

ARCH COAL INC
Form 11-K
June 26, 2013
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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

FORM 11-K

(Mark One)

Annual Report Pursuant to Section 15(d) of the Securities Exchange Act of 1934

For the fiscal year ended December 31, 2012

OR

Transition Report Pursuant to Section 15(d) of the Securities Exchange Act of 1934

For the transition period from to .

Commission file number: 1-13105

Arch Coal, Inc. Employee Thrift Plan

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(Full title of the plan and the address of the plan, if different from that of the issuer named below)

Name and Address of the issuer of the Securities

Held Pursuant to the Plan

Arch Coal, Inc.

One CityPlace Drive, Suite 300

St. Louis, Missouri 63141

(Name of issuer of the securities held pursuant to the plan and the address of its principal executive office)

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Report Of Independent Registered Public

Accounting Firm

The Retirement Committee

Arch Coal, Inc. Employee Thrift Plan

St. Louis, Missouri

We have audited the accompanying statement of net assets available for benefits of the Arch Coal, Inc. Employee Thrift Plan (the Plan) as of December 31, 2012 and 2011, and the related statement of changes in net assets available for benefits for the years then ended. These financial statements are the responsibility of the Plan's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. The plan is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. Our audit included consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the plan's control over financial reporting. Accordingly, we express no such opinion. An audit also includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the net assets available for benefits of the Plan at December 31, 2012 and 2011, and the changes in net assets available for benefits for the years then ended, in conformity with accounting principles generally accepted in the United States of America.

/s/ RubinBrown LLP

St. Louis, Missouri

June 26, 2013

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ARCH COAL, INC. EMPLOYEE THRIFT PLAN

STATEMENT OF NET ASSETS AVAILABLE FOR BENEFITS

| | December 31, | |
|---|-----------------------|-----------------------|
| | 2012 | 2011 |
| Assets | | |
| Investments, At Fair Value | | |
| Cash | \$ | \$ 114,095,755 |
| Money market fund | 2,984,948 | 2,876,866 |
| Mutual funds | 183,527,248 | 141,841,419 |
| Stable value fund | 114,032,035 | 81,339,807 |
| Company stock | 23,324,416 | 27,824,221 |
| Collective trust funds | 184,188,130 | 109,830,970 |
| Brokerage securities | 10,026,856 | 10,837,571 |
| Total Investments At Fair Value | 518,083,633 | 488,646,609 |
| Receivables | | |
| Notes receivable from participants | 29,767,784 | 30,770,198 |
| Net Assets Reflecting Investments At Fair Value | 547,851,417 | 519,416,807 |
| Adjustment From Fair Value To Contract Value For Fully Benefit-Responsive Investment Contracts | (4,400,632) | (3,717,995) |
| Net Assets Available For Benefits | \$ 543,450,785 | \$ 515,698,812 |

See the accompanying notes to financial statements.

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ARCH COAL, INC. EMPLOYEE THRIFT PLAN

STATEMENT OF CHANGES IN NET ASSETS

AVAILABLE FOR BENEFITS

| | For The Years Ended December 31, | |
|--|-------------------------------------|-----------------------|
| | 2012 | 2011 |
| Additions To Net Assets Attributed To: | | |
| Contributions | | |
| Participant salary deferral | \$ 34,876,202 | \$ 25,739,721 |
| Company | 27,299,004 | 20,470,322 |
| Participant after-tax | 1,820,034 | 1,455,507 |
| Rollover | 1,772,330 | 1,115,450 |
| Total Contributions | 65,767,570 | 48,781,000 |
| Deductions From Net Assets Attributed To: | | |
| Benefits paid directly to participants | 75,412,796 | 32,079,198 |
| Administrative fees | 671,608 | 521,037 |
| Total Deductions | 76,084,404 | 32,600,235 |
| Investment Income (Loss): | | |
| Dividends and interest | 9,859,399 | 7,817,887 |
| Net appreciation (depreciation) in fair value of investments | 27,100,271 | (39,592,854) |
| Net Investment Income (Loss) | 36,959,670 | (31,774,967) |
| Interest Income On Notes Receivable From Participants | 1,109,137 | 809,020 |
| Transfer Of Assets Into Plan | | 122,954,529 |
| Net Increase | 27,751,973 | 108,169,347 |
| Net Assets Available For Benefits - Beginning Of Year | 515,698,812 | 407,529,465 |
| Net Assets Available For Benefits - End Of Year | \$ 543,450,785 | \$ 515,698,812 |

See the accompanying notes to financial statements.

