

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, DC 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): **July 17, 2015 (July 16, 2015)**

Arch Coal, Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

1-13105
(Commission
File Number)

43-0921172
(IRS Employer
Identification No.)

CityPlace One
One CityPlace Drive, Suite 300
St. Louis, Missouri 63141
(Address, including zip code, of principal executive offices)

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

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))

Item 1.01 **Entry into a Material Definitive Agreement.**

On July 16, 2015, Arch Coal, Inc. (NYSE: ACI) ("**Arch Coal**") entered into a Second Supplemental Indenture (the "**Second Supplemental Indenture**") among Arch Coal, the guarantors party thereto and U.S. Bank National Association, as trustee, making certain amendments (the "**2020 Notes Amendments**") to the indenture governing Arch Coal's outstanding 7.25% Senior Notes due 2020 (the "**2020 Notes**"). The 2020 Notes Amendments modify certain restrictive covenants contained in such indenture to conform to Arch Coal's other indentures, including with respect to the issuance of additional secured debt. The Second Supplemental Indenture has been executed and delivered and is effective, but the provisions thereof will not be operative until all of the 2020 Notes that have been tendered prior to the date of the Second Supplemental Indenture have been accepted for exchange and exchanged in accordance with the terms of Arch Coal's previously announced private offer to exchange (the "**2020 Exchange Offer**") new 6.25% Trust Certificates due 2021 (the "**Trust Certificates**") and a cash payment for any and all of its outstanding 2020 Notes and the concurrent offer to exchange 8.00% Senior Secured Notes due 2022 (the "**New 2022 Secured Notes**") and a cash payment for outstanding 2020 Notes held by holders who are not eligible to participate in the 2020 Exchange Offer.

The foregoing summary does not purport to be complete and is qualified in its entirety by reference to the Second Supplemental Indenture, attached hereto as Exhibit 4.1 and incorporated herein by reference.

Item 8.01 **Other Events.**

On July 16, 2015, Arch Coal issued a press release announcing the receipt of required consents to the 2020 Notes Amendments from holders of greater than a majority of the outstanding aggregate principal amount of 2020 Notes. Concurrently with that announcement, the press release announced the extension of (1) the 2020 Exchange Offer and (2) Arch Coal's pending private offer to exchange (the "**Concurrent Exchange Offer**" and, together with the 2020 Exchange Offer, the "**Exchange Offers**") new Trust Certificates, New 2022 Secured Notes and 12.00% Senior Secured Second Lien Notes due 2023 for its outstanding 7.000% Senior Notes due 2019 ("**Old 7.000% 2019 Notes**"), 9.875% Senior Notes due 2019 ("**Old 9.875% 2019 Notes**") and 7.250% Senior Notes due 2021 ("**Old 7.250% 2021 Notes**" and, together with the Old 7.000% 2019 Notes and the Old 9.875% 2019 Notes, the "**Old Notes**").

The 2020 Exchange Offer, originally set to expire at 12:00 midnight, New York City time, on July 30, 2015, has been extended and is now set to expire at 12:00 midnight, New York City time, on July 31, 2015. The Concurrent Exchange Offer, originally set to expire at 12:00 midnight, New York City time, on July 30, 2015, has been extended and is now set to expire at 12:00 midnight, New York City time, on August 4, 2015. Additionally, the Early Tender Time for the 2020 Exchange Offer, originally set at 5:00 p.m., New York City time, on July 16, 2015, has been extended and is now set at 5:00 p.m. New

York City time on July 17, 2015 and the Early Tender Time for the Concurrent Exchange Offer, originally set at 5:00 p.m., New York City time, on July 16, 2015, has been extended and is now set at 5:00 p.m. New York City time on July 21, 2015. The Withdrawal Deadline for both Exchange Offers has passed and tendered 2020 Notes and Old Notes may no longer be withdrawn and consents in respect of the 2020 Exchange Offer may no longer be revoked.

A copy of the press release is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

The following exhibits are attached hereto and filed herewith:

<u>Exhibit No.</u>	<u>Description</u>
4.1	Second Supplemental Indenture dated as of July 16, 2015 among Arch Coal, Inc., the guarantors party thereto and U.S. Bank National Association, as trustee.
99.1	Press release dated July 16, 2015.

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SIGNATURE

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.

