# SECURITIES AND EXCHANGE COMMISSION WASHINGTON, D.C. 20549

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	SCHEDULE	≣ 13G/A	
	UNDER THE SECURITIES (Amendmen	EXCHANGE ACT OF 1934 nt No. 1)	ı
	Arch Coa	al, Inc.	
	(Name of	Issuer)	
		alue \$0.01 per share	
	(Title of Class		
	03938	30100	
	(CUSIP N	Number)	
	December	31, 2008	
	(Date of Event Whic of this St		
Check is fil	the appropriate box to designate thed:	ne rule pursuant to w	which this Schedule
	_  Rule 13d-1(b)		
	X  Rule 13d-1(c)		
	_  Rule 13d-1(d)		
to be 1934 (	formation required on the remainder "filed" for the purpose of Section "Act") or otherwise subject to the all be subject to all other provis:	18 of the Securities liabilities of that	Exchange Act of
	(Continued on fo	ollowing pages)	
	(Page 1 of	15 Pages)	
CUSIP	NO. 039380100	13G/A	Page 2 of 15 Pages
1	NAME OF REPORTING PERSON I.R.S. IDENTIFICATION NO. OF ABOVE	E PERSON (ENTITIES ON	ILY)
	TPG-Axon Capital Management, LP ('	"TPG-Axon Management"	')
2	CHECK THE APPROPRIATE BOX IF A MEN		(a)  X  (b)  _
3	SEC USE ONLY		
4	CITIZENSHIP OR PLACE OF ORGANIZATE Delaware		
	5 SOLE VOTING		
	0		

NUMBER OF

SHARES BENEFICIALLY

OWNED BY

Options to purchase 6,000,000 shares of Common Stock

SHARED VOTING POWER

	EACH REPORTING PERSON WITH	7 SOLE DISPOSITIVE POWER 0			
		8	SHARED DISPOSITIVE POWER		
			Options to purchase 6,000,000 shares of Common Stock		
9	AGGREGATE AMO	UNT BENE	FICIALLY OWNED BY EACH REPORTING PERSON		
	Options to pu	rchase 6	,000,000 shares of Common Stock		
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES $\mid_{-}\mid$				
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)				
	4 . 2%*				
12	TYPE OF REPORTING PERSON PN				

CUSIP NO. 039380100			13G/A	Page 3 of 15 Pages			
		-					
1	NAME OF REPORTING PERSON I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)						
	TPG-Axon Partners GP, LP ("PartnersGP")						
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  (a)  X  (b)  _						
3	SEC USE ONLY						
4			OF ORGANIZATION				
		5	SOLE VOTING POWER				
			0				
	NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	6	SHARED VOTING POWER				
			Options to purchase 1,930, Stock	000 shares of Common			
		7	SOLE DISPOSITIVE POWER				
		8	0  SHARED DISPOSITIVE POWER				
			Options to purchase 1,930, Stock	000 shares of Common			
9	AGGREGATE AMO	UNT BENE	FICIALLY OWNED BY EACH REPO	RTING PERSON			
	Options to pu	rchase 1	,930,000 shares of Common S				
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES $ \_ $						
 11	PERCENT OF CL	ASS REPR	 ESENTED BY AMOUNT IN ROW (9				
	1.4%*		· ·	,			
 12	TYPE OF REPOR	TING PER	 SON				
	PN						

