

---

---

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 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): **March 22, 2013**

---

**Walter Energy, Inc.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction of  
incorporation)

**001-13711**  
Commission File No.

**13-3429953**  
(I.R.S. Employer Identification No.)

**3000 Riverchase Galleria, Suite 1700  
Birmingham, Alabama 35244  
(205) 745-2000**

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

**N/A**  
(Former name or former address, if changed since last report)

---

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:

- 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))
- 
- 
-

**Item 7.01 Regulation FD Disclosure.**

In connection with the offering of the Notes (as defined in Item 8.01 below), Walter Energy, Inc. (the "Company") is disclosing under Item 7.01 of this Current Report on Form 8-K the following information.

*Amendment to Credit Agreement*

On March 22, 2013, the Company expects to receive consents to an amendment (the "Fourth Amendment") to the Company's \$2.725 billion credit agreement, dated as of April 1, 2011, as amended by the First Amendment to Credit Agreement, dated as of January 20, 2012, as further amended by the Second Amendment to Credit Agreement, dated as of August 16, 2012, and as further amended by the Third Amendment to Credit Agreement dated as of October 29, 2012 (as amended, the "Credit Agreement"), from a majority of the lenders thereunder to amend a financial covenant in the Credit Agreement to provide additional flexibility if the Company issues senior unsecured notes, which would include the Notes (as defined in Item 8.01 below), subject to the lesser of 100% and \$250 million, in each case, of the net proceeds of any such notes issuance being used to repay term loans outstanding under the Credit Agreement, including as the Company intends to do with \$250 million of the net proceeds of the offering of the Notes. The Fourth Amendment will also provide that, should a repricing event occur within six months of the effective date of the Fourth Amendment, the Company must pay a fee equal to 1.0% of the aggregate principal amount of, as applicable, (i) the portion of the Term Loan B balance prepaid (or converted) in connection with such repricing event or (ii) the portion of the Term Loan B balance outstanding on such date that is subject to an effective pricing reduction pursuant to such repricing event. The Company expects the Fourth Amendment will become effective on March 22, 2013. The Company expects to pay a one-time consent fee equal to 0.25% of the aggregate amount of loans outstanding and/or available commitments of those lenders consenting to the Fourth Amendment. All other terms of the Credit Agreement, including the aggregate principal amount that may be borrowed thereunder, will remain substantially unchanged.

*Alleged Fisheries Act Violation*

On March 5, 2013, the Company received a complaint from British Columbia's Environmental Crown Counsel seeking a total monetary penalty of CAD \$100,000 for alleged violations of the federal Fisheries Act associated with an April 2011 release of sediment and debris into Willow Creek from the forest service road leading to the Willow Creek mine. The matter is scheduled for a March 28, 2013 appearance in Chetwynd Provincial Court. To date, the Company has incurred significant costs in taking corrective actions in response to the 2011 release and is continuing to cooperate with regulatory authorities. The Company intends to negotiate with authorities in pursuit of a mutually agreeable settlement.

*Ongoing Evaluation of Operations*

The Company has recently curtailed operations significantly at its North River mine and plans to close the mine nine months earlier than the previously expected end of mine life of 2014. The Company expects to record a one-time, immaterial cash charge in connection therewith. Given the slow recovery in metallurgical coal pricing, the Company is currently evaluating its operations with respect to cost reduction initiatives and expects it could idle facilities where the financial performance and short-term forecast does not support continued operations until such time as coal prices adequately rebound. The Company currently expects to idle its Willow Creek operation within the next several weeks and anticipates recording a one-time cash charge of approximately \$7.5 million in connection therewith. The Company currently expects that full year 2013 metallurgical coal production will be in line with production levels in 2012.

The information in Item 7.01 of this Current Report on Form 8-K is "furnished" and shall not be deemed to be "filed" with the Securities and Exchange Commission or incorporated by reference in any filing under the Securities Exchange Act of 1934, as amended, or the Securities Act of 1933, as amended, except as shall be expressly set forth by specific reference in any such filings.

**Item 8.01 Other Events.**

On March 21, 2013, the Company issued a press release announcing that it has commenced a private offering of \$350 million aggregate principal amount of senior notes (the "Notes"). The Notes will be offered only to qualified institutional buyers in reliance on Rule 144A under the Securities Act and to non-U.S. persons in transactions outside the United States in reliance on Regulation S under the Securities Act. A copy of the press release is attached hereto as Exhibit 99.1 and is incorporated by reference herein.

The information included in this Current Report on Form 8-K is neither an offer to sell nor a solicitation of an offer to buy any securities of the Company.

## CAUTIONARY LANGUAGE CONCERNING FORWARD-LOOKING STATEMENTS

Information set forth in this Current Report on Form 8-K (including the exhibits and attachments hereto) contains forward-looking statements within the meaning of the federal securities laws. These forward-looking statements are subject to a number of risks and uncertainties. A discussion of factors that may affect future results is contained in the Company's filings with the SEC. The Company disclaims any obligation to update forward-looking statements, except as may be required by law.

### **Item 9.01**      **Financial Statements and Exhibits.**

(d)              Exhibits

99.1             Press Release, dated March 22, 2013

**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.

WALTERENERGY, INC.

