
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): June 2, 2011 (May 31, 2011)

Arch Coal, Inc.

(Exact Name of Registrant as Specified in Charter)

Delaware
(State or Other
Jurisdiction of Incorporation)

1-13105
(Commission File Number)

43-0921172
(I.R.S. Employer
Identification No.)

CityPlace One
One CityPlace Drive, Suite 300
St. Louis, Missouri 63141
(Address of Principal Executive Offices) (Zip Code)

(314) 994-2700
(Registrant's telephone number, including area code)

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))
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Item 7.01. Regulation FD Disclosure.

Public Offering of Common Stock

On May 31, 2011, Arch Coal, Inc. ("Arch") disclosed in a press release that it has commenced a public offering of 44.0 million shares of its common stock, plus an underwriters' over-allotment option of 6.6 million shares. A copy of the press release is attached hereto as Exhibit 99.1.

Expiration of HSR Waiting Period

On June 1, 2011, Arch disclosed in a press release that the waiting period under the Hart-Scott-Rodino Antitrust Improvements Act of 1976, as amended, for Arch's pending acquisition of International Coal Group, Inc. ("ICG") expired on May 31, 2011. A copy of the press release is attached hereto as Exhibit 99.2.

The information contained in Item 7.01 and the exhibits attached hereto shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or otherwise subject to the liabilities of that section, nor shall they be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended (the "Securities Act") or the Exchange Act, except as shall be expressly set forth by specific reference in such a filing.

Item 8.01. Other Events.

Private Offering of Senior Notes

On May 31, 2011, Arch disclosed in a press release that it has commenced a private offering of \$2.0 billion aggregate principal amount of senior notes (the "Notes"). The Notes will be offered only to qualified institutional buyers in reliance on Rule 144A under the Securities Act and to non-U.S. persons in transactions outside the United States in reliance on Regulation S under the Securities Act. A copy of the press release is attached hereto as Exhibit 99.3.

Important Additional Information

This communication is provided for informational purposes only. It does not constitute an offer to purchase any securities or the solicitation of an offer to sell any securities. Arch and its subsidiary Atlas Acquisition Corp. have filed with the Securities and Exchange Commission (the "SEC") a tender offer statement on Schedule TO, including the offer to purchase and related documents, which has been previously amended and will be further amended as necessary. ICG has filed with the SEC a tender offer solicitation/recommendation statement on Schedule 14D-9, which has been previously amended and will be further amended as necessary. These documents contain important information and stockholders of ICG are advised to carefully read these documents before making any decision with respect to the cash tender offer. These documents are available at no charge on the SEC's website at <http://www.sec.gov>. In addition, a copy of the offer to purchase, letter of transmittal and certain related tender offer documents may be obtained free of charge by directing such requests to Arch Coal investor relations at (314) 994-2897 or our information agent, Innisfree M&A Incorporated, at (877) 717-3922 (toll-free for stockholders) or (212) 750-5833 (collect for banks and brokers). A copy of the tender offer statement and ICG's solicitation/recommendation statement on Schedule 14D-9 are available to all stockholders of ICG free of charge at <http://www.intlcoal.com>.

Item 9.01. Financial Statements and Exhibits.

(d) *Exhibits.*

99.1 Press release dated May 31, 2011 announcing public offering of common stock.

99.2 Press release dated June 1, 2011 announcing expiration of HSR waiting period.

99.3 Press release dated May 31, 2011 announcing private offering of senior notes.

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.

ARCH COAL, INC.
(Registrant)

By: /s/ Robert G. Jones
Name: Robert G. Jones
Title: Senior Vice President — Law, General Counsel and
Secretary

Date: June 2, 2011

INDEX TO EXHIBITS

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press release dated May 31, 2011 announcing public offering of common stock.
99.2	Press release dated June 1, 2011 announcing expiration of HSR waiting period.
99.3	Press release dated May 31, 2011 announcing private offering of senior notes.

News from Arch Coal, Inc.