Date: July 17, 2015

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

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Exhibit Index

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4.1	Second Supplemental Indenture dated as of July 16, 2015 among Arch Coal, Inc., the guarantors party thereto and U.S. Bank National Association, as trustee.
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SECOND SUPPLEMENTAL INDENTURE

dated as of July 16, 2015

among

ARCH COAL, INC.,

The Guarantors Party Hereto

and

U.S. Bank National Association,
as Trustee

7.25% Senior Notes due 2020

THIS SECOND SUPPLEMENTAL INDENTURE (this “**Supplemental Indenture**”) is entered into as of July 16, 2015, by and among Arch Coal, Inc., a Delaware corporation (the “**Company**”), the Guarantors party hereto, and U.S. Bank National Association, in its capacity as trustee under the Indenture referred to below (the “**Trustee**”).

RECITALS

WHEREAS, the Company, the Guarantors party thereto and the Trustee entered into the Indenture, dated as of August 9, 2010, relating to the Company’s 7.25% Senior Notes due 2020 (the “**Notes**”), as amended and supplemented by the related First Supplemental Indenture dated August 9, 2010 (the “**First Supplemental Indenture**”), by and among the Company, the Guarantors party thereto and the Trustee (as so amended and supplemented, the “**Indenture**”);

WHEREAS, Section 902 of the First Supplemental Indenture provides that, with the consent of the Holders (as defined in the Indenture) of at least a majority in aggregate principal amount of the Notes then outstanding, the Company, the Guarantors and the Trustee may enter into an indenture supplemental to the Indenture for the purpose of amending or supplementing the Indenture or the Notes (subject to certain exceptions);

WHEREAS, the Company desires to enter into, and has requested the Trustee to join with it and the Guarantors in entering into, this Supplemental Indenture for the purpose of amending the Indenture and the Notes in certain respects as permitted by Section 902 of the First Supplemental Indenture;

WHEREAS, the Company has solicited consents relating to this Supplemental Indenture upon the terms and subject to the conditions set forth in its Confidential Offering Memorandum and Consent Solicitation Statement dated July 2, 2015 (the “**Offering Memorandum**”), and the related Consent and Letter of Transmittal and the Amended Offer to Exchange dated July 13, 2015 (the “**Offer to Exchange**”); and

WHEREAS, the Company has (a) received the consents of the Holders of at least a majority in aggregate principal amount of the outstanding Notes, (b) the Company has delivered to the Trustee an Opinion of Counsel and an Officers’ Certificate (each as defined in the Indenture) relating to this Supplemental Indenture as contemplated by Section 102 of the First Supplemental Indenture and (c) the Company and Guarantors have satisfied all other conditions required under Article 9 of the Indenture to enable the Company, the Guarantors and the Trustee to enter into this Supplemental Indenture.

AGREEMENT

NOW, THEREFORE, in consideration of the premises and mutual covenants herein contained and intending to be legally bound, the parties to this Supplemental Indenture hereby agree as follows:

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Section 1.1. Pursuant to Section 902 of the First Supplemental Indenture, Section 101 of the First Supplemental Indenture is hereby amended by deleting paragraph (t) under “Permitted Liens” in its entirety and replacing it with the following:

(t) Liens not otherwise permitted by clauses (a) through (s) above securing Debt or other obligations in an aggregate principal amount not to exceed \$200.0 million at the time such Debt is Incurred.

Section 1.2. Pursuant to Section 902 of the First Supplemental Indenture, Section 406 of the First Supplemental Indenture is hereby amended by deleting paragraphs (a) and (l) in their entirety and replacing them with the following, respectively:

(a) Debt under Credit Facilities (including, without limitation, the Incurrence of Guarantees thereof) in an aggregate amount at any one time outstanding pursuant to this clause (a) not to exceed the greater of (i) 3,000.0 million, less the aggregate amount of all Net Available Cash from Asset Sales applied by Arch Coal or any Restricted Subsidiary to Repay any such Debt pursuant to Section 4.09 of the Indenture and (ii) an amount equal to 3.0 times Arch Coal’s EBITDA with respect to Arch Coal’s most recent four full fiscal quarters for which internal financial statements of Arch Coal are available, calculated on a pro forma basis consistent with the definition of Consolidated Interest Coverage Ratio;

(l) other Debt of Arch Coal or any Restricted Subsidiary in an aggregate principal amount outstanding at any one time not to exceed the greater of (1) 500.0 million and (2) 5% of Consolidated Net Tangible Assets.