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ARCH COAL, INC. EMPLOYEE THRIFT PLAN

NOTES TO FINANCIAL STATEMENTS

December 31, 2012 And 2011

1. Description Of The Plan

The Arch Coal, Inc. Employee Thrift Plan (the Plan) was established by Arch Coal, Inc. (the Company) for the benefit of the eligible employees of the Company, its subsidiaries and controlled affiliates.

The following description of the Plan provides only general information. Participants should refer to the Plan Document for a more complete description of the Plan's provisions.

Certain provisions of the Plan, as described below, do not apply to or have been modified for certain subsidiaries and affiliates of the Company.

General

The Plan is a defined contribution plan that covers substantially all salaried employees, nonunion hourly employees, and certain union employees where specified by applicable collective bargaining agreements of the Company, its subsidiaries, and any controlled affiliates that elect to participate in the Plan. It is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

During 2011, the Company completed the acquisition of International Coal Group Inc. (ICG). On December 31, 2011, the assets of the International Coal Group, Inc. 401(k) Savings and Retirement Plan totaling \$122,954,529, consisting of cash totaling \$114,095,755 and notes receivable from participants totaling \$8,858,774, were transferred into the Plan. Employees of ICG became participants of the Plan at that time.

Contributions

Participants may elect to defer between 1% and 50% of compensation. Highly compensated employees may contribute up to 16% of compensation. The Company is required to make matching contributions to all participants equal to 100% of the participant salary deferral contributions up to the first 6% of eligible compensation, with the exception of participants who are hourly eligible employees of Mountain Laurel who receive a fixed 8% employer contribution.

The Plan includes an automatic enrollment provision for all eligible employees. The automatic enrollment provides for default salary deferral contributions of 6% of eligible compensation, which will be invested in a target retirement fund. The participant has the option to make changes to the salary deferral percentage and investment allocation at any time.

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ARCH COAL, INC. EMPLOYEE THRIFT PLAN

Notes To Financial Statements (*Continued*)

Participant Accounts

Each participant's account is credited with the participant's salary deferral contributions; the Company's matching contribution, and Company discretionary contributions, if applicable, and an allocation of Plan earnings. The allocation of earnings is determined by the earnings of the participant's investment selection based on each participant's account balance, as defined in the Plan Document. In addition, each participant's account is charged for applicable Plan expenses. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Vesting

Participants are fully vested in their salary deferral contributions plus actual earnings. All eligible employees of the Company at December 31, 1997 became fully vested in the Plan. Eligible employees hired subsequent to December 31, 1997 vest in Company contributions and earnings upon the completion of three full years of service. The hourly employees at Mountain Laurel are fully vested after the completion of two full years of service.

All participants become fully vested upon death while employed, total disability, or normal retirement age, regardless of the number of months of participation.

Notes Receivable From Participants

Active participants, with some exceptions, may borrow from their account a minimum of \$500 or up to a maximum equal to the lesser of \$50,000 or 50% of their vested account balances. Note terms range from one to five years or up to fifteen years for the purchase of a primary residence. The notes are secured by the balance in the participant's account and bear interest at the prime rate listed in the Wall Street Journal on the first day of the month the loan is processed. Principal and interest are paid ratably through weekly and bi-weekly payroll deductions. At December 31, 2012, interest rates on the notes receivable range from 3.25% to 8.50%. The final installments are due at various dates through August 2027.