For more information:
Deck S. Slone 314/994.2717

FOR IMMEDIATE RELEASE

Arch Coal Commences Public Offering of Common Stock

ST. LOUIS (May 31, 2011) — Arch Coal, Inc. (NYSE: ACI) (“Arch”) today announced that it has commenced an offering of 44.0 million shares of its common stock pursuant to an automatic shelf registration statement on Form S-3 previously filed with the Securities and Exchange Commission (the “SEC”). Arch intends to grant the underwriters of the common stock offering an option for 30 days to purchase up to 6.6 million additional shares of common stock to cover over-allotments, if any.

Arch plans to use the net proceeds of the offering to partially fund Arch’s acquisition of International Coal Group, Inc. (“ICG”) and related transactions, including the redemption, payment of cash resulting from conversion of, or other retirement of certain outstanding ICG indebtedness. If the acquisition is not completed, Arch intends to use the net proceeds from this offering for general corporate purposes, which may include the financing of future acquisitions, including lease-by-applications, or strategic combinations, capital expenditures, additions to working capital, repurchases, repayment or refinancing of debt or stock repurchases.

This press release is neither an offer to sell nor a solicitation of an offer to sell or a solicitation of an offer to buy any securities.

Morgan Stanley & Co. Incorporated, PNC Capital Markets LLC, Merrill Lynch, Pierce, Fenner & Smith Incorporated and Citigroup Global Markets Inc. are the joint book-running managers for the common stock offering.

Arch has filed a registration statement (including a prospectus) with the SEC for the offering to which this communication relates. Before you invest, you should read the prospectus in that registration statement and the applicable prospectus supplement and other documents Arch has filed or will file with the SEC for more complete information about Arch and this offering. You may get these documents for free by visiting EDGAR on the SEC website at www.sec.gov.

The preliminary prospectus supplement and the final prospectus supplement relating to the offering, when available, may be obtained from Morgan Stanley & Co. Incorporated, Prospectus Department, 180 Varick Street 2nd Floor, New York, New York 10014, PNC Capital Markets LLC by telephone at (412) 762-2852, BofA Merrill Lynch, 4 World Financial Center, New York, New York 10080, Attn: Prospectus Department or by email to dg.prospectus_requests@baml.com and Citigroup Global Markets Inc., Brooklyn Army Terminal, 140 58th Street, 8th Floor, Brooklyn, New York 11220, by e-mail to batprospectusdept@citi.com or by calling (800) 831-9146.

About Arch Coal

U.S.-based Arch Coal is one of the world's largest coal producers, with more than 160 million tons of coal sold in 2010. Arch's national network of mines supplies cleaner-burning, low-sulfur coal to customers on four continents, including U.S. and international power producers and steel manufacturers. In 2010, Arch achieved record revenues of \$3.2 billion.

Important Additional Information

This communication is provided for informational purposes only. It does not constitute an offer to purchase shares of ICG or the solicitation of an offer to sell any shares of ICG's common stock. Arch and its subsidiary Atlas Acquisition Corp. have filed with the SEC a tender offer statement on Schedule TO, including the offer to purchase and related documents, which has been previously amended and will be further amended as necessary. ICG has filed with the SEC a tender offer solicitation/recommendation statement on Schedule 14D-9, which has been previously amended and will be further amended as necessary. These documents contain important information and stockholders of ICG are advised to carefully read these documents before making any decision with respect to the cash tender offer. These documents are available at no charge on the SEC's website at <http://www.sec.gov>. In addition, a copy of the offer to purchase, letter of transmittal and certain related tender offer documents may be obtained free of charge by directing such requests to Arch Coal investor relations at (314) 994-2897 or our information agent, Innisfree M&A Incorporated, at (877) 717-3922 (toll-free for stockholders) or (212) 750-5833 (collect for bank and brokers). A copy of the tender offer statement and ICG's solicitation/recommendation statement on Schedule 14D-9 are available to all stockholders of ICG free of charge at <http://www.intlcoal.com>.