	P NO. 039380100			13G/A	Page 4 of 15 Pages		
 1	NAME OF REPORTING PERSON I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)						
	TPG-Axon GP,	LLC ('					
2			ATE BOX IF A MEME	BER OF A GROUP	(a)  X  (b)  _		
3	SEC USE ONLY						
4			CE OF ORGANIZATIO				
		5	SOLE VOTING F	POWER			
			0				
	NUMBER OF SHARES	6					
	BENEFICIALLY OWNED BY		Options to pu Stock		00 shares of Common		
	EACH REPORTING PERSON	7	SOLE DISPOSIT				
	WITH	8	0 SHARED DISPOS	 SITIVE POWER			
			Options to pu Stock	urchase 6,000,00	00 shares of Common		
 9	AGGREGATE AMO	OUNT BE	ENEFICIALLY OWNED	BY EACH REPORT	ING PERSON		
	Options to pu	ırchase	e 6,000,000 share	es of Common Sto	ock		
 10	CHECK BOX IF $ $ _ $ $	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES $\mid_{-}\mid$					
 11	PERCENT OF CL	 .ASS RE	EPRESENTED BY AMO	OUNT IN ROW (9)			
	4.2%*						
 12	TYPE OF REPOR	RTING F	PERSON				
	00						

CUSIP NO. 039380100				13G/A	Page 5 of 15 Pages			
		-						
1	NAME OF REPORTING PERSON I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)							
	TPG-Axon Partners, LP ("TPG-Axon Domestic")							
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  (a)  X  (b)  _							
3	SEC USE ONLY							
4			OF ORGANIZATION					
		5	SOLE VOTING PO					
			0					
		6	SHARED VOTING					
	SHARES BENEFICIALLY OWNED BY		Stock	chase 1,930,000	shares of Common			
	EACH REPORTING	7	SOLE DISPOSITI					
	PERSON WITH		0					
		8	SHARED DISPOSI					
			Options to pur Stock	chase 1,930,000	shares of Common			
9	AGGREGATE AMO	UNT BENE	FICIALLY OWNED	BY EACH REPORTI	NG PERSON			
			L,930,000 shares					
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES $\mid _{-}\mid$							
 11	PERCENT OF CL	ASS REPI	RESENTED BY AMOU	NT IN ROW (9)				
	1.4%*							
12	TYPE OF REPOR	TING PE	RSON					
	PN							

	P NO. 039380100			13G/A	Page 6 of 15 Pages		
 1	NAME OF REPORTING PERSON I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)						
	TPG-Axon Part	ners (	Offshore), Ltd.	("TPG-Axon Offs	shore")		
2			ATE BOX IF A MEMB		(a)  X  (b)  _		
3	SEC USE ONLY						
4		R PLAC	E OF ORGANIZATIO				
		5	SOLE VOTING P	OWER			
			0				
	NUMBER OF SHARES	6					
	BENEFICIALLY OWNED BY		Options to pu Stock		00 shares of Common		
	EACH REPORTING PERSON	7	SOLE DISPOSIT				
	WITH	8	0 SHARED DISPOS	ITIVE POWER			
			Options to pu Stock	rchase 4,070,00	00 shares of Common		
 9	AGGREGATE AMO	OUNT BE	ENEFICIALLY OWNED	BY EACH REPORT	ING PERSON		
	Options to pu	ırchase	e 4,070,000 share	s of Common Sto	ock		
 10	CHECK BOX IF $ $ _ $ $	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES $\mid_{-}\mid$					
 11	PERCENT OF CL	 .ASS RE	PRESENTED BY AMO	UNT IN ROW (9)			
	2.8%*						
 12	TYPE OF REPOR	RTING F	PERSON				
	CO						

	NO. 039380100	_	130	G/A	Page 7 of 15 Pages			
1	NAME OF REPORTING PERSON I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)							
	Dinakar Singh LLC ("Singh LLC")							
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) $ X $ (b) $ \_ $							
3	SEC USE ONLY							
4	Delaware		OF ORGANIZATION					
			SOLE VOTING POWER					
			0					
	NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	6	SHARED VOTING POWER					
			Options to purchase Stock		ares of Common			
		7	SOLE DISPOSITIVE PO					
			0					
		8						
			Options to purchase Stock	e 6,000,000 sha	ares of Common			
9	AGGREGATE AMO	UNT BENE	EFICIALLY OWNED BY EA	ACH REPORTING I	PERSON			
	Options to purchase 6,000,000 shares of Common Stock							
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES $\mid_{-}\mid$							
11	PERCENT OF CL	ASS REP	RESENTED BY AMOUNT I	N ROW (9)				
	4.2%*							
12	TYPE OF REPOR	TING PE	RSON					
	00							