Payment Of Benefits

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Upon death, termination of service, or attainment of age 70-1/2, a participant may receive a lump-sum amount equal to the value of the participant's vested interest in his or her account. Participant accounts with vested balances of \$1,000 or less will be automatically distributed unless otherwise instructed.

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ARCH COAL, INC. EMPLOYEE THRIFT PLAN

Notes To Financial Statements (*Continued*)

In-Service Withdrawals

Subject to certain qualifications, upon reaching age 59-1/2 or upon experiencing a qualifying financial hardship, a participant may withdraw of all or part of his or her vested account. Hardship withdrawals will be approved only if they conform to the Plan provisions and established Internal Revenue Service (IRS) safe harbors. A participant may also withdraw all or part of his or her vested portion of Company contributions if he or she has participated in the Plan for at least three consecutive years. A participant may withdraw after-tax participant contributions after he or she has participated in the Plan for 12 months.

Forfeited Accounts

Forfeited amounts of Company contributions are used to offset future Company contributions to the Plan. At December 31, 2012 and 2011, forfeited amounts that were available to reduce future Company contributions were \$529,830 and \$300,227, respectively. During the Plan years ended December 31, 2012 and 2011, \$1,304,971 and \$584,897, respectively, in forfeited funds were used to offset Company contributions.

Investment Options

Upon enrollment in the Plan, a participant may direct contributions in a number of investment options offered by the Plan.

Administrative Expense

Generally, all expenses related to the administration of the Plan are paid from Plan assets.

Reclassifications

Certain balances within the 2011 financial statements have been reclassified to conform to the 2012 financial statement presentation.

2. Summary Of Significant Accounting Policies

Basis Of Accounting

The financial statements of the Plan are prepared under the accrual basis of accounting.

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ARCH COAL, INC. EMPLOYEE THRIFT PLAN

Notes To Financial Statements (*Continued*)

Estimates And Assumptions

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, disclosure of contingent assets and liabilities at the date of the financial statements, and the reported amounts of additions to and deductions from net assets during the reporting period. Actual results could differ from those estimates.

Investment Valuation And Income Recognition

The Plan's investments are reported at fair value. Fair value is the price that would be received in an asset sale or paid to transfer a liability in an orderly transaction between market participants at the measurement date. See Note 3 for a discussion of fair value measurements.

Investment income is recorded as earned on the accrual basis. Purchases and sales of securities are recorded on a trade-date basis. Dividends are recorded on the ex-dividend date.

Investment contracts held by a defined-contribution plan are required to be reported at fair value. However, contract value is the relevant measurement attribute for that portion of the net assets available for benefits of a defined-contribution plan attributable to fully benefit-responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the Plan. The Plan invests in fully-benefit responsive investment contracts through its investment in the Invesco Stable Value Fund. The Statement of Net Assets Available for Benefits presents the fair value of the investment contracts, as well as the adjustment of the fully benefit-responsive investment contracts from fair value to contract value. The Statement of Changes in Net Assets Available for Benefits is prepared on a contract value basis.

Notes Receivable From Participants

Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. Delinquent participant notes are reclassified as distributions based upon the terms of the Plan Document.

Payment Of Benefits

Benefits are recorded when paid.

Table of Contents**ARCH COAL, INC. EMPLOYEE THRIFT PLAN**

Notes To Financial Statements (Continued)

3. Investments

The Company has established a Retirement Committee to oversee the activities of the Plan and has appointed the Vice President - Human Resources as the Plan Administrator. Mercer Fiduciary Trust Company is the Trustee for the Plan and Mercer HR Services is the Plan's Recordkeeper.

