

Foresight Energy LP
Form 4
December 14, 2015

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
ACCIPITER CAPITAL MANAGEMENT, LLC

(Last) (First) (Middle)

3801 PGA BLVD., SUITE 600

(Street)

PALM BEACH GARDENS, FL 33408

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Foresight Energy LP [FELP]

3. Date of Earliest Transaction
(Month/Day/Year)
12/10/2015

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___X___ 10% Owner
___ Officer (give title below) ___ Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
___ Form filed by One Reporting Person
X Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Ownership (Instr. 4) |
|------------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount (A) or (D) Price | | |
| Common Units <u>(1)</u> <u>(2)</u> | 12/10/2015 | | P | | 13,545 A \$ 2.55 <u>(5)</u> 3,376,807 | I | By Accipiter Life Sciences Fund, LP <u>(3)</u> |
| Common Units <u>(1)</u> <u>(2)</u> | 12/10/2015 | | P | | 12,494 A \$ 2.55 <u>(5)</u> 4,567,738 | I | By Accipiter Life Sciences Fund (Offshore), Ltd. <u>(4)</u> |
| Common Units <u>(1)</u> <u>(2)</u> | 12/11/2015 | | P | | 36,978 A \$ 2.61 3,413,785 | I | By Accipiter Life |

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| Common Units <u>(1)</u> <u>(2)</u> | 12/11/2015 | P | 34,091 | A | \$ <u>(6)</u> 2.61 | 4,601,829 | I | | Sciences Fund, LP <u>(3)</u> By Accipiter Life Sciences Fund (Offshore), Ltd. <u>(4)</u> |
|------------------------------------|------------|---|--------|---|--------------------------|-----------|---|--|---|
| Common Units <u>(1)</u> <u>(2)</u> | 12/14/2015 | P | 25,984 | A | \$ <u>(7)</u> 2.55 | 3,439,769 | I | | By Accipiter Life Sciences Fund, LP <u>(3)</u> |
| Common Units <u>(1)</u> <u>(2)</u> | 12/14/2015 | P | 23,965 | A | \$ <u>(7)</u> 2.55 | 4,625,794 | I | | By Accipiter Life Sciences Fund (Offshore), Ltd. <u>(4)</u> |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

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(3) Common Units directly owned by ALS Fund. Accipiter Management, as the investment manager of ALS Fund, may be deemed to be the beneficial owner of the Common Units directly owned by ALS Fund. Each of Candens Capital, as the general partner of ALS Fund, and Mr. Hoffman, as the managing member of each of Candens Capital and Accipiter Management, may be deemed to be the beneficial owner of the Common Units directly owned by ALS Fund.

(4) Common Units directly owned by ALS Offshore. Accipiter Management, as the investment manager of ALS Offshore, may be deemed to be the beneficial owner of the Common Units directly owned by ALS Offshore. Mr. Hoffman, as the managing member of Accipiter Management, may be deemed to be the beneficial owner of the Common Units directly owned by ALS Offshore.

(5) The price reported in Column 4 is a weighted average price. These Common Units were purchased in multiple transactions at prices ranging from \$2.42 to \$2.58. The Reporting Persons undertake to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of Common Units purchased at each separate price within the ranges set forth in footnotes 5, 6 and 7 to this Form 4.

(6) The price reported in Column 4 is a weighted average price. These Common Units were purchased in multiple transactions at prices ranging from \$2.43 to \$2.68. The Reporting Persons undertake to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of Common Units purchased at each separate price within the ranges set forth in footnotes 5, 6 and 7 to this Form 4.

(7) The price reported in Column 4 is a weighted average price. These Common Units were purchased in multiple transactions at prices ranging from \$2.47 to \$2.62. The Reporting Persons undertake to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of Common Units purchased at each separate price within the ranges set forth in footnotes footnotes 5, 6 and 7 to this Form 4.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.