

CONSOL Energy Inc  
Form S-8  
September 27, 2011

As filed with the Securities and Exchange Commission on September 27, 2011

Registration No. 333-

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

**FORM S-8**  
**REGISTRATION STATEMENT**  
*UNDER*  
*THE SECURITIES ACT OF 1933*

**CONSOL Energy Inc.**

(Exact name of Registrant as specified in its charter)

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

**51-0337383**  
(I.R.S. Employer  
Identification Number)

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CNX Center

1000 CONSOL Energy Drive

Canonsburg, Pennsylvania 15317

(Address of Principal Executive Offices)

**CONSOL ENERGY INC. INVESTMENT PLAN FOR SALARIED EMPLOYEES**

(Full title of the plan)

**P. Jerome Richey**

**Executive Vice President Corporate Affairs, Chief Legal Officer and Secretary**

**CONSOL Energy Inc.**

CNX Center

1000 CONSOL Energy Drive

Canonsburg, Pennsylvania 15317

(Name and address, including zip code, of agent for service)

**(724) 485-4000**

(Telephone number, including area code, of agent for service)

*Copy to:*

**Lewis U. Davis, Jr.**

**Buchanan Ingersoll & Rooney PC**

**One Oxford Centre**

**301 Grant Street, 20th Floor**

**Pittsburgh, Pennsylvania 15219-1410**

**(412) 562-8800**

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Indicate by check mark whether the Registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

Non-accelerated filer  (Do not check if a smaller reporting company)

Smaller reporting company

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**CALCULATION OF REGISTRATION FEE**

Title of Securities to be Registered	Amount to be Registered	Proposed Maximum Offering Price Per Share	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee
Common Stock, par value \$0.01 per share (including associated preferred stock purchase rights)	20,000,000(1)(2)	\$34.20(3)	\$684,000,000(3)	\$79,412.40(4)

- (1) An aggregate of 25,000,000 shares of common stock, par value \$0.01 per share, of CONSOL Energy Inc. ( Common Stock ) may be offered or issued pursuant to the CONSOL Energy Inc. Investment Plan for Salaried Employees (the Plan ), 5,000,000 of which (after taking into account the 2-for-1 stock split effected in May 2006) were previously registered on Form S-8 (File No. 333-126056), as amended by Post-Effective Amendment No. 1 to Form S-8, and 15,000,000 of which are registered on this Form S-8.
- (2) Pursuant to Rule 416 under the Securities Act of 1933, as amended, this Registration Statement also covers an indeterminate number of shares of Common Stock that may be offered or issued by reason of stock splits, stock dividends or similar transactions.
- (3) Pursuant to Rule 457(c) and 457(h) of the Securities Act of 1933, and solely for the purpose of calculating the registration fee, the proposed maximum offering price per share and the proposed maximum aggregate offering price are based on the average of the high and low sales prices of the Common Stock on the New York Stock Exchange on September 23, 2011. Pursuant to General Instruction E of Form S-8, the registration fee is calculated with respect to the additional securities registered on this Form S-8 only.
- (4) Calculated pursuant to Section 6(b) of the Securities Act of 1933.

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**INCORPORATION OF PRIOR REGISTRATION STATEMENT BY REFERENCE**

Pursuant to General Instruction E of Form S-8, the contents of the Registration Statement on Form S-8 (File No. 333-126056), as amended by Post-Effective Amendment No. 1 to Form S-8, filed by CONSOL Energy Inc. with the Securities and Exchange Commission (the Commission), with respect to securities offered pursuant to the Plan, and Exhibit 99.1 (titled Audited Financial Statements of Dominion Exploration & Production, Inc. and subsidiaries and the producing business of Dominion Transmission Inc., as of and for the twelve-months ended December 31, 2009) attached to CONSOL Energy Inc.'s first Current Report on Form 8-K filed on March 22, 2010 are hereby incorporated by reference.