Investments consist of the following at:

| | December 31, | |
|---|---------------------|-----------------|
| | 2012 | 2011 |
| Cash And Cash Equivalents | | |
| Cash | \$ | \$ 114,095,755* |
| Money Market Funds | 2,984,948 | 2,876,866 |
| Total Cash And Cash Equivalents | 2,984,948 | 116,972,621 |
| Mutual Funds | | |
| American Century Income and Growth Fund | 15,518,412 | 16,090,329 |
| Growth Fund of America | 32,737,951* | 20,026,826 |
| Investment Company of America | 4,866,315 | 8,487,637 |
| Royce Special Equity Fund | 5,667,186 | 2,966,172 |
| Dodge & Cox Balanced Fund | 55,330,214* | 45,847,093* |
| Franklin Templeton Balance Sheet Fund | 12,039,823 | 9,840,584 |
| Artio International Equity Fund | 13,483,922 | 7,886,081 |
| PIMCO Total Return Fund | 34,624,865* | 24,630,768 |
| Jennison Mid Cap Growth Fund | 9,258,560 | 6,065,929 |
| Total Mutual Funds | 183,527,248 | 141,841,419 |
| Stable Value Fund | | |
| (At Contract Value) | 109,631,403* | 77,621,812* |
| Company Stock | | |
| | 23,324,416 | 27,824,221* |
| Collective Trust Funds | | |
| Wells Fargo Dow Jones Target Today | 1,447,763 | 85,695 |
| Wells Fargo Dow Jones Target 2010 | 4,046,108 | 1,569,863 |
| Wells Fargo Dow Jones Target 2015 | 5,266,458 | 2,953,553 |
| Wells Fargo Dow Jones Target 2020 | 26,320,025 | 6,712,675 |
| Wells Fargo Dow Jones Target 2025 | 10,031,586 | 6,256,559 |
| Wells Fargo Dow Jones Target 2030 | 16,951,995 | 5,589,129 |
| Wells Fargo Dow Jones Target 2035 | 11,681,474 | 7,557,634 |
| Wells Fargo Dow Jones Target 2040 | 17,978,142 | 8,332,836 |

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| | | |
|--|-----------------------|-----------------------|
| Wells Fargo Dow Jones Target 2045 | 15,008,440 | 10,067,020 |
| Wells Fargo Dow Jones Target 2050 | 14,588,444 | 9,020,724 |
| Northern Trust Collective S&P 500 Equity Index Fund | 60,867,695* | 51,685,282* |
| Total Collective Trust Funds | 184,188,130 | 109,830,970 |
| Brokerage Securities | 10,026,856 | 10,837,571 |
| | \$ 513,683,001 | \$ 484,928,614 |

*Investment represents 5% or more of net assets at the end of the respective Plan year.

Table of Contents**ARCH COAL, INC. EMPLOYEE THRIFT PLAN**Notes To Financial Statements (*Continued*)

During 2012 and 2011, the Plan's investments, including gains and losses on investments bought and sold, as well as held during the year, appreciated (depreciated) in value as follows:

| | 2012 | 2011 |
|------------------------|---------------|-----------------|
| Mutual funds | \$ 19,982,289 | \$ (9,683,540) |
| Company stock | (13,615,918) | (29,830,923) |
| Collective trust funds | 21,518,095 | 1,038,753 |
| Brokerage securities | (784,195) | (1,117,144) |
| | \$ 27,100,271 | \$ (39,592,854) |

Stable Value Fund

The Plan invests in the Invesco Stable Value Fund (the Fund), a benefit-responsive investment managed exclusively for the Plan by Invesco Institutional, N.A. (Invesco). Invesco maintains the contributions in a managed account, which is credited with earnings on the underlying investments and charged for participant withdrawals and administrative expenses. The Fund's key objectives are to provide preservation of principal, maintain a stable interest rate, and provide daily liquidity at contract value for participant withdrawals and transfers in accordance with the provisions of the Plan.

