

CLOUD PEAK ENERGY INC.

Form 4

March 16, 2017

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

OMB APPROVAL

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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 \*  
MYERS TODD A2. Issuer Name and Ticker or Trading  
Symbol  
CLOUD PEAK ENERGY INC.  
[CLD]5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

(Last) (First) (Middle)

505 S. GILLETTE AVE.

(Street)

GILLETTE, WY 82716

(City) (State) (Zip)

3. Date of Earliest Transaction  
(Month/Day/Year)  
03/14/20174. If Amendment, Date Original  
Filed(Month/Day/Year)☐ Director ☐ 10% Owner  
☒ Officer (give title below) ☐ Other (specify below)  
Sr. VP Marketing & Bus. Develo6. Individual or Joint/Group Filing(Check  
Applicable Line)  
☒ Form filed by One Reporting Person  
☐ Form filed by More than One Reporting  
Person**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|----------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|
| Common<br>Stock                       | 03/14/2017                              |                                                             | F                                    | (A)<br>or<br>(D)<br>1,806<br>(1) D                                         | \$<br>3.8<br>12,529 (4)                                                                                            | D                                                                    |                                                                   |
| Common<br>Stock                       | 03/14/2017                              |                                                             | M                                    | 3,954<br>(2) A                                                             | \$<br>3.8<br>16,483 (4)                                                                                            | D                                                                    |                                                                   |
| Common<br>Stock                       | 03/14/2017                              |                                                             | F                                    | 1,842<br>(3) D                                                             | \$<br>3.8<br>14,641 (4)                                                                                            | D                                                                    |                                                                   |

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

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information contained in this form are not  
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(9-02)

number.

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

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) | 8. Amount<br>or<br>Number<br>of<br>Shares |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-----------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------|-------------------------------------------|
| Performance<br>Units                                | (2)                                                                | 03/14/2017                              |                                                             | M                                    | 7,752                                                                                                           | (2) (2)                                                        | Common<br>Stock                                                     | 7,752                                     |

## Reporting Owners

| Reporting Owner Name / Address                             | Relationships                    |
|------------------------------------------------------------|----------------------------------|
|                                                            | Director 10% Owner Officer Other |
| MYERS TODD A<br>505 S. GILLETTE AVE.<br>GILLETTE, WY 82716 | Sr. VP Marketing & Bus. Develo   |

## Signatures

/s/ Brian J. Pechersky, attorney-in-fact for Todd A.  
Myers 03/16/2017

\*\*Signature of Reporting Person

Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) Reflects the number of shares of common stock withheld by the issuer in satisfaction of the Reporting Person's tax withholding obligation upon the vesting of restricted stock units.

Each performance unit represented a contingent right to receive the value of one share of Cloud Peak Energy Inc. common stock, which award was originally reported on a form 4 filed on 3/18/2014. The performance units vested 3 years from the date of grant (which was

(2) 3/14/2014) upon Cloud Peak Energy's achievement of performance goals, which were based upon Cloud Peak Energy's relative and absolute total shareholder return. These achievements resulted in a payout of 51% of the target, which target number was originally reported on the Form 4 filed on 3/18/2014.

(3) Reflects the number of shares of common stock withheld by the Issuer in satisfaction of the Reporting Person's tax withholding obligation upon the vesting of performance units.

(4) This total does not include restricted stock units granted to the Reporting Person in 2015, 2016 or 2017 as vested restricted stock units may be paid in shares, cash or a combination of shares and cash, in the discretion of the Compensation Committee.

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

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