

Edgar Filing: Alpha Natural Resources, Inc. - Form SC 13G

Alpha Natural Resources, Inc.
Form SC 13G
February 11, 2015

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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

SCHEDULE 13G

UNDER THE SECURITIES EXCHANGE ACT OF 1934
ANNUAL FILING

ALPHA NATURAL RESOURCES, INC.
(NAME OF ISSUER)
COMMON STOCK
(TITLE OF CLASS OF SECURITIES)
02076X102
(CUSIP NUMBER)
12/31/2014
(DATE OF EVENT WHICH REQUIRES FILING OF THIS STATEMENT)

CHECK THE APPROPRIATE BOX TO DESIGNATE THE RULE PURSUANT TO WHICH THIS
SCHEDULE IS FILED:

- (X) RULE 13D-1 (B)
 () RULE 13D-1 (C)
 () RULE 13D-1 (D)

*THE REMAINDER OF THIS COVER PAGE SHALL BE FILLED OUT FOR A
REPORTING PERSON'S INITIAL FILING ON THIS FORM WITH RESPECT TO THE
SUBJECT CLASS OF SECURITIES, AND FOR ANY SUBSEQUENT AMENDMENT
CONTAINING INFORMATION WHICH WOULD ALTER THE DISCLOSURES PROVIDED
IN A PRIOR COVER PAGE.

THE INFORMATION REQUIRED IN THE REMAINDER OF THIS COVER PAGE SHALL
NOT BE DEEMED TO BE "FILED" FOR THE PURPOSE OF SECTION 18 OF THE
SECURITIES EXCHANGE ACT OF 1934 ("ACT") OR OTHERWISE SUBJECT TO THE
LIABILITIES OF THAT SECTION OF THE ACT BUT SHALL BE SUBJECT TO ALL
OTHER PROVISIONS OF THE ACT (HOWEVER, SEE THE NOTES).

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1. NAME OF REPORTING PERSON: STATE STREET CORPORATION

I.R.S. IDENTIFICATION NO. OF THE ABOVE PERSON: 04-2456637

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

NOT APPLICABLE

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

BOSTON, MASSACHUSETTS

5. SOLE VOTING POWER

0 SHARES

6. SHARED VOTING POWER

12,847,592

7. SOLE DISPOSITIVE POWER

0

8. SHARED DISPOSITIVE POWER

12,847,592

9. AGGREGATED AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

12,847,592

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

NOT APPLICABLE

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

5.8%

12. TYPE OF REPORTING PERSON

HC

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ITEM 1.

- (A) NAME OF ISSUER
ALPHA NATURAL RESOURCES, INC.
- (B) ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES
ONE ALPHA PLACE, P.O. BOX 2345
ABINGDON, VA 24212

ITEM 2.

- (A) NAME OF PERSON FILING

STATE STREET CORPORATION AND ANY OTHER REPORTING PERSON
IDENTIFIED ON THE SECOND PART OF THE COVER PAGES HERETO
- (B) ADDRESS OF PRINCIPAL BUSINESS OFFICE OR, IN NONE,
RESIDENCE

STATE STREET FINANCIAL CENTER
ONE LINCOLN STREET
BOSTON, MA 02111
(FOR ALL REPORTING PERSONS)
- (C) CITIZENSHIP: SEE ITEM 4 (CITIZENSHIP OR PLACE OF
ORGANIZATION) OF COVER PAGES
- (D) TITLE OF CLASS OF SECURITIES

COMMON STOCK
- (E) CUSIP NUMBER:

02076X102

ITEM 3.

IF THIS STATEMENT IS FILED PURSUANT TO RULE 13D-1(B), OR 13D-2(B)
OR (C), CHECK WHETHER THE PERSON FILING IS A:

SEE ITEM 12 (TYPE OF REPORTING PERSON) OF THE COVER PAGE
FOR EACH REPORTING PERSON AND THE TABLE BELOW, WHICH EXPLAINS
THE MEANING OF THE TWO LETTER SYMBOLS APPEARING IN ITEM 12 OF
THE COVER PAGES.

