

CLOUD PEAK ENERGY INC.
Form 8-K
February 25, 2014

**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): **February 25, 2014**

Cloud Peak Energy Inc.

Cloud Peak Energy Resources LLC

(Exact name of registrant as specified in its charter)

Delaware
Delaware
(State or other jurisdiction
of incorporation)

001-34547
333-168639
(Commission
File Number)

26-3088162
26-4073917
(IRS Employer
Identification No.)

505 S. Gillette Ave., Gillette, Wyoming
(Address of principal executive offices)

82716
(Zip Code)

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Registrant's telephone number, including area code: (307) 687-6000

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.

On February 25, 2014, Cloud Peak Energy Inc., a Delaware corporation (CPE Inc.) issued a press release announcing that its wholly-owned subsidiary Cloud Peak Energy Resources LLC (the Company), together with Cloud Peak Energy Finance Corp., a wholly-owned direct subsidiary of the Company, intend, subject to market conditions, to publicly offer \$200 million aggregate principal amount of senior unsecured notes due 2024. The Company intends to use the net proceeds from the offering to fund a portion of its pending tender offer and consent solicitation for its existing 8.250% senior notes due 2017 (2017 Notes). A copy of the press release is furnished herewith as Exhibit 99.1 and is incorporated in this Item 7.01 by reference.

On February 25, 2014, CPE Inc. issued a press release announcing that the Company has commenced a cash tender offer and consent solicitation with respect to any and all of its outstanding \$300 million aggregate principal amount of 2017 Notes. A copy of the press release is furnished herewith as Exhibit 99.2 and is incorporated in this Item 7.01 by reference.

In accordance with General Instruction B.2 of Form 8-K, the information in this report, including Exhibits 99.1 and 99.2, shall not be deemed filed for the purposes of Section 18 of the Securities Exchange Act of 1934 (the Exchange Act) or otherwise subject to the liabilities of that section, nor shall such information, including Exhibits 99.1 and 99.2, be deemed incorporated by reference in any filing under the Securities Act of 1933 or the Exchange Act, except as shall be expressly set forth by specific reference in such filing.

Item 9.01.

Financial Statements and Exhibits.

(d) Exhibits.

- | | |
|-------|---|
| 99.1* | Press release dated February 25, 2014, Cloud Peak Energy Inc. Announces Public Offering of \$200 Million of Senior Unsecured Notes. |
| 99.2* | Press release dated February 25, 2014, Cloud Peak Energy Resources Commences Cash Tender Offer for Any and All of its Outstanding 8.250% Senior Notes Due 2017. |

* Furnished herewith

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.

CLOUD PEAK ENERGY INC.

Date: February 25, 2014

By: /s/ Bryan J. Pechersky
Name: Bryan J. Pechersky
Title: Senior Vice President, General Counsel and
Corporate Secretary

CLOUD PEAK ENERGY RESOURCES LLC

Date: February 25, 2014

By: /s/ Bryan J. Pechersky
Name: Bryan J. Pechersky
Title: Senior Vice President, General Counsel and
Corporate Secretary

EXHIBIT INDEX

Exhibit Number	Exhibit
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99.2*	Press release dated February 25, 2014, Cloud Peak Energy Resources Commences Cash Tender Offer for Any and All of its Outstanding 8.250% Senior Notes Due 2017.

* Furnished herewith