



DIVISION OF
CORPORATION FINANCE

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

December 6, 2010

Colin Marshall
President and CEO
Cloud Peak Energy Inc.
505 S. Gillette Avenue
Gillette, Wyoming 82716

**Re: Cloud Peak Energy Inc.
Registration Statement on Form S-1
Filed November 19, 2010
File No. 333-170744**

Dear Mr. Marshall:

We have limited our review of your registration statement to those issues we have addressed in our comments. In some of our comments, we may ask you to provide us with information so we may better understand your disclosure.

Please respond to this letter by amending your registration statement and providing the requested information. Where you do not believe our comments apply to your facts and circumstances or do not believe an amendment is appropriate, please tell us why in your response. After reviewing any amendment to your registration statement and the information you provide in response to these comments, we may have additional comments.

Registration Statement on Form S-1

General

1. Please be advised that we will not accelerate effectiveness of the Form S-1 until you have cleared all outstanding comments, including comments to your Form 10-K that are being sent under separate cover.
2. Based on discussions with the staff regarding your desired timing, it appears that you have an underwriting arrangement currently in place. If you already have an underwriting arrangement in place, please name the underwriters on the cover page and provide the disclosures required by Item 508 of Regulation S-K.

Exhibit 5.1: Legal Opinion

3. Please eliminate the Delaware law qualification on page 2. Refer to Item 610(b)(5) of Regulation S-K.

Closing Comments

We urge all persons who are responsible for the accuracy and adequacy of the disclosure in the filing to be certain that the filing includes the information the Securities Act of 1933 and all applicable Securities Act rules require. Since the company and its management are in possession of all facts relating to a company's disclosure, they are responsible for the accuracy and adequacy of the disclosures they have made.

Notwithstanding our comments, in the event you request acceleration of the effective date of the pending registration statement please provide a written statement from the company acknowledging that:

- should the Commission or the staff, acting pursuant to delegated authority, declare the filing effective, it does not foreclose the Commission from taking any action with respect to the filing;
- the action of the Commission or the staff, acting pursuant to delegated authority, in declaring the filing effective, does not relieve the company from its full responsibility for the adequacy and accuracy of the disclosure in the filing; and
- the company may not assert staff comments and the declaration of effectiveness as a defense in any proceeding initiated by the Commission or any person under the federal securities laws of the United States.

Please refer to Rules 460 and 461 regarding requests for acceleration. We will consider a written request for acceleration of the effective date of the registration statement as confirmation of the fact that those requesting acceleration are aware of their respective responsibilities under the Securities Act of 1933 and the Securities Exchange Act of 1934 as they relate to the proposed public offering of the securities specified in the above registration statement. Please allow adequate time for us to review any amendment prior to the requested effective date of the registration statement.

Please contact Caroline Kim at (202) 551-3878 or me at (202) 551-3611 with any questions.

Sincerely,

Anne Nguyen Parker
Branch Chief

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Cloud Peak Energy Inc.
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cc: Michael Ryan, Esq.
Cadwalader, Wickersham & Taft LLP
Facsimile: (212) 504-6666