
Section 1: 8-K (8-K)

**UNITED STATES
SECURITIES AND EXCHANGE
COMMISSION
WASHINGTON, DC 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): September 4, 2018

FORESIGHT ENERGY LP
(Exact Name of Registrant as Specified in Charter)

Delaware
(State or Other Jurisdiction
of Incorporation)

001-36503
(Commission
File Number)

80-0778894
(IRS Employer
Identification No.)

211 North Broadway
Suite 2600
Saint Louis, MO
(Address of Principal Executive Offices)

63102
(Zip Code)

Registrant's telephone number, including area code: (314) 932-6160

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 (*see* General Instruction A.2. below):

- 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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 ((§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

ITEM 7.01 REGULATION FD DISCLOSURE.

On September 4, 2018, Foresight Energy LP (the “Partnership”) issued a notice to the holders of warrants to acquire newly issued common units of the Partnership (the “Warrants”) disclosing that (i) the Partnership paid a distribution to the holders of its common units in an amount equal to \$0.0565 per common unit, and (ii) as a result of the payment of the distribution, the Partnership adjusted the exercise price applicable to the Warrants and number of common units issuable upon the exercise of each Warrant.

The information in this Item 7.01 and the notice attached hereto as Exhibit 99.1 shall not be deemed to be “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise subject to the liabilities of that section, and shall not be incorporated by reference into any filing under the Securities Act of 1933, as amended, or the Exchange Act.

ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS.**(d) Exhibits**

| Exhibit No. | Description |
|------------------------|---|
| 99.1 | <u>Notice to Warrant Holders by Foresight Energy LP on September 4, 2018.</u> |

SIGNATURES

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, thereunto duly authorized.

Foresight Energy LP

By: Foresight Energy GP LLC,
its general partner

By: /s/ Robert D. Moore
Robert D. Moore
*Chairman of the Board, President and
Chief Executive Officer*

Date: September 4, 2018

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Section 2: EX-99.1 (EX-99.1)

Exhibit 99.1

**Foresight Energy LP
211 North Broadway, Suite 2600
Saint Louis, MO 63102**

September 4, 2018

Reference is made to the Warrant Certificate (the "Warrant Certificate") and the related Warrant Agreement, dated as of August 30, 2016, between Foresight Energy LP, a Delaware limited partnership (the "Partnership"), and American Stock Transfer & Trust Company, LLC, a New York limited liability trust company.

In accordance with Section 2(a)(vi) of the Warrant Certificate, the Partnership hereby notifies you that on August 31, 2018, the Partnership paid a cash dividend to the holders of its common units in an amount equal to \$0.0565 per common unit (the "Dividend"). As a result, the Exercise Price of each Warrant decreased to \$0.8270 and the Number Issuable increased to 13.8.

Attached hereto as Exhibit A is an officer's certificate setting forth the inputs necessary to calculate the new Exercise Price and Number Issuable pursuant to Section 2(a)(ii) of the Warrant Certificate as a result of the payment of the Dividend.

Capitalized terms used but not defined herein shall have the meanings ascribed to them in the Warrant Certificate.

Very truly yours,

Foresight Energy LP

Foresight Energy LP
211 North Broadway, Suite 2600
Saint Louis, MO 63102

September 4, 2018

Reference is made to the Warrant Certificate (the "Warrant Certificate") related to that certain Warrant Agreement, dated as of August 30, 2016, between Foresight Energy LP, a Delaware limited partnership (the "Partnership"), and American Stock Transfer & Trust Company, LLC, a New York limited liability trust company.

I, Robert D. Moore, President and Chief Executive Officer of the general partner of Foresight Energy GP LLC, the general partner of the Partnership, hereby certify in my capacity as such, and not in my personal capacity that:

1. On August 31, 2018, the Partnership paid a cash dividend in an amount equal to \$0.0565 per common unit; and
2. As a result of such dividend, the Exercise Price decreased to \$0.8270 and the Number Issuable has been increased to 13.8, in each case, based on the following inputs:
 - a. Exercise Price in effect immediately prior to the Distribution: \$0.8394
 - b. Number Issuable in effect immediately prior to the Distribution: 13.6
 - c. Market Price of a Common Unit on August 16, 2018, the second Business Day preceding the ex-dividend date: \$3.83
 - d. Fair Market Value per Common Unit of the Distribution: \$0.0565

Capitalized terms used but not defined herein shall have the meanings ascribed to them in the Warrant Certificate.

Foresight Energy LP

By: /s/ Robert D. Moore
Robert D. Moore
*Chairman of the Board, President and
Chief Executive Officer*

Date: September 4, 2018

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