SYMBOL	CATEGORY
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BK	BANK AS DEFINED IN SECTION 3(A) (6) OF THE ACT.
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IC INSURANCE COMPANY AS DEFINED IN SECTION 3 (A) (19)
OF THE ACT
IC INVESTMENT COMPANY REGISTERED UNDER SECTION 8 OF
THE INVESTMENT COMPANY ACT OF 1940.
IA AN INVESTMENT ADVISOR IN ACCORDANCE WITH RULE
13D-1(B) (1) (II) (E).
EP AN EMPLOYEE BENEFIT PLAN OR ENDOWMENT FUND IN
ACCORDANCE WITH RULE 13D-1(B) (1) (II) (F) .
HC A PARENT HOLDING COMPANY OR CONTROL PERSON IN
ACCORDANCE WITH RULE 13D-1(B) (1) (II) (G) .
SA A SAVINGS ASSOCIATIONS AS DEFINED IN SECTION 3(B)
OF THE FEDERAL DEPOSIT INSURANCE ACT (12 U.S.C. 1813).
CP A CHURCH PLAN THAT IS EXCLUDED FROM THE DEFINITION OF
AN INVESTMENT COMPANY UNDER SECTION 3(C) (14) OF THE
INVESTMENT COMPANY ACT OF 1940.

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ITEM 4. OWNERSHIP

THE INFORMATION SET FORTH IN ROWS 5 THROUGH 11 OF THE COVER PAGE
HERETO FOR EACH OF THE REPORTING PERSONS IS INCORPORATED
HEREIN BY REFERENCE.

ITEM 5. OWNERSHIP OF FIVE PERCENT OR LESS OF CLASS

NOT APPLICABLE

ITEM 6. OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON

NOT APPLICABLE

ITEM 7. IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH
ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING
COMPANY OR CONTROL PERSON

SEE EXHIBIT 1 ATTACHED HERETO

ITEM 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP

NOT APPLICABLE

ITEM 9. NOTICE OF DISSOLUTION OF GROUP

NOT APPLICABLE

ITEM 10. CERTIFICATION

BY SIGNING BELOW I CERTIFY THAT, TO THE BEST OF MY KNOWLEDGE
AND BELIEF, THE SECURITIES REFERRED TO ABOVE WERE ACQUIRED AND ARE
HELD IN THE ORDINARY COURSE OF BUSINESS AND WERE NOT ACQUIRED AND ARE
NOT HELD FOR THE PURPOSE OR WITH THE EFFECT OF CHANGING OR INFLUENCING
THE CONTROL OF THE ISSUER OF THE SECURITIES AND WERE NOT ACQUIRED AND
ARE NOT HELD IN CONNECTION WITH OR AS A PARTICIPANT IN ANY TRANSACTION
HAVING THAT PURPOSE OR EFFECT.

SIGNATURES

AFTER REASONABLE INQUIRY AND TO THE BEST OF HIS KNOWLEDGE AND
BELIEF, EACH OF THE UNDERSIGNED CERTIFIES THAT THE INFORMATION SET FORTH

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IN THIS STATEMENT IS TRUE, COMPLETE AND CORRECT.

11 February 2015
STATE STREET CORPORATION

/s/ SEAN P. NEWTH
SENIOR VICE PRESIDENT,
CHIEF ACCOUNTING OFFICER AND CONTROLLER

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EXHIBIT 1

THE FOLLOWING TABLE LISTS THE IDENTITY AND ITEM 3 CLASSIFICATION OF EACH SUBSIDIARY OF STATE STREET CORPORATION, THE PARENT HOLDING COMPANY, THAT BENEFICIALLY OWNS THE ISSUER'S COMMON STOCK. PLEASE REFER TO ITEM 3 OF THE ATTACHED SCHEDULE 13G FOR A DESCRIPTION OF EACH OF THE TWO-LETTER SYMBOLS REPRESENTING THE ITEM 3 CLASSIFICATION BELOW.

