

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

SCHEDULE TO

Tender Offer Statement under Section 14(d)(1) or 13(e)(1) of
the Securities Exchange Act of 1934

(Amendment No. 3)

INTERNATIONAL COAL GROUP, INC.

(Name of Subject Company)

ATLAS ACQUISITION CORP.
ARCH COAL, INC.

(Names of Filing Persons — Offeror)

Common Stock, Par Value \$0.01 Per Share
(Title of Class of Securities)

45928H106
(CUSIP Number of Class of Securities)

Robert G. Jones
Senior Vice President — Law, General Counsel & Secretary
Jon S. Ploetz
Assistant General Counsel and Assistant Secretary
One CityPlace Dr., Suite 300
St. Louis, MO 63141

(314) 994-2700

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications on Behalf of Filing Persons)

Copies to:
Mario A. Ponce
Simpson Thacher & Bartlett LLP
425 Lexington Avenue
New York, New York 10017-63954
Telephone: (212) 455-2000

CALCULATION OF FILING FEE

Transaction Valuation*

\$3,044,605,405.88

Amount of Filing Fee**

\$353,478.69

* The transaction valuation is an estimate calculated solely for purposes of determining the amount of the filing fee. The transaction valuation is equal to the sum of (a) an amount equal to \$14.60, the per share tender offer price, multiplied by the sum of (1) 204,175,202, the number of shares of common stock issued and outstanding (including 1,099,651 shares of restricted stock and not including 96,914 shares of common stock held in treasury), and (2) 353,927, the number of shares of common stock subject to issued and outstanding restricted share unit awards, plus (b) an amount equal to 6,315,348, the number of shares of common stock subject to outstanding stock options with an exercise price less than \$14.60, multiplied by the difference of \$14.60 and \$5.34, the average weighted exercise price of the outstanding stock options with exercise prices less than \$14.60. The share figures in this transaction valuation are as of May 12, 2011, the most recent practicable date.

** The amount of the filing fee is calculated in accordance with Rule 0-11 of the Securities Exchange Act of 1934, as amended, and Fee Advisory #5 for fiscal year 2011, issued December 22, 2010, by multiplying the transaction valuation by 0.0001161.

Check box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

Amount Previously Paid: \$353,478.69.

Form or Registration No.: Schedule TO.

Filing Party: Arch Coal, Inc. and Atlas Acquisition Corp.

Date Filed: May 16, 2011.

Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

Check the appropriate boxes below to designate any transactions to which the statement relates:

- third-party tender offer subject to Rule 14d-1.
- issuer tender offer subject to Rule 13e-4.
- going-private transaction subject to Rule 13e-3.
- amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of the tender offer.

This Amendment No. 3 (this “**Amendment**”) amends and supplements the Tender Offer Statement on Schedule TO (together with any previous or subsequent amendments and supplements thereto, the “**Schedule TO**”) filed with the Securities and Exchange Commission on May 16, 2011 and is filed by (i) Atlas Acquisition Corp., a Delaware corporation (“**Merger Sub**”) and a wholly owned subsidiary of Arch Coal, Inc., a Delaware corporation (“**Arch**”), and (ii) Arch. The Schedule TO relates to the offer by Merger Sub to purchase all outstanding shares of common stock, par value \$0.01 per share (the “**Shares**”), of International Coal Group, Inc., a Delaware corporation (“**ICG**”), at \$14.60 per Share, net to the seller in cash, without interest and less any applicable withholding taxes, upon the terms and subject to the conditions set forth in the Offer to Purchase, dated May 16, 2011 (the “**Offer to Purchase**”), and in the related Letter of Transmittal (the “**Letter of Transmittal**”), copies of which are included as Exhibits (a)(1)(A) and (a)(1)(B) to the Schedule TO, respectively (which, together with any amendments or supplements thereto, collectively constitute the “**Offer**”).

The information in the Offer to Purchase and the Letter of Transmittal is incorporated in this Amendment by reference to all of the applicable items in the Schedule TO, except that such information is amended and supplemented to the extent specifically provided in this Amendment. Capitalized terms used and not otherwise defined in this Amendment shall have the meanings assigned to such terms in the Offer to Purchase or in the Schedule TO.

Item 7. Source and Amount of Funds or Other Consideration.