Date: March 22, 2013

By: /s/ Earl H. Doppelt

Name: Earl H. Doppelt

Title: Senior Vice President, General Counsel and Secretary

SOURCE: Walter Energy



March 22, 2013

### **Walter Energy Commences \$350 Million Private Offering of Senior Notes**

BIRMINGHAM, Ala. — March 22, 2013 — Walter Energy Inc. (“Walter Energy”) (NYSE: WLT) (TSX: WLT) today announced that it has commenced a private offering of \$350 million aggregate principal amount of senior notes due 2021 (the “Notes”). The Notes will be guaranteed by each of Walter Energy’s current and future direct and indirect wholly-owned domestic restricted subsidiaries that from time to time guarantees any of Walter Energy’s indebtedness or any indebtedness of any of Walter Energy’s restricted subsidiaries. The Notes and related guarantees will be offered only to qualified institutional buyers in reliance on Rule 144A under the Securities Act of 1933, as amended (the “Securities Act”), and to non-U.S. persons in transactions outside the United States in reliance on Regulation S under the Securities Act. The Notes have not been registered under the Securities Act, and, unless so registered, may not be offered or sold in the United States absent registration or an applicable exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and other applicable securities laws.

Walter Energy plans to use the net proceeds of the offering to repay \$250 million of indebtedness outstanding under its credit facilities and the remainder for general corporate purposes.

This press release does not constitute an offer to sell, or a solicitation of an offer to sell or buy any securities, in any jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such jurisdiction.

### **About Walter Energy**

Walter Energy is a leading, publicly traded “pure-play” metallurgical coal producer for the global steel industry with strategic access to high-growth steel markets in Asia, South America and Europe. The company also produces thermal coal, anthracite, metallurgical coke and coal bed methane gas. Walter Energy employs approximately 4,100 employees and contractors with operations in the United States, Canada and United Kingdom.

### **Safe Harbor Statement**

Except for historical information contained herein, the statements in this release are forward-looking and made pursuant to the safe harbor provisions of the Private Securities Litigation Reform Act of 1995 and may involve a number of risks and uncertainties. Forward-looking statements are based on information available to management at the time, and they involve judgments and estimates. Forward-looking statements include expressions such as “believe,” “anticipate,” “expect,” “estimate,” “intend,” “may,” “plan,” “predict,” “will,” and similar terms and expressions. These forward-looking statements are made based on expectations and beliefs concerning future events affecting Walter Energy and are subject to various risks, uncertainties and factors relating to Walter Energy’s operations and business environment, all of which are difficult to predict and many of which are beyond Walter Energy’s control, that could cause Walter Energy’s actual results to differ materially

---

from those matters expressed in or implied by these forward-looking statements. The following factors are among those that may cause actual results to differ materially from Walter Energy's forward-looking statements: unfavorable economic, financial and business conditions; the global economic crisis; market conditions beyond Walter Energy's control; prolonged decline in the price of coal; decline in global coal or steel demand; prolonged or dramatic shortages or difficulties in coal production; Walter Energy customers' refusal to honor or renew contracts; Walter Energy's ability to collect payments from its customers; inherent risks in coal mining such as weather patterns and conditions affecting production, geological conditions, equipment failure and other operational risks associated with mining; title defects preventing Walter Energy from (or resulting in additional costs for) mining its mineral interests; concentration of Walter Energy's mining operations in limited number of areas; a significant reduction of, or loss of purchases by, Walter Energy's largest customers; unavailability of cost-effective transportation for Walter Energy's coal; availability, performance and costs of railroad, barge, truck and other transportation; disruptions or delays at the port facilities used by Walter Energy; risks associated with Walter Energy's reclamation and mine closure obligations, including failure to obtain or renew surety bonds; significant increase in competitive pressures and foreign currency fluctuations; significant cost increases and delays in the delivery of raw materials, mining equipment and purchased components; availability of adequate skilled employees and other labor relations matters; inaccuracies in Walter Energy's estimates of its coal reserves; estimates concerning economically recoverable coal reserves; greater than anticipated costs incurred for compliance with environmental liabilities or limitations on Walter Energy's abilities to produce or sell coal; Walter Energy's ability to attract and retain key personnel; future regulations that increase Walter Energy's costs or limit its ability to produce coal; new laws and regulations to reduce greenhouse gas emissions that impact the demand for Walter Energy's coal reserves; adverse rulings in current or future litigation; inability to access needed capital; events beyond Walter Energy's control may result in an event of default under one or more of its debt instruments; availability of licenses, permits, and other authorizations may be subject to challenges; risks associated with Walter Energy's reclamation and mine closure obligations; failure to meet project development and expansion targets; risks associated with operating in foreign jurisdictions; risks related to Walter Energy's indebtedness and its ability to generate cash for its financial obligations; downgrade in Walter Energy's credit rating; Walter Energy's ability to identify suitable acquisition candidates to promote growth; Walter Energy's ability to successfully integrate acquisitions; Walter Energy's exposure to indemnification obligations; volatility in the price of Walter Energy's common stock; Walter Energy's ability to pay regular dividends to stockholders; costs related to Walter Energy's post-retirement benefit obligations and workers' compensation obligations; Walter Energy's exposure to litigation; and other risks and uncertainties including those described in Walter Energy's filings with the SEC. Forward-looking statements made by Walter Energy in this release, or elsewhere, speak only as of the date on which the statements were made. You are advised to read the risk factors in Walter Energy's most recently filed Annual Report on Form 10-K and subsequent filings with the SEC, which are available on the SEC's website at [www.sec.gov](http://www.sec.gov). New risks and uncertainties arise from time to time, and it is impossible for Walter Energy to predict these events or how they may affect it or its anticipated results. Walter Energy has no duty to, and does not intend to, update or revise the forward-looking statements in this release, except as may be required by law. In light of these risks and uncertainties, readers should keep in mind that any forward-looking statement made in this press release may not occur. All data presented herein is as of the date of this release unless otherwise noted.

#### **Contact Information**

Investor Contact:  
Investor Relations  
205.745.2627  
[investorrelations@walterenergy.com](mailto:investorrelations@walterenergy.com)