The Fund invests in synthetic guaranteed investment contracts (GICs), which are wrap contracts paired with an underlying investment or investments, usually a portfolio, owned by the Plan, of common collective trust funds. The Fund purchases wrapper contracts from financial services institutions. Synthetic GICs credit a stated interest rate for a specified period of time. Investment gains and losses are amortized over the expected duration through the calculation of the interest rate applicable to the Plan on a prospective basis. Synthetic GICs provide for a variable crediting rate, which typically resets monthly and quarterly, and the issuer of the wrap contract provides assurance that future adjustments to the crediting rate cannot result in a crediting rate less than zero. The crediting rate is primarily based on the current yield-to-maturity of the covered investments, plus or minus amortization of the difference between the market value and contract value of the covered investments over the duration of the covered investments at the time of the computation. The crediting rate is most affected by the change in the annual effective yield-to-maturity of the underlying securities, but is also affected by the difference between the contract value and the market value of the covered investments. Depending on the change in duration from reset period to reset period, the magnitude of the impact to the crediting rate of the contract to market difference is heightened or lessened.

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ARCH COAL, INC. EMPLOYEE THRIFT PLAN

Notes To Financial Statements (*Continued*)

As described in Note 2, because the Fund is fully benefit-responsive, contract value is the relevant measurement attribute for that portion of the net assets available for benefits attributable to the Fund. Participants may ordinarily direct the withdrawal or transfer of all or a portion of their investment at contract value.

Certain events limit the ability of the Plan to transact at contract value with the issuer. Such events include the following: (1) material, adverse amendments to the Plan documents (including complete or partial Plan termination or merger with another plan), or (2) the decision by the Company to withdraw all assets from the funds and reinvest in another investment vehicle. The Plan Administrator does not believe that the occurrence of any such value event, which would limit the Plan's ability to transact at contract value with participants, is probable.

The investment contracts included in the Fund had an average yield of 0.80% and 1.46% for the years ended December 31, 2012 and 2011, respectively. The average crediting interest rate was 1.78% and 2.77% at December 31, 2012 and 2011, respectively.

Collective Trust Funds

Equity Index Fund

The Plan invests in a collective trust fund of which the primary objective is to approximate the risk and return of the S&P 500 Index. This index is commonly used to represent the large cap segment of the U.S. equity market. The Plan does not have any unfunded commitments relating to its investments or any significant restrictions on redemptions. Participant-directed redemptions can be made on any business day and do not have a redemption notice period.

Target Date Funds

The Plan invests in collective trust funds in which the primary objective is to approximate the risk and return of the Dow Jones Target Index Funds. The funds invest in a combination of equity, fixed income and money market securities using an asset allocation strategy. The Plan does not have any unfunded commitments relating to their investments or any significant restrictions on redemptions. Participant-directed redemptions can be made on any business day and do not have a redemption notice period.

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ARCH COAL, INC. EMPLOYEE THRIFT PLAN

Notes To Financial Statements (*Continued*)

Fair Value Measurements

The Plan follows current accounting standards, which establish a framework for measuring fair value. The framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements). The three levels of the fair value are described below:

Level 1 Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets that the Plan has the ability to access.

Level 2 Inputs to the valuation methodology include:

- Quoted prices for similar assets or liabilities in active markets;

- Quoted prices for identical or similar assets or liabilities in inactive markets;

- Inputs other than quoted prices that are observable for the asset or liability;

- Inputs that are derived principally from or corroborated by observable market data by correlation or other means.

If the asset or liability has a specified (contractual) term, the Level 2 input must be observable for substantially the full term of the asset or liability.

Level 3 Inputs to the valuation methodology are unobservable and significant to the fair value measurement.

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ARCH COAL, INC. EMPLOYEE THRIFT PLAN

Notes To Financial Statements (*Continued*)

The asset's or liability's fair value measurement level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. Valuation techniques used need to maximize the use of observable inputs and minimize the use of unobservable inputs.

Following is a description of the valuation methodologies used for assets measured at fair value:

Money Market Fund And Mutual Funds

Valued at the net asset value (NAV) of shares held by the Plan at year end, based on quoted market prices.

Stable Value Fund

Valued at NAV based on the market value of the underlying investment assets divided by the number of units outstanding at the end of the Plan year. The fund seeks to provide preservation of principal, maintain a stable interest rate and provide daily liquidity at contract value for participant withdrawals and transfers in accordance with the provisions of the Plan.