Item 7 of the Schedule TO is hereby amended and supplemented by adding the below to Section 10—“Source and Amount of Funds”:

“On May 31, 2011, Arch announced in a press release that it has commenced a private offering of \$2.0 billion aggregate principal amount of senior notes due 2019 and senior notes due 2021 (together, the “**Notes**”). Arch plans to use the net proceeds of the offering to partially fund Arch’s acquisition of ICG and related matters. Completion of the Offer is not conditioned upon obtaining or funding of any financing arrangements, including the consummation of the Notes offering.

Arch also announced on May 31, 2011 that it has commenced a public offering of 44.0 million shares of its common stock, plus an underwriters’ over-allotment option of 6.6 million shares. Arch plans to use the net proceeds of the offering to partially fund Arch’s acquisition of ICG and related matters.

None of the foregoing description of the Notes offering or the common stock offering shall constitute an offer to sell or a solicitation of an offer to sell or a solicitation of an offer to buy any securities.”

Item 11. Additional Information.

Item 11 of the Schedule TO is hereby amended and supplemented by revising and restating in its entirety the second paragraph of the subsection captioned “Antitrust Compliance” within Section 16—“Certain Legal Matters; Regulatory Approvals” of the Offer to Purchase to read as follows:

“Each of Arch and ICG filed a Premerger Notification and Report Form, as described above, with the FTC and the Antitrust Division for review in connection with the Offer on May 16, 2011. At 11:59 p.m., New York City time, on May 31, 2011, the waiting period applicable to the purchase of Shares pursuant to the Offer expired. The expiration of the waiting period under the HSR Act satisfies one of the conditions of the Offer, which is that any waiting period (and any extensions thereof) under the HSR Act applicable to the Offer will have expired or been terminated. See Section 15—“Conditions to the Offer”.”

Item 12. Exhibits.

Item 12 of the Schedule TO is hereby amended and supplemented as follows:

<u>Exhibit No.</u>	<u>Description</u>
(a)(5)(F)	Press Release issued by Arch Coal, Inc. on May 31, 2011
(a)(5)(G)	Press Release issued by Arch Coal, Inc. on May 31, 2011
(a)(5)(H)	Joint Press Release issued by Arch Coal, Inc. and International Coal Group, Inc. on June 1, 2011

SIGNATURES

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

Date: June 1, 2011

ATLAS ACQUISITION CORP.

By: /s/ James E. Florczak

Name: James E. Florczak

Title: Vice President & Treasurer

ARCH COAL, INC.

