

CLOUD PEAK ENERGY INC.
Form 8-K
December 01, 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 1, 2015**

Cloud Peak Energy Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or other Jurisdiction of
Incorporation)

001-34547
(Commission File Number)

26-3088162
(IRS Employer Identification No.)

505 S. Gillette Ave., Gillette, Wyoming
(Address of Principal Executive Offices)

82716
(Zip Code)

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

Not Applicable

(Former name or former address if changed since last report.)

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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:

- o Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

 - o Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

 - o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

 - o 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 December 1, 2015, Cloud Peak Energy Inc. (Cloud Peak Energy) issued a press release announcing that Cloud Peak Energy Logistics LLC entered into an amended transportation agreement with BNSF Railway Company to eliminate both parties' volume obligations for the period 2016 through 2018 in exchange for a series of payments.

The press release is furnished as Exhibit 99.1 to this Form 8-K and is incorporated in this Item 7.01 by reference. The information contained in this Item 7.01 (including Exhibit 99.1) is furnished pursuant to this Item 7.01 and shall not be deemed filed for purposes of Section 18 of the Securities Exchange Act of 1934, or otherwise subject to the liabilities of that Section, notwithstanding any general incorporation by reference language in other CPE filings.

Item 8.01 Other Events.

On December 1, 2015, Cloud Peak Energy issued a press release announcing that Cloud Peak Energy Logistics LLC entered into an amended transportation agreement with BNSF Railway Company to eliminate both parties' volume obligations for the period 2016 through 2018 in exchange for a series of payments. Under the amended agreement, Cloud Peak Energy made an upfront payment to BNSF and has the right to make payments from 2016 through 2018 replacing the previous take-or-pay commitments during this three-year period. The aggregate reduction in potential payments if Cloud Peak Energy does not ship any export tons during this three-year period is substantially comparable to the reduction under the export terminal throughput amendment announced on October 28, 2015 by Cloud Peak Energy. Except as amended, the original transportation agreement remains in place through the end of 2024.

The parties will continue to meet regularly going forward to discuss market conditions and any potential shipments and the terms for any shipments. If export shipments do not occur, it is expected that Spring Creek Mine production volumes will be reduced accordingly.

Cautionary Note Regarding Forward Looking Statements

This Report contains forward-looking statements within the meaning of the safe harbor provisions of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934. Forward-looking statements are not statements of historical facts and often contain words such as may, will, expect, believe, anticipate, plan, estimate, seek, could, should, intend, potential, or words of similar import. Forward-looking statements are based on management's current expectations and beliefs as well as assumptions and estimates regarding our company, industry, economic conditions, government regulations, energy policies and other factors. Forward-looking statements include the timing and volumes of any future Asian export shipments, potential Spring Creek Mine production volumes and reductions, market conditions and growth opportunities for Asian exports of Powder River Basin coal and other statements regarding the expected benefits of this transaction and our plans, strategies, prospects and expectations concerning our business, industry, economic conditions, operating results, financial condition and other matters that do not relate strictly to historical facts. These statements are subject to significant risks, uncertainties, and assumptions that are difficult to predict and could cause actual results to differ materially and adversely from those expressed or implied in the forward-looking statements, including government energy and tax policies and the political and regulatory environment impacting coal-fired generation and exports of U.S. thermal coal, economic and industry conditions, demand by Asian utilities for our coal and competition from other producers of coal and sources of electricity generation, Newcastle benchmark prices and prices we receive for delivered export sales, rail and terminal performance and availability required to deliver our export tons, demurrage costs, the impact of future take-or-pay commitments and other factors. For a discussion of some of the additional factors that could adversely affect our future results or the anticipated benefits of

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this transaction, refer to the risk factors described from time to time in the reports and registration statements we file with the Securities and Exchange Commission (SEC), including those in Item 1A - Risk Factors in our most recent Form 10-K and any updates thereto in our Forms 10-Q and current reports on Forms 8-K. There may be other risks and uncertainties that are not currently known to us or that we currently believe are not material. We make forward-looking statements based on currently available information, and we assume no obligation to, and expressly disclaim any obligation to, update or revise publicly any forward-looking statements made in this Report, whether as a result of new information, future events or otherwise, except as required by law.

Item 9.01

Financial Statements and Exhibits

(d) Exhibits. The following exhibit is being furnished herewith.

99.1 Furnished Press Release Announcing Amendment to BNSF Transportation Agreement

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: December 1, 2015

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

EXHIBIT INDEX

Exhibit No.	Description
99.1	Furnished Press Release Announcing Amendment to BNSF Transportation Agreement