Collective Trust Funds

Valued at NAV as determined by the Trustee based on the market value of the underlying investment assets divided by the number of units outstanding at the end of the Plan year.

Company Stock And Brokerage Securities

Valued at the closing price reported on the active market on which the individual securities are traded.

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The methods described above may produce fair value calculations that may not be indicative of net realizable value or reflective of future fair values. Furthermore, while the Plan believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

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ARCH COAL, INC. EMPLOYEE THRIFT PLAN

Notes To Financial Statements (Continued)

The following tables set forth by level, within the fair value hierarchy, the Plan's investments at fair value as of:

| | December 31, 2012 | | | |
|---------------------------------|-------------------|----------------|---------|----------------|
| | Level 1 | Level 2 | Level 3 | Total |
| Money market fund | \$ 2,984,948 | \$ | \$ | \$ 2,984,948 |
| Mutual funds | | | | |
| Growth funds | 47,663,697 | | | 47,663,697 |
| Balanced funds | 55,330,214 | | | 55,330,214 |
| Blended funds | 18,350,237 | | | 18,350,237 |
| Value funds | 27,558,235 | | | 27,558,235 |
| Income fund | 34,624,865 | | | 34,624,865 |
| Total mutual funds | 183,527,248 | | | 183,527,248 |
| Collective trust funds | | | | |
| Target date funds | | 123,320,435 | | 123,320,435 |
| Equity index fund | | 60,867,695 | | 60,867,695 |
| Total collective trust funds | | 184,188,130 | | 184,188,130 |
| Stable value fund | | 114,032,035 | | 114,032,035 |
| Company stock | 23,324,416 | | | 23,324,416 |
| Brokerage securities | 10,026,856 | | | 10,026,856 |
| Total investments at fair value | \$ 219,863,468 | \$ 298,220,165 | \$ | \$ 518,083,633 |

| | December 31, 2011 | | | |
|------------------------------|-------------------|-------------|---------|--------------|
| | Level 1 | Level 2 | Level 3 | Total |
| Money market fund | \$ 2,876,866 | \$ | \$ | \$ 2,876,866 |
| Mutual funds | | | | |
| Growth funds | 29,058,927 | | | 29,058,927 |
| Balanced funds | 45,847,093 | | | 45,847,093 |
| Blended funds | 16,373,718 | | | 16,373,718 |
| Value funds | 25,930,913 | | | 25,930,913 |
| Income fund | 24,630,768 | | | 24,630,768 |
| Total mutual funds | 141,841,419 | | | 141,841,419 |
| Collective trust funds | | | | |
| Target date funds | | 58,145,688 | | 58,145,688 |
| Equity index fund | | 51,685,282 | | 51,685,282 |
| Total collective trust funds | | 109,830,970 | | 109,830,970 |
| Stable value fund | | 81,339,807 | | 81,339,807 |
| Company stock | 27,824,221 | | | 27,824,221 |
| Brokerage securities | 10,837,571 | | | 10,837,571 |

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| | | | | | | |
|---------------------------------|----|-------------|----|-------------|----|-------------|
| Total investments at fair value | \$ | 183,380,077 | \$ | 191,170,777 | \$ | 374,550,854 |
|---------------------------------|----|-------------|----|-------------|----|-------------|

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ARCH COAL, INC. EMPLOYEE THRIFT PLAN

Notes To Financial Statements (*Continued*)

There have been no changes in the methodologies used at December 31, 2012 or 2011.

4. Plan Termination

Although it has not expressed intent to do so, the Company has the right under the Plan to discontinue its contributions at any time and to terminate the Plan, subject to the provisions of ERISA. In the event of Plan termination, participants will become 100% vested in their accounts.

5. Income Tax Status

The Plan obtained its latest determination letter on July 17, 2009 in which the IRS stated that the Plan, as then designed, was in compliance with the applicable requirements of the Internal Revenue Code. The Plan has been amended since receiving the determination letter. The Plan Administrator believes the amendments made will maintain the tax qualification of the Plan and the related trust will continue to be tax exempt.