CUSIP	NO. 039380100	_		13G/A	Page 8 of 15 Pages			
1	NAME OF REPORTING PERSON I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)							
	Dinakar Singh ("Mr. Singh")							
2	(b)							
3	SEC USE ONLY							
4	USA	R PLACE	OF ORGANIZATION					
			SOLE VOTING POW					
			0					
	NUMBER OF SHARES BENEFICIALLY OWNED BY	6	SHARED VOTING P					
			Options to purc Stock	hase 6,000,000 sh	nares of Common			
	EACH REPORTING PERSON	7	SOLE DISPOSITIV					
	WITH		0					
		8						
			Options to purc Stock	hase 6,000,000 sh	nares of Common			
9	AGGREGATE AMO	UNT BENE	EFICIALLY OWNED E	SY EACH REPORTING	PERSON			
	Options to purchase 6,000,000 shares of Common Stock							
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES $\mid_{-}\mid$							
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)							
	4.2%*							
12	TYPE OF REPOR	TING PE	RSON					
	IN							

ITEM 1.

- (a) NAME OF ISSUER: Arch Coal, Inc.
- (b) ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES:

One CityPlace Drive, Suite 300 St. Louis, Missouri 63141

ITEM 2.

## 2(a). NAME OF PERSON FILING:

This statement is filed by the entities and persons listed below, all of whom together are referred to herein as the "Reporting Persons":

- (i) TPG-Axon Capital Management, LP ("TPG-Axon Management"), a Delaware limited partnership, with respect to the Shares reported in this Schedule 13G/A held by TPG-Axon Partners, LP ("TPG-Axon Domestic") and TPG-Axon Partners (Offshore), Ltd. ("TPG-Axon Offshore," and together with TPG-Axon Domestic the "Funds").
- (ii) TPG-Axon Partners GP, LP ("PartnersGP"), a Delaware limited partnership which serves as the general partner of TPG-Axon Domestic, with respect to the Shares reported in this Schedule 13G/A managed by TPG-Axon Management and held by TPG-Axon Domestic.
- (iii) TPG-Axon GP, LLC ("GPLLC"), a Delaware limited liability company, which serves as the general partner of TPG-Axon Management and PartnersGP, with respect to the Shares reported in this Schedule 13G/A managed by TPG-Axon Management and held by the Funds.
- (iv) TPG-Axon Domestic, a Delaware limited partnership, with respect to the Shares reported in this Schedule 13G/A directly held by it
- (v) TPG-Axon Offshore, a Cayman Islands exempted company, with respect to the Shares reported in this Schedule 13G/A directly held by it.
- (vi) Dinakar Singh LLC ("Singh LLC"), a Delaware limited liability company which serves as the managing member of GPLLC, with respect to the Shares reported in this Schedule 13G/A managed by TPG-Axon Management and held by the Funds.
- (vii) Dinakar Singh ("Mr. Singh"), an individual who serves as the managing member of Singh LLC, with respect to the Shares reported in this Schedule 13G/A managed by TPG-Axon Management and held by the Funds.