Section 2. Capitalized terms used herein and not otherwise defined herein are used as defined in the Indenture.

Section 3. Each Undersigned, by its execution of this Supplemental Indenture, agrees to be a Guarantor under the Indenture and to be bound by the terms of the Indenture applicable to Guarantors, including, but not limited to, Article 10 thereof.

Section 4. This Supplemental Indenture shall be governed by and construed in accordance with the laws of the State of New York.

Section 5. This Supplemental Indenture may be signed in various counterparts which together will constitute one and the same instrument.

Section 6. This Supplemental Indenture is an amendment supplemental to the Indenture and the Indenture and this Supplemental Indenture will henceforth be read together. This Supplemental Indenture will be effective immediately upon execution by all parties hereto, but the provisions of Section 1 hereof will not be operative until all of the Notes that have been tendered prior to the date of this Supplemental Indenture have been accepted for exchange and exchanged in accordance with the terms of the exchange offer and consent solicitation set forth in the Offering Memorandum or the Offer to Exchange, as applicable.

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Section 7. The Trustee shall not be responsible in any manner whatsoever for or in respect of the validity or sufficiency of this Supplemental Indenture or for or in respect of the recitals contained herein, all of which recitals are made solely by the Issuer and the Guarantors.

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IN WITNESS WHEREOF, the parties hereto have caused this Supplemental Indenture to be duly executed as of the date first written above.

Arch Coal, Inc.,

as Issuer

By: /s/ Matt Giljum

Name: Matt Giljum

Title: Vice President — Finance and Treasurer

[Company's Signature Page to the Supplemental Indenture]

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ACI Terminal, LLC

Allegheny Land Company

Arch Coal Sales Company, Inc.

Arch Coal West, LLC

Arch Development, LLC

Arch Energy Resources, LLC

Arch of Wyoming, LLC

Arch Reclamation Services, Inc.

Arch Western Acquisition Corporation

Arch Western Acquisition, LLC

Arch Western Bituminous Group, LLC

Arch Western Finance, LLC

Arch Western Resources, LLC

Ark Land Company

Ark Land KH, Inc.

Ark Land LT, Inc.

Ark Land WR, Inc.

Ashland Terminal, Inc.

Bronco Mining Company, Inc.

Catenary Coal Holdings, Inc.

Coal-Mac, Inc.

CoalQuest Development LLC

Cumberland River Coal Company

Hawthorne Coal Company, Inc.

Hunter Ridge, Inc.

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Hunter Ridge Coal Company

Hunter Ridge Holdings, Inc.

ICG, Inc.

ICG, LLC

ICG Beckley, LLC

ICG East Kentucky, LLC

ICG Eastern, LLC

ICG Eastern Land, LLC

ICG Illinois, LLC

ICG Knott County, LLC

ICG Natural Resources, LLC

ICG Tygart Valley, LLC

International Coal Group, Inc.

Juliana Mining Company, Inc.

King Knob Coal Co., Inc.

Lone Mountain Processing, Inc.

Marine Coal Sales Company

Melrose Coal Company, Inc.

Mingo Logan Coal Company

Mountain Coal Company, L.L.C.

Mountain Gem Land, Inc.

Mountain Mining, Inc.

Mountaineer Land Company

Otter Creek Coal, LLC

Patriot Mining Company, Inc.

Powell Mountain Energy, LLC

Prairie Holdings, Inc.

Shelby Run Mining Company, LLC

Simba Group, Inc.

Thunder Basin Coal Company, L.L.C.

Triton Coal Company, L.L.C.

Upshur Property, Inc.

Vindex Energy Corporation

Western Energy Resources, Inc.

White Wolf Energy, Inc.