Accounting principles generally accepted in the United States of America require Plan management to evaluate tax positions taken by the Plan and recognize a tax liability (or asset) if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the IRS. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The Plan's federal tax returns for tax years 2009 and later remain subject to examination by taxing authorities.

6. Risks And Uncertainties

The Plan invests in various investment securities. Investment securities are exposed to various risks such as interest rate, market and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect participants' account balances and the amounts reported in the Statement of Net Assets Available For Benefits.

Table of Contents**ARCH COAL, INC. EMPLOYEE THRIFT PLAN**Notes To Financial Statements (*Continued*)**7. Related Party Transactions**

The Plan's investments include shares of Company common stock. The Company is the Plan Sponsor, and therefore, these transactions qualify as allowable party-in-interest transactions.

8. Reconciliation Of Financial Statements To Form 5500

Following is a reconciliation of net assets available for benefits and net increase per the financial statements to the Form 5500:

| | December 31, | |
|---|-----------------------|-----------------------|
| | 2012 | 2011 |
| Net assets available for benefits per the financial statements | \$ 543,450,785 | \$ 515,698,812 |
| Adjustment from contract value to fair value for fully benefit-responsive contracts | 4,400,632 | 3,717,995 |
| Net Assets Available For Benefits Per The Form 5500 | \$ 547,851,417 | \$ 519,416,807 |

| | For The Year Ended December 31, 2012 |
|--|---|
| Net increase per the financial statements | \$ 27,751,973 |
| Adjustment from contract value to fair value for fully benefit-responsive contracts prior year | (3,717,995) |
| Adjustment from contract value to fair value for fully benefit-responsive contracts current year | 4,400,632 |
| Net Increase Per The Form 5500 | \$ 28,434,610 |

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Report Of Independent Registered Public Accounting Firm

On Supplementary Information

Our audit was performed for the purpose of forming an opinion on the basic financial statements taken as a whole. The supplemental schedule of assets held at end of year is presented for purposes of additional analysis and is not a required part of the basic financial statements, but is supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. This supplemental schedule is the responsibility of the Plan's management. The supplemental schedule has been subjected to the auditing procedures applied in the audit of the basic financial statements and, in our opinion, is fairly stated in all material respects in relation to the basic financial statements taken as a whole.