By: /s/ Robert G. Jones

Name: Robert G. Jones

Title: Senior Vice President — Law, General Counsel and
Secretary

EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Description</u>
(a)(1)(A)	Offer to Purchase dated May 16, 2011.*
(a)(1)(B)	Letter of Transmittal (including Form W-9).*
(a)(1)(C)	Notice of Guaranteed Delivery.*
(a)(1)(D)	Letter to Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees.*
(a)(1)(E)	Letter to Clients for use by Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees.*
(a)(1)(F)	Summary Newspaper Advertisement published in The Wall Street Journal on May 16, 2011.*
(a)(5)(A)	Joint Press Release issued by Arch Coal, Inc. and International Coal Group, Inc. on May 2, 2011 (incorporated in this Schedule TO by reference to the Current Report on Form 8-K filed by Arch Coal, Inc. on May 3, 2011).
(a)(5)(B)	Transcript of Investor Call regarding announcement of Merger Agreement (incorporated in this Schedule TO by reference to the Schedule TO-C filed by Arch Coal, Inc. on May 3, 2011).
(a)(5)(C)	Investor Presentation (incorporated in this Schedule TO by reference to the Schedule TO-C filed by Arch Coal, Inc. on May 3, 2011).
(a)(5)(D)	Joint Press Release issued by Arch Coal, Inc. and International Coal Group, Inc. on May 16, 2011.*
(a)(5)(E)	Memorandum of Understanding, dated as of May 26, 2011*
(a)(5)(F)	Press Release issued by Arch Coal, Inc. on May 31, 2011
(a)(5)(G)	Press Release issued by Arch Coal, Inc. on May 31, 2011
(a)(5)(H)	Joint Press Release issued by Arch Coal, Inc. and International Coal Group, Inc. on June 1, 2011
(b)(1)	Debt Commitment Letter dated as of May 2, 2011 by and among Morgan Stanley Senior Funding, Inc., PNC Bank, National Association, PNC Capital Markets LLC and Arch Coal, Inc. (incorporated in this Schedule TO by reference to the Schedule TO-C filed by Arch Coal, Inc. on May 3, 2011).
(d)(1)	Agreement and Plan of Merger dated as of May 2, 2011 among Arch Coal, Inc., Atlas Acquisition Corp. and International Coal Group, Inc. (incorporated in this Schedule TO by reference to the Current Report on Form 8-K filed by Arch Coal, Inc. on May 3, 2011).
(d)(2)	Tender and Voting Agreement dated as of May 2, 2011 by and among Arch Coal, Inc., Atlas Acquisition Corp. and certain stockholders of International Coal Group, Inc. (incorporated in this Schedule TO by reference to the Current Report on Form 8-K filed by Arch Coal, Inc. on May 3, 2011).
(d)(3)	Tender and Voting Agreement dated as of May 2, 2011 by and among Arch Coal, Inc., Atlas Acquisition Corp. and certain stockholders of International Coal Group, Inc. (incorporated in this Schedule TO by reference to the Current Report on Form 8-K filed by Arch Coal, Inc. on May 3, 2011).
(d)(4)	Non-Disclosure Agreement dated as of February 25, 2011 between International Coal Group, Inc. and Arch Coal, Inc.*
(d)(5)	Letter Agreement dated as of March 15, 2011 between International Coal Group, Inc. and Arch Coal, Inc.*
(d)(6)	Amendment to Agreement and Plan of Merger, dated as of May 26, 2011 among Arch Coal, Inc., Atlas Acquisition Corp. and International Coal Group, Inc.*
(g)	Not applicable.
(h)	Not applicable.

* Previously filed.



For more information:
Deck S. Slone 314/994.2717

FOR IMMEDIATE RELEASE

Arch Coal Commences \$2.0 Billion Private Offering of Senior Notes

ST. LOUIS (May 31, 2011) — Arch Coal, Inc. (NYSE: ACI) (“Arch”) today announced that it has commenced a private offering of \$2.0 billion aggregate principal amount of senior notes due 2019 and senior notes due 2021 (together, the “Notes”). Each series of the Notes will be guaranteed by Arch’s subsidiaries that guarantee indebtedness under the company’s existing senior secured credit facility. The Notes 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 offering is subject to market and other conditions, including the consummation of Arch’s proposed acquisition of International Coal Group, Inc. (“ICG”). Arch plans to use the net proceeds of the offering to partially fund Arch’s acquisition of ICG and related transactions, including the redemption, payment of cash resulting from conversion of, or other retirement of certain outstanding ICG indebtedness.

This press release is being issued pursuant to Rule 135c under the Securities Act, and is neither an offer to sell nor a solicitation of an offer to sell or a solicitation of an offer to buy any securities.

The Notes have not been registered under the Securities Act or any state securities laws and may not be offered or sold in the United States absent registration or an applicable exemption from registration requirements.

About Arch Coal

U.S.-based Arch Coal is one of the world’s largest coal producers, with more than 160 million tons of coal sold in 2010. Arch’s national network of mines supplies cleaner-burning, low-sulfur coal to customers on four continents, including U.S. and international power producers and steel manufacturers. In 2010, Arch achieved record revenues of \$3.2 billion.

Important Additional Information

This communication is provided for informational purposes only. It does not constitute an offer to purchase shares of ICG or the solicitation of an offer to sell any shares of ICG’s common stock. Arch and its subsidiary Atlas Acquisition Corp. have filed with the Securities and Exchange Commission (the “SEC”) a tender offer statement on Schedule TO, including the offer to purchase and related documents, which has been previously amended and will be further amended as necessary. ICG has filed with the SEC a tender offer solicitation/recommendation statement on Schedule 14D-9, which has been previously amended and will be further amended as necessary. These documents contain important information and

stockholders of ICG are advised to carefully read these documents before making any decision with respect to the cash tender offer. These documents are available at no charge on the SEC's website at <http://www.sec.gov>. In addition, a copy of the offer to purchase, letter of transmittal and certain related tender offer documents may be obtained free of charge by directing such requests to Arch Coal investor relations at (314) 994-2897 or our information agent, Innisfree M&A Incorporated, at (877) 717-3922 (toll-free for stockholders) or (212) 750-5833 (collect for bank and brokers). A copy of the tender offer statement and ICG's solicitation/recommendation statement on Schedule 14D-9 are available to all stockholders of ICG free of charge at <http://www.intlcoal.com>.

