INC.
1011 WARRENVILLE ROAD,
SUITE 600
LISLE IL 60532
630-824-1000

FORM 3

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

OMB APPROVAL	
OMB Number:	3235-0104
Expires:	02/28/2011
Estimated average burden hours per response	0.5

INITIAL STATEMENT OF 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

1. Name and Address of Reporting Person <u>Sun Coal & Coke LLC</u> (Last) (First) (Middle) <u>1011 WARRENVILLE ROAD, SUITE 600</u> (Street) <u>LISLE, IL 60532</u> (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) <u>01/17/2013</u>	3. Issuer Name and Ticker or Trading Symbol <u>SunCoke Energy Partners, L.P. [SXCP]</u> 4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)
		5. If Amendment, Date Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check applicable line) <input type="checkbox"/> Form Filed by One Reporting Person <input checked="" type="checkbox"/> Form Filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Units	0 (1) (4) (5)	D	
Common Units	0 (2) (3)	I	See Footnotes (2) (3)

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

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Subordinated Units	(4)	(4)	Common Units	(4) (5)	(4)	D	
Subordinated Units	(4)	(4)	Common Units	(4) (5)	(4)	I	See Footnote (3)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other

Sun Coal & Coke LLC 1011 WARRENVILLE ROAD SUITE 600 LISLE, IL 60532	X	X		
SunCoke Energy, Inc. 1011 WARRENVILLE ROAD SUITE 600 LISLE, IL 60532	X	X		

Explanation of Responses:

1. At the closing of the offering, Sun Coal & Coke LLC ("SC&C") will directly hold a 55.9% partnership interest in the Issuer.
2. SunCoke Energy, Inc. ("SunCoke Inc.") and SC&C may also be deemed to beneficially own a 2% general partner interest in the Issuer through SunCoke Energy Partners GP LLC, a wholly owned subsidiary of SC&C.
3. This Form 3 is jointly filed by SC&C and SunCoke Inc. SC&C is a wholly owned subsidiary of SunCoke Inc. SunCoke Inc. may be deemed to beneficially own SC&C's interest in the Issuer through its ability to control SC&C.
4. The subordinated units will convert into common units on a one-for-one basis at the end of the subordination period described in the Issuer's Registration Statement on Form S-1 (Registration No. 333-183162).
5. Pursuant to the Contribution, Conveyance and Assumption Agreement with the Issuer, SC&C will own 2,209,697 common units and 15,709,697 subordinated units, upon the closing of the Issuer's initial public offering. If the Issuer increases or decreases the number of common units to be sold to the public through the underwriters, the Issuer will correspondingly decrease or increase the number of common units to be issued to SC&C, respectively.

Signatures

/s/ Mark E. Newman, Authorized Signatory, Sun Coal & Coke LLC

01/17/2013

/s/ Mark E. Newman, SVP and CFO, SunCoke Energy, Inc.

01/17/2013

** Signature of Reporting Person

Date

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

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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 Number.