/s/ RubinBrown LLP

St. Louis, Missouri

June 26, 2013

Table of Contents**ARCH COAL, INC. EMPLOYEE THRIFT PLAN**

E.I.N.: 43-0921172 PLAN NO.: 006

SCHEDULE OF ASSETS HELD AT END OF YEAR

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December 31, 2012

| Identity Of Issuer | Description Of Investment | Current Value |
|-------------------------------------|---|--------------------|
| Money Market Fund | | |
| TD Ameritrade | TDAM Money Market Portfolio | 2,984,948 |
| Mutual Funds | | |
| American Century | American Century Income and Growth Fund | 15,518,412 |
| American Fund Corporation | Growth Fund of America | 32,737,951 |
| American Fund Corporation | Investment Company of America | 4,866,315 |
| Royce | Royce Special Equity Fund | 5,667,186 |
| Dodge & Cox Funds | Dodge & Cox Balanced Fund | 55,330,214 |
| Franklin Investments | Franklin Templeton Balance Sheet Fund | 12,039,823 |
| Artio Investments | Artio International Equity Fund | 13,483,922 |
| PIMCO Investments | PIMCO Total Return Fund | 34,624,865 |
| Jennison Investments | Jennison Mid Cap Growth Fund | 9,258,560 |
| Total Mutual Funds | | 183,527,248 |
| Company Stock | | |
| Arch Coal, Inc.* | Common stock | 23,324,416 |
| Collective Trust Funds | | |
| Wells Fargo | Wells Fargo Dow Jones Target Today | 1,447,763 |
| Wells Fargo | Wells Fargo Dow Jones Target 2010 | 4,046,108 |
| Wells Fargo | Wells Fargo Dow Jones Target 2015 | 5,266,458 |
| Wells Fargo | Wells Fargo Dow Jones Target 2020 | 26,320,025 |
| Wells Fargo | Wells Fargo Dow Jones Target 2025 | 10,031,586 |
| Wells Fargo | Wells Fargo Dow Jones Target 2030 | 16,951,995 |
| Wells Fargo | Wells Fargo Dow Jones Target 2035 | 11,681,474 |
| Wells Fargo | Wells Fargo Dow Jones Target 2040 | 17,978,142 |
| Wells Fargo | Wells Fargo Dow Jones Target 2045 | 15,008,440 |
| Wells Fargo | Wells Fargo Dow Jones Target 2050 | 14,588,444 |
| Northern Trust | Collective Daily S&P 500 Equity Index Fund | 60,867,695 |
| Total Collective Trust Funds | | 184,188,130 |
| Brokerage Securities | | |
| Mercer Securities* | Mercer Securities Account (Participant Directed Brokerage Accounts) | 10,026,856 |
| Balance Carried Forward | | 404,051,598 |

Table of Contents**ARCH COAL, INC. EMPLOYEE THRIFT PLAN**

E.I.N.: 43-0921172 PLAN NO.: 006

SCHEDULE OF ASSETS HELD AT END OF YEAR

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December 31, 2012

| Identity Of Issuer | Description Of Investment | Current Value |
|--------------------------------|---|----------------|
| Balance Brought Forward | | \$ 404,051,598 |
| Stable Value Fund | | |
| Aviva Life | IGT Aviva 1-5 Year Government Fund | 18,304,178 |
| Aviva Life | IGT Aviva Core Fixed Income Fund | 4,569,730 |
| ING Life & Annuity | IGT Invesco Short-Term Bond Fund | 19,664,805 |
| ING Life & Annuity | IGT ING Short Duration | 6,173,832 |
| Monumental Life Insurance Co. | IGT Invesco Short-Term Bond Fund | 15,677,976 |
| Monumental Life Insurance Co. | IGT Invesco Core Fixed Income Fund | 2,606,437 |
| Monumental Life Insurance Co. | IGT BlackRock Core Fixed Income Fund | 2,604,008 |
| Monumental Life Insurance Co. | IGT Goldman Sachs Core | 2,610,423 |
| Monumental Life Insurance Co. | IGT PIMCO Core Fixed Income Fund | 2,603,544 |
| Monumental Life Insurance Co. | Wrapper Contract | 32,450 |
| Prudential Insurance Company | IGT Jennison Intermediate Government/Credit Fund | 9,164,888 |
| Prudential Insurance Company | IGT Invesco Intermediate Government/Credit Fund | 9,176,514 |
| Prudential Insurance Company | IGT PIMCO Intermediate Government/Credit Fund | 9,168,836 |
| State Street Bank & Trust Co. | Money Market Fund | 11,674,414 |
| Total Stable Value Fund | | 114,032,035 |
| Plan Participants* | Notes receivable, bearing interest at 3.25% - 9.25%, due at various dates through August 2027 | 29,767,784 |
| Total | | \$ 547,851,417 |

* Represents party-in-interest

The above information is a required disclosure for IRS Form 5500, Schedule H, Part IV, line 4i.

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Signatures

Pursuant to the requirements of the Securities Exchange Act of 1934, the trustees (or other persons who administer the employee benefit plan) have duly caused this annual report to be signed on their behalf by the undersigned thereunto duly authorized.

Arch Coal, Inc. Employee Thrift Plan

By: /s/ John Ziegler, Jr.
John Ziegler, Jr.
Plan Administrator

June 26, 2013

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Exhibit Index

| Exhibit | Description |
|----------------|--|
| 23.1 | Consent of Independent Registered Public Accounting Firm |
