

Coeur Mining, Inc.
Form SC 13G
November 12, 2015

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

SCHEDULE 13G
Under the Securities Exchange Act of 1934
(Amendment No.)*

COEUR MINING, INC.

(Name of Issuer)

Common Stock, par value \$0.01 per share

(Title of Class of Securities)

192108504

(CUSIP Number)

Eric M. Albert

BlueMountain Capital Management, LLC

280 Park Avenue, 12th Floor

New York, New York 10017

212-905-5647

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

November 2, 2015

(Date of Event which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

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 disclosures provided in a prior cover page.

The information required on 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. NAMES OF REPORTING PERSONS

BlueMountain Capital Management, LLC

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (see instructions)

(a) (b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware, United States of America

5. SOLE VOTING POWER

NUMBER OF

SHARES 0
6. SHARED VOTING POWER

BENEFICIALLY

OWNED BY 12,729,696 (1)
EACH 7. SOLE DISPOSITIVE POWER

REPORTING

PERSON 0
8. SHARED DISPOSITIVE POWER

WITH

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

12,729,696 (1)

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

..

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

8.5% (2)

12. TYPE OF REPORTING PERSON (see instructions)

IA

- (1) The amount set forth in each of Rows 6, 8 and 9 of this Cover Page is based on the 12,729,696 shares of Common Stock (as defined herein) directly owned by the Funds (as defined herein) as of November 2, 2015. On November 2, 2015, the date on which the Funds acquired the Common Stock, they also held options (the **Options**) to purchase an additional 2,000,000 shares of Common Stock, which options were sold on November 4, 2015.
- (2) The percentage set forth in Row 11 of this Cover Page is based on the 149,687,397 shares of Common Stock of the Issuer (as defined herein) outstanding as of November 2, 2015, as confirmed to the Reporting Persons (as defined herein) by the Issuer (consisting of 136,957,701 shares of Common Stock outstanding as of October 30, 2015, as reported on the Issuer's report on Form 10-Q filed with the Securities and Exchange Commission on November 2, 2015 (**Form 10-Q**), and 12,729,696 shares of Common Stock issued to the Funds on November 2, 2015 after the filing of Form 10-Q).

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1. NAMES OF REPORTING PERSONS

Blue Mountain Credit Alternatives Master Fund L.P.

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (see instructions)

3. (a) (b)
SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Cayman Islands

5. SOLE VOTING POWER

NUMBER OF

SHARES 0
6. SHARED VOTING POWER

BENEFICIALLY

OWNED BY 8,620,657 (1)
EACH 7. SOLE DISPOSITIVE POWER

REPORTING

PERSON 0
8. SHARED DISPOSITIVE POWER

WITH

9. 8,620,657 (1)
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

8,620,657 (1)

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

..

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

5.8% (2)

12. TYPE OF REPORTING PERSON (see instructions)

PN

- (1) The amount set forth in each of Rows 6, 8 and 9 of this Cover Page is based on the 8,620,657 shares of Common Stock directly owned by BMCA (as defined herein) as of November 2, 2015. On November 2, 2015, the date on which BMCA acquired the Common Stock, it also held Options to purchase an additional 1,369,100 shares of Common Stock, which options were sold on November 4, 2015.
- (2) The percentage set forth in Row 11 of this Cover Page is based on the 149,687,397 shares of Common Stock of the Issuer outstanding as of November 2, 2015, as confirmed to the Reporting Persons by the Issuer (consisting of 136,957,701 shares of Common Stock outstanding as of October 30, 2015, as reported on the Form 10-Q, and 12,729,696 shares of Common Stock issued to the Funds on November 2, 2015 after the filing of Form 10-Q).

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Item 1.

(a) **Name of Issuer**

Coeur Mining, Inc.

(b) **Address of Issuer's principal executive offices**

104 S. Michigan Ave., Suite 900, Chicago, Illinois 60603

Item 2.