Wolf Run Mining Company

(as Guarantors)

By: /s/ Matt Giljum

Name: Matt Giljum

Title: Vice President and Treasurer

[Guarantor's Signature Page to the Supplemental Indenture]

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U.S. Bank National Association,
as Trustee

By: /s/ Cheryl A. Rain

Name: Cheryl A. Rain

Title: Vice President

[Trustee's Signature Page to the Supplemental Indenture]

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NOT FOR IMMEDIATE RELEASE
Investors: Charles Dayton 314/994.2912

Arch Coal, Inc. Announces Receipt of Requisite Consent for 2020 Exchange Offer and Extension of Private Debt Exchange Offers

ST. LOUIS, July 16, 2015 — Arch Coal, Inc. (“Arch”) (NYSE:ACI) today announced the receipt of required consents in connection with its pending private offer to exchange (the “2020 Exchange Offer”) new 6.25% Trust Certificates due 2021 (the “Trust Certificates”) and a cash payment for any and all of its outstanding 7.25% Senior Notes due 2020 (the “2020 Notes”). In conjunction with the 2020 Exchange Offer, Arch solicited consents from holders of 2020 Notes to the adoption of proposed amendments to the indenture governing the 2020 Notes to modify certain restrictive covenants contained in such indenture to conform to Arch’s other indentures, including with respect to the issuance of additional secured debt (the “Proposed Amendments”). Arch has received consents to the Proposed Amendments from holders of greater than a majority of the outstanding aggregate principal amount of 2020 Notes. The supplemental indenture to the indenture governing the 2020 Notes has been executed, however the provisions thereof will not be operative until all of the 2020 Notes that have been tendered prior to the date of the supplemental indenture have been accepted for exchange and exchanged in accordance with the terms of the 2020 Exchange Offer.

Arch also announced the extension of (1) the 2020 Exchange Offer and (2) its pending private offer to exchange (the “Concurrent Exchange Offer” and, together with the 2020 Exchange Offer, the “Exchange Offers”) new Trust Certificates, 8.00% Senior Secured Notes due 2022 (the “New 2022 Secured Notes”) and 12.00% Senior Secured Second Lien Notes due 2023 (the “New 2023 Secured Notes”) for its outstanding 7.000% Senior Notes due 2019 (“Old 7.000% 2019 Notes”), 9.875% Senior Notes due 2019 (“Old 9.875% 2019 Notes”) and 7.250% Senior Notes due 2021 (“Old 7.250% 2021 Notes” and, together with the Old 7.000% 2019 Notes and the Old 9.875% 2019 Notes, the “Old Notes”).

The 2020 Exchange Offer, originally set to expire at 12:00 midnight, New York City time, on July 30, 2015, has been extended and is now set to expire at 12:00 midnight, New York City time, on July 31, 2015. The Concurrent Exchange Offer, originally set to expire at 12:00 midnight, New York City time, on July 30, 2015, has been extended and is now set to expire at 12:00 midnight, New York City time, on August 4, 2015. Additionally, the Early Tender Time for the 2020 Exchange Offer, originally set at 5:00 p.m., New York City time, on July 16, 2015, has been extended and is now set at 5:00 p.m. New York City time on July 17, 2015 and the Early Tender Time for the Concurrent Exchange Offer, originally set at 5:00 p.m., New York City time, on July 16, 2015, has been extended and is now set at 5:00 p.m. New York City time on July 21, 2015. The Withdrawal Deadline for both Exchange Offers has passed and tendered 2020 Notes and Old Notes may no longer be withdrawn and consents in respect of the 2020 Exchange Offer may no longer be revoked.

As of 5:00 p.m. New York City time on July 16, 2015, approximately \$414 million aggregate principal amount of 2020 Notes, \$477 million aggregate principal amount of Old 7.000% 2019 Notes, \$148 million aggregate principal amount of Old 9.875% 2019 Notes and \$398 million aggregate principal amount of Old 7.250% 2021 Notes have been validly tendered pursuant to the Exchange Offers. Upon the terms and subject to the conditions of the 2020 Exchange Offer, and assuming no further tenders of 2020 Notes, holders of such tendered 2020 Notes would receive, in addition to the cash amounts specified in the terms of 2020 Exchange Offer, approximately \$173 million aggregate principal amount of Trust Certificates. Upon the terms and subject to the conditions of the Concurrent Exchange Offer, and assuming no further tenders of 2020 Notes or Old Notes, all holders of each series of such tendered Old Notes would receive the same proportionate principal amount of (i) approximately \$231 million aggregate principal amount of Trust Certificates, (ii) approximately \$186 million aggregate principal amount of New 2022 Secured Notes and (iii) no New 2023 Secured Notes.

