

Foresight Energy LP
Form 4/A
December 28, 2015

FORM 4

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

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**STATEMENT OF CHANGES IN 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

OMB APPROVAL

OMB
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2015
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(Print or Type Responses)

1. Name and Address of Reporting Person *

ACCIPITER CAPITAL
MANAGEMENT, LLC

(Last) (First) (Middle)

3801 PGA BLVD., SUITE 600

(Street)

PALM BEACH
GARDENS, FL 33408

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading

Symbol

Foresight Energy LP [FELP]

3. Date of Earliest Transaction

(Month/Day/Year)

12/18/2015

4. If Amendment, Date Original

Filed(Month/Day/Year)

12/23/2015

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____X__ 10% Owner
____ Officer (give title below) ____ Other (specify below)

6. Individual or Joint/Group Filing(Check
Applicable Line)

____ Form filed by One Reporting Person
____X__ Form filed by More than One Reporting
Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | | | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) | |
|--|--------------------------------------|--|--------------------------------|---|---|--------|---|--|---|---|
| | | | | Code | V | Amount | (A) or (D) Price | | | |
| Common Units <u>(1)</u> <u>(2)</u> | 12/18/2015 | | | P | | 5,025 | A \$ <u>2.88</u> ⁽⁵⁾ | 3,503,436 | I | By Accipiter Life Sciences Fund, LP <u>(3)</u> |
| Common Units <u>(1)</u> <u>(2)</u> | 12/18/2015 | | | P | | 4,631 | A \$ <u>2.88</u> ⁽⁵⁾ | 4,684,498 | I | By Accipiter Life Sciences Fund (Offshore), Ltd. <u>(4)</u> |
| Common Units ⁽¹⁾ ⁽²⁾ | 12/21/2015 | | | P | | 2,345 | A \$ 2.82 | 3,505,781 | I | By Accipiter Life |

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(6)

Sciences
Fund, LP (3)

By Accipiter
Life

\$

2.82

4,686,660

I

(6)

Sciences
Fund
(Offshore),
Ltd. (4)

By Accipiter
Life

\$

2.89

3,516,180

I

(7)

Sciences
Fund, LP (3)

By Accipiter
Life

\$

2.89

4,696,248

I

(7)

Sciences
Fund
(Offshore),
Ltd. (4)

Common
Units (1) (2) 12/21/2015

P

2,162

A

Common
Units (1) (2) 12/22/2015

P

10,399

A

Common
Units (1) (2) 12/22/2015

P

9,588

A

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

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 control number.

SEC 1474
(9-02)

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

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr |
|---|--|---|---|--------------------------------------|--|--|---|---|--|
|---|--|---|---|--------------------------------------|--|--|---|---|--|

Code V (A) (D) Date Exercisable Expiration Date Title Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Reporting Owners

ACCIPITER CAPITAL MANAGEMENT, LLC
3801 PGA BLVD.
SUITE 600
PALM BEACH GARDENS, FL 33408

X

ACCIPITER LIFE SCIENCES FUND LP
C/O CANDENS SERVICES, INC.
525 WASHINGTON BLVD., 33RD FLOOR
JERSEY CITY, NJ 07310

X

ACCIPITER LIFE SCIENCES FUND OFFSHORE LTD
C/O CANDENS SERVICES, INC.
525 WASHINGTON BLVD., 33RD FLOOR
JERSEY CITY, NJ 07310

X

Candens Capital LLC
3801 PGA BLVD.
SUITE 600
PALM BEACH GARDENS, FL 33408

X

HOFFMAN GABE
3801 PGA BLVD.
SUITE 600
PALM BEACH GARDENS, FL 33408

X

Signatures

| | |
|---|------------|
| Accipiter Capital Management, LLC; By: /s/ Gabe Hoffman, Managing Member | 12/24/2015 |
| __Signature of Reporting Person | Date |
| Accipiter Life Sciences Fund, LP; By: Candens Capital, LLC; By: /s/ Gabe Hoffman, Managing Member | 12/24/2015 |
| __Signature of Reporting Person | Date |
| Accipiter Life Sciences Fund (Offshore), Ltd.; By: Accipiter Capital Management, LLC; By: /s/ Gabe Hoffman, Managing Member | 12/24/2015 |
| __Signature of Reporting Person | Date |
| Candens Capital, LLC; By: /s/ Gabe Hoffman, Managing Member | 12/24/2015 |
| __Signature of Reporting Person | Date |
| /s/ Gabe Hoffman | 12/24/2015 |
| __Signature of Reporting Person | Date |

Explanation of Responses:

- * 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).
- (1) This Form 4 is filed jointly by Accipiter Life Sciences Fund, LP ("ALS Fund"), Accipiter Life Sciences Fund (Offshore), Ltd. ("ALS Offshore"), Accipiter Capital Management, LLC ("Accipiter Management"), Candens Capital, LLC ("Candens Capital"), and Gabe Hoffman (collectively, the "Reporting Persons").
- (2) Each Reporting Person may be deemed to be a member of a group that owns more than 10% of the Issuer's outstanding Common Units. Each Reporting Person disclaims beneficial ownership of the Common Units reported herein except to the extent of his or its pecuniary interest therein, and this report shall not be deemed to be an admission that any Reporting Person is the beneficial owner of such Common Units for purposes of Section 16 or for any other purpose.

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- (3) Common Units directly owned by ALS Fund. Accipiter Management, as the investment manager of ALS Fund, may be deemed to be the beneficial owner of the Common Units directly owned by ALS Fund. Each of Candens Capital, as the general partner of ALS Fund, and Mr. Hoffman, as the managing member of each of Candens Capital and Accipiter Management, may be deemed to be the beneficial owner of the Common Units directly owned by ALS Fund.
- (4) Common Units directly owned by ALS Offshore. Accipiter Management, as the investment manager of ALS Offshore, may be deemed to be the beneficial owner of the Common Units directly owned by ALS Offshore. Mr. Hoffman, as the managing member of Accipiter Management, may be deemed to be the beneficial owner of the Common Units directly owned by ALS Offshore.
- (5) The price reported in Column 4 is a weighted average price. These Common Units were purchased in multiple transactions at prices ranging from \$2.875 to \$2.89. The Reporting Persons undertake to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of Common Units purchased at each separate price within the ranges set forth in footnotes 5, 6 and 7 to this Form 4.
- (6) The price reported in Column 4 is a weighted average price. These Common Units were purchased in multiple transactions at prices ranging from \$2.82 to \$2.83. The Reporting Persons undertake to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of Common Units purchased at each separate price within the ranges set forth in footnotes 5, 6 and 7 to this Form 4.
- (7) The price reported in Column 4 is a weighted average price. These Common Units were purchased in multiple transactions at prices ranging from \$2.85 to \$2.93. The Reporting Persons undertake to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of Common Units purchased at each separate price within the ranges set forth in footnotes 5, 6 and 7 to this Form 4.

Remarks:

This Form 4/A amends the Form 4 filing dated December 23, 2015, to (a) disclose transactions occurring on December 18, 20

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

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.