(a) **Name of person filing**

This Schedule 13G is being filed on behalf of BlueMountain Capital Management, LLC (**BMCM**) and Blue Mountain Credit Alternatives Master Fund L.P. (**BMCA**) and, together with BMCM, the **Reporting Persons**) with respect to the shares of Common Stock, \$0.01 par value per share (the **Common Stock**), of Coeur Mining, Inc., a Delaware corporation (the **Issuer**).

BMCM acts as investment manager to, and exercises investment discretion with respect to the Common Stock directly owned by, the following entities:

- (i) BMCA, a Cayman Islands exempted limited partnership, with respect to the 8,620,657 shares of Common Stock directly owned by it;
- (ii) BlueMountain Logan Opportunities Master Fund L.P., a Cayman Islands exempted limited partnership (**BMLO**), with respect to the 659,292 shares of Common Stock directly owned by it;
- (iii) BlueMountain Foinaven Master Fund L.P., a Cayman Islands exempted limited partnership (**BMF**), with respect to the 989,200 shares of Common Stock directly owned by it;
- (iv) BlueMountain Monteners Master Fund SCA SICAV-SIF, an investment company with variable capital organized as a specialized investment fund in the form of a corporate partnership limited by shares under the laws of Luxembourg (**BMM**), with respect to the 1,072,748 shares of Common Stock directly owned by it;

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- (v) BlueMountain Guadalupe Peak Fund L.P., a Delaware limited partnership (**BMGP**), with respect to the 411,857 shares of Common Stock directly owned by it;
- (vi) BlueMountain Kicking Horse Fund L.P., a Cayman Islands exempted limited partnership (**BMKH**), with respect to the 481,342 shares of Common Stock directly owned by it; and
- (vii) BlueMountain Timberline Ltd., a Cayman Islands exempted limited company (together with BMCA, BMLO, BMF, BMM, BMGP and BMKH, the **Funds**), with respect to the 494,600 shares of Common Stock directly owned by it.

The filing of this statement should not be construed as an admission that BMCM is, for the purpose of Section 13 of the Act, the beneficial owner of the Common Stock reported herein.

(b) **Address or principal business office or, if none, residence**
280 Park Avenue, 12th Floor, New York, New York 10017

(c) **Citizenship**
See Row 4 of each Cover Page.

(d) **Title of class of securities**
Common Stock, par value \$0.01 per share

(e) **CUSIP No.**
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Item 3. If this statement is filed pursuant to §§240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:

- (a) .. Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o).
- (b) .. Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c).
- (c) .. Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c).
- (d) .. Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8).
- (e) .. An investment adviser in accordance with §240.13d-1(b)(1)(ii)(E);
- (f) .. An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F);
- (g) .. A parent holding company or control person in accordance with §240.13d-1(b)(1)(ii)(G);
- (h) .. A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i) .. 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 (15 U.S.C. 80a-3);
- (j) .. Group, in accordance with §240.13d-1(b)(1)(ii)(K).

Item 4. Ownership.

The information required by Items 4(a)-(c) is set forth in Rows 5-11 of each Cover Page and is incorporated herein by reference.

BMCM expressly declares that this filing shall not be construed as an admission that it is, for the purposes of Sections 13(d) or 13(g) of the Act, the beneficial owner of any securities covered by this filing.

Item 5. Ownership of 5 Percent or Less of a Class.

Not applicable.

Item 6. Ownership of More than 5 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.

Not applicable.

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 not acquired and are not held for the purpose of 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, other than activities solely in connection with a nomination under § 240.14a-11.

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SIGNATURES

After reasonable inquiry and to the best of each of the undersigned's knowledge and belief, each of the undersigned certifies that the information set forth in this statement is true, complete and correct.

DATED: November 12, 2015

BLUEMOUNTAIN CAPITAL
MANAGEMENT, LLC

By: /s/ ERIC M. ALBERT
Eric M. Albert, Chief Compliance Officer

BLUE MOUNTAIN CREDIT
ALTERNATIVES MASTER FUND L.P.

By: Blue Mountain CA Master Fund GP, Ltd.

By: /s/ ANDREW FELDSTEIN
Andrew Feldstein, Director