Forward-Looking Statements: This press release contains "forward-looking statements" — that is, statements related to future, not past, events. In this context, forward-looking statements often address our expected future business and financial performance, and often contain words such as "expects," "anticipates," "intends," "plans," "believes," "seeks," or "will." Forward-looking statements by their nature address matters that are, to different degrees, uncertain. For us, particular uncertainties arise from changes in the demand for our coal by the domestic electric generation industry; from legislation and regulations relating to the Clean Air Act and other environmental initiatives; from operational, geological, permit, labor and weather-related factors; from fluctuations in the amount of cash we generate from operations; from future integration of acquired businesses; and from numerous other matters of national, regional and global scale, including those of a political, economic, business, competitive or regulatory nature. These uncertainties may cause our actual future results to be materially different than those expressed in our forward-looking statements. We do not undertake to update our forward-looking statements, whether as a result of new information, future events or otherwise, except as may be required by law. For a description of some of the risks and uncertainties that may affect our future results, you should see the risk factors described from time to time in the reports we file with the SEC.

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News from
Arch Coal, Inc.



For more information:
Deck S. Slone 314/994.2717

FOR IMMEDIATE RELEASE

Arch Coal Commences Public Offering of Common Stock

ST. LOUIS (May 31, 2011) — Arch Coal, Inc. (NYSE: ACI) (“Arch”) today announced that it has commenced an offering of 44.0 million shares of its common stock pursuant to an automatic shelf registration statement on Form S-3 previously filed with the Securities and Exchange Commission (the “SEC”). Arch intends to grant the underwriters of the common stock offering an option for 30 days to purchase up to 6.6 million additional shares of common stock to cover over-allotments, if any.

Arch plans to use the net proceeds of the offering to partially fund Arch’s acquisition of International Coal Group, Inc. (“ICG”) and related transactions, including the redemption, payment of cash resulting from conversion of, or other retirement of certain outstanding ICG indebtedness. If the acquisition is not completed, Arch intends to use the net proceeds from this offering for general corporate purposes, which may include the financing of future acquisitions, including lease-by-applications, or strategic combinations, capital expenditures, additions to working capital, repurchases, repayment or refinancing of debt or stock repurchases.

This press release is neither an offer to sell nor a solicitation of an offer to sell or a solicitation of an offer to buy any securities.

Morgan Stanley & Co. Incorporated, PNC Capital Markets LLC, Merrill Lynch, Pierce, Fenner & Smith Incorporated and Citigroup Global Markets Inc. are the joint book-running managers for the common stock offering.

Arch has filed a registration statement (including a prospectus) with the SEC for the offering to which this communication relates. Before you invest, you should read the prospectus in that registration statement and the applicable prospectus supplement and other documents Arch has filed or will file with the SEC for more complete information about Arch and this offering. You may get these documents for free by visiting EDGAR on the SEC website at www.sec.gov.

The preliminary prospectus supplement and the final prospectus supplement relating to the offering, when available, may be obtained from Morgan Stanley & Co. Incorporated, Prospectus Department, 180 Varick Street 2nd Floor, New York, New York 10014, PNC Capital Markets LLC by telephone at (412) 762-2852, BofA Merrill Lynch, 4 World Financial Center, New York, New York 10080, Attn: Prospectus Department or by email to dg.prospectus_requests@baml.com and Citigroup Global Markets Inc., Brooklyn Army Terminal, 140 58th Street, 8th Floor, Brooklyn, New York 11220, by e-mail to batprospectusdept@citi.com or by calling (800) 831-9146.

About Arch Coal

U.S.-based Arch Coal is one of the world's largest coal producers, with more than 160 million tons of coal sold in 2010. Arch's national network of mines supplies cleaner-burning, low-sulfur coal to customers on four continents, including U.S. and international power producers and steel manufacturers. In 2010, Arch achieved record revenues of \$3.2 billion.