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(b) ADDRESS OF PRINCIPAL OFFICE:

(All, except TPG-Axon

TPG-Axon Offshore

Offshore)

888 Seventh Avenue 38th Floor New York, New York 10019

c/o Goldman Sachs (Cayman) Trust Limited PO Box 896GT, Harbour Centre, 2nd Floor George Town, Grand Cayman

Cayman Islands, BWI

- (c) Citizenship: Delaware (all except TPG-Axon Offshore and Mr. Singh); TPG-Axon Offshore: Cayman Islands; Mr. Singh is a United States citizen.
- (d) Title of Class of Securities: Common Stock, par value \$0.01 per share (the "Shares")
- (e) CUSIP Number: 039380100
- ITEM 3. IF THIS STATEMENT IS FILED PURSUANT TO SS.SS.240.13D-1(B) OR 240.13D-2(B) OR (C), CHECK WHETHER THE PERSON FILING IS A:
  - (a) |\_| Broker or dealer registered under section 15 of the Act (15 U.S.C. 780).
  - (b) | | Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c).
  - (c) | Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c).
  - (d) |\_| Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8).
  - (e) |\_| An investment adviser in accordance with ss.240.13d-1(b)(1)(ii)(E).
  - (f) |\_| An employee benefit plan or endowment fund in accordance with ss.240.13d-1(b)(1)(ii)(F).
  - (g)  $\mid \_ \mid$  A parent holding company or control person in accordance with ss.240.13d-1(b)(1)(ii)(G).
  - (h)  $|\_|$  A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813).
  - (i)  $|\_|$  A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3).
  - $(j) \mid \rfloor$  Group, in accordance with ss.240.13d-1(b)(1)(ii)(J).

IF THIS STATEMENT IS FILED PURSUANT TO Rule 13d-1(c), CHECK THIS BOX [X]

ITEM 4. OWNERSHIP

TPG-Axon Management, as investment manager to TPG-Axon Domestic and TPG-Axon Offshore, has the power to direct the disposition and voting of the Shares held by TPG-Axon Domestic and TPG-Axon Offshore. PartnersGP is the general partner of TPG-Axon Domestic. GPLLC is the general partner of PartnersGP and TPG-Axon Management. Singh LLC is a Managing Member of GPLLC. Mr. Singh, an individual, is the Managing Member of Singh LLC and in such capacity may be deemed to control Singh LLC, GPLLC and TPG-Axon Management, and therefore may be deemed the beneficial owner of the securities held by TPG-Axon Domestic and TPG-Axon Offshore.

Each of Singh LLC, GPLLC, PartnersGP and Mr. Singh disclaim beneficial ownership of all of the options to purchase shares of Common Stock reported in this 13G/A.

- A. TPG-Axon Management
  - (a) Amount beneficially owned: Options to purchase 6,000,000 shares of Common Stock
  - (b) Percent of class: 4.2%\* (\*All percentages of beneficial ownership reported in this Schedule 13G/A are based on the 142,863,179 outstanding shares of Common Stock reported in the Issuer's form 10Q for the quarterly period ended September 30, 2008.)
  - (c) Number of shares as to which the person has:
    - (i) Sole power to vote or to direct the vote:  $\ensuremath{^{\circ}}$
    - (ii) Shared power to vote or to direct the vote: Options to purchase 6,000,000 shares of Common Stock
    - (iii) Sole power to dispose or to direct the disposition of:
    - (iv) Shared power to dispose or to direct the disposition of: Options to purchase 6,000,0000 shares of Common Stock

#### B. PartnersGP

- (a) Amount beneficially owned: Options to purchase 1,930,000 Shares of Common Stock
- (b) Percent of class: 1.4%\*
- (c) Number of shares as to which the person has:
  - (i) Sole power to vote or to direct the vote:  $\theta$
  - (ii) Shared power to vote or to direct the vote: Options to purchase 1,930,000 shares of Common Stock
  - (iii) Sole power to dispose or to direct the disposition of:  $\alpha$
  - (iv) Shared power to dispose or to direct the disposition of: Options to purchase 1,930,000 shares of Common Stock

