

SunCoke Energy, Inc.
Form DEFA14A
April 27, 2012

SCHEDULE 14A INFORMATION

Proxy Statement Pursuant to Section 14(a) of the Securities Exchange Act of 1934

(Amendment No.)

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement

Confidential, for use of the Commission Only (as permitted by Rule 14a-6(e)(2))

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material Pursuant to Section 240.14a-12

SunCoke Energy, Inc.

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

No fee required.

Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

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- (1) Title of each class of securities to which transaction applies:

- (2) Aggregate number of securities to which transaction applies:

- (3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

- (4) Proposed maximum aggregate value of transaction:

- (5) Total fee paid:

- ☐ Fee paid previously with preliminary materials.

- ☐ Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

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(3) Filing Party:

(4) Date Filed:

Explanatory Note: Commencing on or about April 26, 2012, SunCoke Energy, Inc. sent the following communication to certain stockholders.

Supplemental Information Regarding Proposal 1:

Effective on April 26, 2012, Frederick A. Henderson stepped down as a member of our Governance Committee. Mr. Henderson will continue to serve as our Chairman and Chief Executive Officer.

Mr. Henderson served on our Governance Committee on an interim basis following our two-step separation from Sunoco, Inc., completed on January 17, 2012, pursuant to New York Stock Exchange corporate governance standards applicable to companies once they cease to be controlled companies. Under such standards, a company has a one year period after ceasing to be a controlled company before it is required to have a fully independent Governance Committee. Mr. Henderson had planned to step down from our Governance Committee following a brief transition period after John W. Rowe became a member of our Board of Directors and a member of our Compensation and Governance Committees, all effective on April 1, 2012.

Our Board of Directors is composed of a majority of independent directors and our Audit, Compensation and Governance Committees are now each composed entirely of independent directors.

At our 2012 Annual Meeting of Stockholders to be held on Thursday, May 10, 2012, stockholders will vote on the election of Frederick A. Henderson and Alvin Bledsoe to the class of directors whose term expires in 2015. Proposal 1 in our 2012 Proxy Statement includes additional information regarding the specific experience, qualifications, attributes and skills that qualify these two nominees as well as our other directors. **Our Board of Directors recommends that you vote FOR the election of the two nominees for director.**