Important Additional Information

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Forward-Looking Statements: This press release contains "forward-looking statements" — that is, statements related to future, not past, events. In this context, forward-looking statements often address our expected future business and financial performance, and often contain words such as "expects," "anticipates," "intends," "plans," "believes," "seeks," or "will." Forward-looking statements by their nature address matters that are, to different degrees, uncertain. For us, particular uncertainties arise from changes in the demand for our coal by the domestic electric generation industry; from legislation and regulations relating to the Clean Air Act and other environmental initiatives; from operational, geological, permit, labor and weather-related factors; from fluctuations in the amount of cash we generate from operations; from future integration of acquired businesses; and from numerous other matters of national, regional and global scale, including those of a political, economic, business, competitive or regulatory nature. These uncertainties may cause our actual future results to be materially different than those expressed in our forward-looking statements. We do not undertake to update our forward-looking statements, whether as a result of new information, future events or otherwise, except as may be required by law. For a description of some of the risks and uncertainties that may affect our future results, you should see the risk factors described from time to time in the reports we file with the SEC.

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Ross Mazza 304/760-2526

FOR FURTHER INFORMATION:

Media — Kim Link 314/994-2936
 Investors — Deck Slone 314/994-2717
 and Jennifer Beatty 314/994-2781

For Immediate Release

**Arch Coal and International Coal Group Announce
 Expiration of Hart-Scott-Rodino Act Waiting Period
 in Connection With Tender Offer**

ST. LOUIS, Mo. and SCOTT DEPOT, W.Va. (June 1, 2011) — Arch Coal, Inc. (NYSE: ACI) (“Arch”) and International Coal Group, Inc. (NYSE: ICO) (“ICG”) today announced that the waiting period under the Hart-Scott-Rodino Antitrust Improvements Act of 1976, as amended (the “HSR Act”), for Arch’s pending acquisition of ICG expired on May 31, 2011. Expiration of the waiting period under the HSR Act satisfies one of the conditions necessary for the consummation of the tender offer. Consummation of the tender offer remains subject to other customary conditions, including the tender of a majority of the outstanding shares of ICG’s common stock on a fully diluted basis.

The tender offer to acquire all of the outstanding shares of ICG common stock at a price of \$14.60 per share in cash, without interest and less any required withholding taxes, is scheduled to expire at 8:00 a.m., New York City time, on June 14, 2011, unless the tender offer is extended or earlier terminated in accordance with the rules and regulations of the Securities and Exchange Commission and the merger agreement governing Arch’s pending acquisition of ICG.

About Arch Coal

U.S.-based Arch is one of the world’s largest coal producers, with more than 160 million tons of coal sold in 2010. Arch’s national network of mines supplies cleaner-burning, low-sulfur coal to customers on four continents, including U.S. and international power producers and steel manufacturers. In 2010, Arch achieved record revenues of \$3.2 billion. For more information, visit www.archcoal.com.

About International Coal Group

ICG is a leading producer of coal in Northern and Central Appalachia and the Illinois Basin. ICG has 13 active mining complexes, of which 12 are located in Northern and Central Appalachia and one in Central Illinois. ICG’s mining operations and reserves are strategically located to serve utility, metallurgical and industrial customers domestically and internationally.

Important Additional Information

This announcement is for informational purposes only and is neither an offer to purchase nor a solicitation of an offer to sell securities. Arch has filed with the Securities and Exchange Commission (the "SEC") a tender offer statement on Schedule TO on May 16, 2011, as amended through the date of this release. ICG filed a tender offer solicitation/recommendation statement on Schedule 14D-9 with the SEC on May 16, 2011, as amended through the date of this release. **The tender offer statement (including an offer to purchase, a related letter of transmittal and other tender offer documents) and the solicitation/recommendation statement contain important information that should be read carefully before making any decision to tender securities in the tender offer.** ICG stockholders may obtain a free copy of these materials (and all other tender offer documents filed with the SEC) on the SEC's website: www.sec.gov. The Schedule TO (including the offer to purchase and related materials) and the Schedule 14D-9 (including the solicitation/recommendation statement) may also be obtained for free by contacting Innisfree M&A. Stockholders may call toll free (877) 717-3922. Banks and brokers may call collect (212) 750-5833.

Arch Coal Investor Relations 314/994-2897

ICG Investor Relations Ross Mazza 304/760-2526; rmazza@intlcoal.com

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