

SunCoke Energy, Inc.  
Form 8-K  
December 16, 2015

**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): December 10, 2015**

**SUNCOKE ENERGY, INC.**

**(Exact name of registrant as specified in its charter)**

**Delaware**  
**(State of Incorporation)**

**001-35243**  
**(Commission**

**File Number)**

**90-0640593**  
**(IRS Employer**

**Identification No.)**

**1011 Warrenville Road, Suite 600**  
**Lisle, Illinois** **60532**  
**(Address of principal executive offices)** **(Zip code)**  
**Registrant's telephone number, including area code: (630) 824-1000**

**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))

**Item 5.03. Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.**

On December 10, 2015, the Board of Directors of SunCoke Energy, Inc. (the *Company* ) approved an amendment and restatement of the Company's Amended and Restated By-Laws (the *Bylaws* ), changing Section 2.11 of the Bylaws to revise the voting standard for uncontested director elections to a majority vote standard and to adopt a director resignation policy for directors who fail to receive a greater number of votes cast for than against in an uncontested election (not counting abstentions and broker non-votes ).

The foregoing description is qualified in its entirety by reference to the Bylaws filed as Exhibit 3.1 hereto and incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits.**

A copy of the Company's amended and restated By-laws is filed herewith as Exhibit 3.1, in accordance with Item 601(b)(3) of Regulation S-K (17 CFR 229.601(b)(3)).

(d) Exhibits

Exhibit No.	Description
3.1	By-laws of SunCoke Energy, Inc. (Amended and Restated as of December 10, 2015)

**SIGNATURES**

Pursuant to the requirements of the Exchange Act, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**SUNCOKE ENERGY, INC.**

By: /s/ Fay West  
Fay West  
Senior Vice President and  
Chief Financial Officer

Date: December 15, 2015

**EXHIBIT INDEX**

**Exhibit  
No.**

**Exhibit**

3.1 By-laws of SunCoke Energy, Inc. (Amended and Restated as of December 10, 2015).