Forward-Looking Statements: This press release contains "forward-looking statements" — that is, statements related to future, not past, events. In this context, forward-looking statements often address our expected future business and financial performance, and often contain words such as "expects," "anticipates," "intends," "plans," "believes," "seeks," or "will." Forward-looking statements by their nature address matters that are, to different degrees, uncertain. For us, particular uncertainties arise from changes in the demand for our coal by the domestic electric generation industry; from legislation and regulations relating to the Clean Air Act and other environmental initiatives; from operational, geological, permit, labor and weather-related factors; from fluctuations in the amount of cash we generate from operations; from future integration of acquired businesses; and from numerous other matters of national, regional and global scale, including those of a political, economic, business, competitive or regulatory nature. These uncertainties may cause our actual future results to be materially different than those expressed in our forward-looking statements. We do not undertake to update our forward-looking statements, whether as a result of new information, future events or otherwise, except as may be required by law. For a description of some of the risks and uncertainties that may affect our future results, you should see the risk factors described from time to time in the reports we file with the SEC.

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Ross Mazza 304/760-2526

FOR FURTHER INFORMATION:

Media — Kim Link 314/994-2936
Investors — Deck Slone 314/994-2717
and Jennifer Beatty 314/994-2781

For Immediate Release

**Arch Coal and International Coal Group Announce
Expiration of Hart-Scott-Rodino Act Waiting Period
in Connection With Tender Offer**

ST. LOUIS, Mo. and SCOTT DEPOT, W.Va. (June 1, 2011) — Arch Coal, Inc. (NYSE: ACI) (“Arch”) and International Coal Group, Inc. (NYSE: ICO) (“ICG”) today announced that the waiting period under the Hart-Scott-Rodino Antitrust Improvements Act of 1976, as amended (the “HSR Act”), for Arch’s pending acquisition of ICG expired on May 31, 2011. Expiration of the waiting period under the HSR Act satisfies one of the conditions necessary for the consummation of the tender offer. Consummation of the tender offer remains subject to other customary conditions, including the tender of a majority of the outstanding shares of ICG’s common stock on a fully diluted basis.

The tender offer to acquire all of the outstanding shares of ICG common stock at a price of \$14.60 per share in cash, without interest and less any required withholding taxes, is scheduled to expire at 8:00 a.m., New York City time, on June 14, 2011, unless the tender offer is extended or earlier terminated in accordance with the rules and regulations of the Securities and Exchange Commission and the merger agreement governing Arch’s pending acquisition of ICG.

About Arch Coal

U.S.-based Arch is one of the world’s largest coal producers, with more than 160 million tons of coal sold in 2010. Arch’s national network of mines supplies cleaner-burning, low-sulfur coal to customers on four continents, including U.S. and international power producers and steel manufacturers. In 2010, Arch achieved record revenues of \$3.2 billion. For more information, visit www.archcoal.com.

About International Coal Group

ICG is a leading producer of coal in Northern and Central Appalachia and the Illinois Basin. ICG has 13 active mining complexes, of which 12 are located in Northern and Central Appalachia and one in Central Illinois. ICG’s mining operations and reserves are strategically located to serve utility, metallurgical and industrial customers domestically and internationally.

Important Additional Information

This announcement is for informational purposes only and is neither an offer to purchase nor a solicitation of an offer to sell securities. Arch has filed with the Securities and Exchange Commission (the "SEC") a tender offer statement on Schedule TO on May 16, 2011, as amended through the date of this release. ICG filed a tender offer solicitation/recommendation statement on Schedule 14D-9 with the SEC on May 16, 2011, as amended through the date of this release. **The tender offer statement (including an offer to purchase, a related letter of transmittal and other tender offer documents) and the solicitation/recommendation statement contain important information that should be read carefully before making any decision to tender securities in the tender offer.** ICG stockholders may obtain a free copy of these materials (and all other tender offer documents filed with the SEC) on the SEC's website: www.sec.gov. The Schedule TO (including the offer to purchase and related materials) and the Schedule 14D-9 (including the solicitation/recommendation statement) may also be obtained for free by contacting Innisfree M&A. Stockholders may call toll free (877) 717-3922. Banks and brokers may call collect (212) 750-5833.