As previously disclosed and as described below, Arch has made alternative arrangements on similar economic terms for holders of the 2020 Notes not eligible to participate in the 2020 Exchange Offer. Those arrangements have an

early participation deadline of July 17, 2015 and an expiration date of July 31, 2015. Arch is providing the extensions with respect to the 2020 Exchange Offer described above solely to align the expiration time and Early Tender Time for the 2020 Exchange Offer with those dates.

The terms of the 2020 Exchange Offer are set forth in the Confidential Offering Memorandum and Consent Solicitation Statement (the “2020 Exchange Offering Memorandum”) and the accompanying Consent and Letter of Transmittal related to the 2020 Exchange Offer (the “Consent and Letter of Transmittal”). The terms of the Concurrent Exchange Offer are set forth in the Confidential Offering Memorandum (the “Concurrent Exchange Offering Memorandum”) and the accompanying Letter of Transmittal related to the Concurrent Exchange Offer (the “Letter of Transmittal”).

The offering documents for the 2020 Exchange Offer and the Concurrent Exchange Offer will be distributed only to holders of 2020 Notes or Old Notes that complete and return a letter of eligibility confirming that they are Eligible Holders (as defined below). Copies of the eligibility letter are available to holders through the information agent for the Exchange Offers, Ipreo LLC, at (888) 593-9546 (U.S. toll-free) or (212) 849-3880.

Holders of the 2020 Notes that are not Eligible Holders will not be able to receive the 2020 Exchange Offering Memorandum and the Consent and Letter of Transmittal or to participate in the 2020 Exchange Offer. However, Arch will make alternative arrangements on equivalent economic terms to the 2020 Exchange Offer for holders ineligible to participate in the 2020 Exchange Offer. Such holders should contact Investor Relations at Arch by calling (314) 994-2700, and, after furnishing proof that they are not Eligible Holders, will receive information about arrangements available to them. The 2020 Exchange Offer is made only by, and pursuant to the terms of, the 2020 Exchange Offering Memorandum and the Consent and Letter of Transmittal, and the information in this news release is qualified by reference thereto.

Holders of the Old Notes that are not Eligible Holders will not be able to receive the Concurrent Exchange Offering Memorandum and the Letter of Transmittal or to participate in the Concurrent Exchange Offer. The Concurrent Exchange Offer is made only by, and pursuant to the terms of, the Concurrent Exchange Offering Memorandum and the Letter of Transmittal, and the information in this news release is qualified by reference thereto.

The Exchange Offers are being made, and the Trust Certificates, the New 2022 Secured Notes and the New 2023 Secured Notes are being offered and issued, solely to holders of 2020 Notes, or Old Notes, as applicable, who are both “qualified institutional buyers” as defined in Rule 144A under the Securities Act of

1933, as amended (the “Securities Act”), and “qualified purchasers” as defined in Section 2(a)(51) of the Investment Company Act of 1940, as amended (the “Investment Company Act”), in a private placement in reliance upon an exemption from the registration requirements of the Securities Act. The holders of 2020 Notes or Old Notes, as applicable, that are eligible to participate in the Exchange Offers pursuant to the foregoing conditions are referred to as “Eligible Holders.” The Trust Certificates, the New 2022 Secured Notes and the New 2023 Secured Notes have not and will not be registered under the Securities Act and may not be transferred or resold except as permitted under the Securities Act and other applicable securities laws, pursuant to registration or exemption therefrom. Additionally, Arch Pass Through Trust (issuer of the Trust Certificates) has not been and will not be registered as an investment company under the Investment Company Act, in reliance on the exemption set forth in Section 3(c)(7) thereof. This news release does not constitute an offer to purchase or a solicitation of an offer to sell any securities.

ABOUT ARCH: U.S.-based Arch Coal, Inc. is one of the world’s top coal producers for the global steel and power generation industries, serving customers on five continents. Its network of mining complexes is the most diversified in the United States, spanning every major coal basin in the nation. Arch controls more than 5 billion tons of high-quality metallurgical and thermal coal reserves, with access to major railroads, inland waterways and a growing number of seaborne trade channels.

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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 varying 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*

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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 many 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 Securities and Exchange Commission.

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