**PART II**

**INFORMATION REQUIRED IN THE REGISTRATION STATEMENT**

**Item 8. Exhibits**

EXHIBIT NO.	DESCRIPTION
4.1	CONSOL Energy Inc. Investment Plan For Salaried Employees.
23.1	Consent of Ernst & Young LLP
23.2	Consent of Netherland Sewell & Associates, Inc.
23.3	Consent of Schlumberger Data and Consulting Services
23.4	Consent of Deloitte & Touche LLP
24.1	Power of Attorney (Included in Signature Page)

CONSOL Energy Inc. hereby undertakes that it will submit or has submitted the CONSOL Energy Inc. Investment Plan For Salaried Employees and any amendment thereto to the Internal Revenue Service in a timely manner and has made or will make all changes required by the Internal Revenue Service in order to qualify the plan.

[Signature Pages for Form S-8]

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**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Canonsburg, Commonwealth of Pennsylvania, on this 27th day of September 2011.

CONSOL Energy, Inc.

By: /s/ J. Brett Harvey  
J. Brett Harvey  
Chairman of the Board and Chief Executive Officer

**POWER OF ATTORNEY**

**KNOW ALL MEN BY THESE PRESENTS**, Each of the undersigned directors and officers of CONSOL Energy Inc., a Delaware corporation, do hereby constitute and appoint J. Brett Harvey, Nicholas J. DeIuliis, William J. Lyons, P. Jerome Richey and Robert P. King, or any one of them, the undersigned's true and lawful attorneys and agents, with full power of substitution and resubstitution in each, to do any and all acts and things in our name and on our behalf in our respective capacities as directors and officers and to execute any and all instruments for us and in our names in the capacities indicated below, which said attorneys and agents, or either one of them, may deem necessary or advisable to enable said corporation to comply with the Securities Act of 1933, as amended, and any rules, regulations and requirements of the Securities and Exchange Commission, in connection with this registration statement, including specifically, but without limitation, power and authority to sign for us or any of us in our names in the capacities indicated below, any and all amendments (including post-effective amendments, whether pursuant to Rule 462(b) or otherwise) hereto, and each of the undersigned does hereby ratify and confirm all that said attorneys and agents, or either one of them or any substitute, shall do or cause to be done by virtue hereof. This Power of Attorney may be executed in any number of counterparts.

Pursuant to the requirements of the Securities Act of 1933, as amended, this registration statement has been signed below as of September 27, 2011 by the following persons in the capacities indicated:

Signature	Title
/s/ J. Brett Harvey	Chairman of the Board and Chief Executive Officer
J. Brett Harvey	(Principal Executive Officer)
/s/ William J. Lyons	Chief Financial Officer and Executive Vice President
William J. Lyons	(Principal Financial and Accounting Officer)
/s/ John L. Whitmire	Vice Chairman of the Board
John L. Whitmire	
/s/ Philip W. Baxter	Lead Independent Director
Philip W. Baxter	
/s/ James E. Altmeyer, Sr.	Director
James E. Altmeyer, Sr	

*[Signature Pages for Form S-8]*

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Signature	Title
/s/ William E. Davis William E. Davis	Director
/s/ Raj K. Gupta Raj K. Gupta	Director
/s/ Patricia A. Hammick Patricia A. Hammick	Director
/s/ David C. Hardesty David C. Hardesty	Director
/s/ John T. Mills John T. Mills	Director
/s/ William P. Powell William P. Powell	Director
/s/ Joseph T. Williams Joseph T. Williams	Director

*[Signature Pages for Form S-8]*

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**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, as amended, the administrator of the CONSOL Energy Inc. Investment Plan for Salaried Employees has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Pittsburgh, Commonwealth of Pennsylvania, on September 27, 2011.

CONSOL Energy, Inc. Amended and Restated  
Investment Plan For Salaried Employees

By: /s/ William J. Lyons

Name: William J. Lyons

Title: Chairman of the Investment Committee



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