SUBSIDIARY	ITEM 3 CLASSIFICATION
STATE STREET BANK AND TRUST COMPANY	BK
SSGA FUNDS MANAGEMENT, INC	IA
STATE STREET GLOBAL ADVISORS LIMITED	IA
STATE STREET GLOBAL ADVISORS, AUSTRALIA LIMITED	IA
STATE STREET GLOBAL ADVISORS, ASIA LIMITED	IA

NOTE: ALL OF THE LEGAL ENTITIES ABOVE ARE DIRECT OR INDIRECT SUBSIDIARIES OF STATE STREET CORPORATION.

LLPADDING="0" CELLSPACING="0" WIDTH="100%"> 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 (17 CFR §230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §240.12b-2).

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 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangement of Certain Officers.

(b) On March 13, 2018, the Board of Directors (the Board) of Patterson Companies, Inc. (the Company), acting upon the recommendation of its Governance and Nominating Committee, accepted the resignation of Sarena S. Lin as a director of the Company. There was no disagreement between Ms. Lin and the Company on any matter relating to the Company's operations, policies or practices.

Ms. Lin accepted the position of Senior Vice President, North America Operations and Global Strategy of Elanco Animal Health, a division of Eli Lilly, effective January 22, 2018. In accordance with the Governance Guidelines of the Company, a non-management director is required to offer to resign following a change in the director's primary occupation. The Governance and Nominating Committee considered Ms. Lin's resignation offer, determined that she would no longer be independent based on her employment with Elanco Animal Health, and recommended to the Board that it accept her offer to resign. The Board, at its regularly scheduled meeting on March 13, 2018, accepted such offer.

Ms. Lin served as a director of the Company since 2014 and was a member of the Board's Audit Committee and Compensation Committee.

The press release announcing, among other things, the departure of Ms. Lin is furnished as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated by reference herein.

(d) On March 13, 2018, the Board of the Company, acting upon the recommendation of its Governance and Nominating Committee, elected Robert C. Frenzel as the newest member of the Board, effective immediately. Mr. Frenzel will serve on the Board's Audit Committee and Finance & Corporate Development Committee.

Mr. Frenzel will receive compensation payable to non-employee directors serving on the Board as summarized under the caption Non-Employee Director Compensation in the Company's annual proxy statements.

There are no familial relationships between Mr. Frenzel and any other director or executive officer of the Company. There are no transactions in which Mr. Frenzel has an interest requiring disclosure under Item 404(a) of Regulation S-K. Each of our directors is elected to service until his or her successor is elected or he or she is removed or resigns from office.

The press release announcing, among other things, the election of Mr. Frenzel is furnished as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated by reference herein.

Item 8.01 Other Events.

On March 13, 2018, the Board of the Company approved an authorization to repurchase up to \$500 million of its common stock through March 13, 2021. This new authorization replaces the previous authorization of 25 million shares that was scheduled to expire on March 19, 2018. There were approximately 11.5 million shares remaining available to be repurchased under the previous authorization. The timing and amount of any share repurchases under the new authorization will be determined by management based on market conditions and other considerations.

In addition, the Board approved a quarterly cash dividend of \$0.26 per share, payable on April 27, 2018 to shareholders of record as of the close of business on April 13, 2018.

The press release announcing the repurchase authorization and dividend is furnished as Exhibit 99.2 to this Current Report on Form 8-K and is incorporated by reference herein.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

99.1 Press release of Patterson Companies, Inc., dated March 13, 2018.

99.2 Press release of Patterson Companies, Inc., dated March 13, 2018

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 hereunto duly authorized.

PATTERSON COMPANIES, INC.

Date: March 13, 2018

By: /s/ Les B. Korsh
Les B. Korsh
Vice President, General Counsel and Secretary