Arch Coal Investor Relations 314/994-2897

ICG Investor Relations Ross Mazza 304/760-2526; rmazza@intlcoal.com

Forward-Looking Statements: This press release contains "forward-looking statements" — that is, statements related to future, not past, events. In this context, forward-looking statements often address our expected future business and financial performance, and often contain words such as "expects," "anticipates," "intends," "plans," "believes," "seeks," or "will." Forward-looking statements by their nature address matters that are, to different degrees, uncertain. For us, particular uncertainties arise from changes in the demand for our coal by the domestic electric generation industry; from legislation and regulations relating to the Clean Air Act and other environmental initiatives; from operational, geological, permit, labor and weather-related factors; from fluctuations in the amount of cash we generate from operations; from future integration of acquired businesses; and from numerous other matters of national, regional and global scale, including those of a political, economic, business, competitive or regulatory nature. These uncertainties may cause our actual future results to be materially different than those expressed in our forward-looking statements. We do not undertake to update our forward-looking statements, whether as a result of new information, future events or otherwise, except as may be required by law. For a description of some of the risks and uncertainties that may affect our future results, you should see the risk factors described from time to time in the reports we file with the SEC.

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News from Arch Coal, Inc.



For more information:
Deck S. Slone 314/994.2717

FOR IMMEDIATE RELEASE

Arch Coal Commences \$2.0 Billion Private Offering of Senior Notes

ST. LOUIS (May 31, 2011) — Arch Coal, Inc. (NYSE: ACI) (“Arch”) today announced that it has commenced a private offering of \$2.0 billion aggregate principal amount of senior notes due 2019 and senior notes due 2021 (together, the “Notes”). Each series of the Notes will be guaranteed by Arch’s subsidiaries that guarantee indebtedness under the company’s existing senior secured credit facility. The Notes will be offered only to qualified institutional buyers in reliance on Rule 144A under the Securities Act of 1933, as amended (the “Securities Act”) and to non-U.S. persons in transactions outside the United States in reliance on Regulation S under the Securities Act.

The offering is subject to market and other conditions, including the consummation of Arch’s proposed acquisition of International Coal Group, Inc. (“ICG”). Arch plans to use the net proceeds of the offering to partially fund Arch’s acquisition of ICG and related transactions, including the redemption, payment of cash resulting from conversion of, or other retirement of certain outstanding ICG indebtedness.

This press release is being issued pursuant to Rule 135c under the Securities Act, and is neither an offer to sell nor a solicitation of an offer to sell or a solicitation of an offer to buy any securities.

The Notes have not been registered under the Securities Act or any state securities laws and may not be offered or sold in the United States absent registration or an applicable exemption from registration requirements.

About Arch Coal

U.S.-based Arch Coal is one of the world’s largest coal producers, with more than 160 million tons of coal sold in 2010. Arch’s national network of mines supplies cleaner-burning, low-sulfur coal to customers on four continents, including U.S. and international power producers and steel manufacturers. In 2010, Arch achieved record revenues of \$3.2 billion.

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stockholders of ICG are advised to carefully read these documents before making any decision with respect to the cash tender offer. These documents are available at no charge on the SEC's website at <http://www.sec.gov>. In addition, a copy of the offer to purchase, letter of transmittal and certain related tender offer documents may be obtained free of charge by directing such requests to Arch Coal investor relations at (314) 994-2897 or our information agent, Innisfree M&A Incorporated, at (877) 717-3922 (toll-free for stockholders) or (212) 750-5833 (collect for bank and brokers). A copy of the tender offer statement and ICG's solicitation/recommendation statement on Schedule 14D-9 are available to all stockholders of ICG free of charge at <http://www.intlcoal.com>.

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