С. **GPLLC** 

- (a) Amount beneficially owned: Options to purchase 6,000,000 shares of Common Stock
- (b) Percent of class: 4.2%\*
- (c) Number of shares as to which the person has:
  - (i) Sole power to vote or to direct the vote:
  - (ii) Shared power to vote or to direct the vote: Options to purchase 6,000,000 shares of Common Stock
  - (iii) Sole power to dispose or to direct the disposition of:
  - (iv) Shared power to dispose or to direct the disposition of: Options to purchase 6,000,000 shares of Common Stock
- TPG-Axon Domestic
  - (a) Amount beneficially owned: Options to purchase 1,930,000 Shares of Common Stock
  - (b) Percent of class: 1.4%\*
  - (c) Number of shares as to which the person has:
    - (i) Sole power to vote or to direct the vote:
    - (ii) Shared power to vote or to direct the vote: Options to purchase 1,930,000 shares of Common Stock
    - (iii) Sole power to dispose or to direct the disposition of:
    - (iv) Shared power to dispose or to direct the disposition of: Options to purchase 1,930,000 shares of Common Stock
- Ε. TPG-Axon Offshore
  - (a) Amount beneficially owned: Options to purchase 4,070,000 Shares of Common Stock
  - (b) Percent of class: 2.8%\*
  - (c) Number of shares as to which the person has:
    - (i) Sole power to vote or to direct the vote:
    - (ii) Shared power to vote or to direct the vote: Options to purchase 4,070,000 shares of Common Stock
    - (iii) Sole power to dispose or to direct the disposition of:
      - (iv) Shared power to dispose or to direct the disposition of: Options to purchase 4,070,000 shares of Common Stock
- Singh LLC
  - (a) Amount beneficially owned: Options to purchase 6,000,000 shares of Common Stock
  - (b) Percent of class: 4.2%\*
  - (c) Number of shares as to which the person has:
    - (i) Sole power to vote or to direct the vote:
    - (ii) Shared power to vote or to direct the vote: Options to purchase 6,000,000 shares of Common Stock
    - (iii) Sole power to dispose or to direct the disposition of:
    - (iv) Shared power to dispose or to direct the disposition of: Options to purchase 6,000,000 shares of Common Stock

13G/A

- G. Mr. Singh
  - (a) Amount beneficially owned: Options to purchase 6,000,000 shares of Common Stock
  - (b) Percent of class: 4.2%\*
  - (c) Number of shares as to which the person has:
    - (i) Sole power to vote or to direct the vote:
    - (ii) Shared power to vote or to direct the vote: Options to purchase 6,000,000 shares of Common Stock
    - (iii) Sole power to dispose or to direct the disposition of:
    - (iv) Shared power to dispose or to direct the disposition of: Options to purchase 6,000,000 shares of Common Stock

# ITEM 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS.

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than 5 percent of the class of securities, check the following [X].

ITEM 6. OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON Not applicable.

ITEM 7. IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY OR CONTROL PERSON.

Not applicable.

ITEM 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP

Not applicable.

ITEM 9. NOTICE OF DISSOLUTION OF THE GROUP

Not applicable.

ITEM 10. CERTIFICATION

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

## SIGNATURE

After reasonable 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.

Dated: February 13, 2009

TPG-Axon Capital Management, LP By: TPG-Axon GP, LLC, general partner

By: /s/ Dinakar Singh
Dinakar Singh
Co-President

TPG-Axon Partners GP, LP By: TPG-Axon GP, LLC, general partner

By: /s/ Dinakar Singh
Dinakar Singh
Co-President

TPG-Axon GP, LLC

By: /s/ Dinakar Singh
Dinakar Singh
Co-President

TPG-Axon Partners, LP

By: TPG-Axon Partners GP, LP, general partner By: TPG-Axon GP, LLC, general partner

By: /s/ Dinakar Singh

-----Dinakar Singh

Co-President

TPG-Axon Partners (Offshore), Ltd.

By: /s/ Dinakar Singh

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Dinakar Singh Director

Dinakar Singh LLC

By: /s/ Dinakar Singh

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Dinakar Singh Managing Member

/s/ Dinakar Singh

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Dinakar Singh