

HALCON RESOURCES CORP
Form 4
May 08, 2015

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
HALRES LLC

2. Issuer Name and Ticker or Trading Symbol
HALCON RESOURCES CORP
[HK]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
1000 LOUISIANA, SUITE 6700

3. Date of Earliest Transaction (Month/Day/Year)
05/06/2015

____ Director
____ Officer (give title below)
__X__ 10% Owner
____ Other (specify below)

(Street)
HOUSTON, TX 77002

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
____ Form filed by One Reporting Person
__X__ Form filed by More than One Reporting Person

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|--|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| Common Stock, par value \$0.0001 per share | | | | (A) or (D) | 2 | D (1) (2) | |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | | 6. Date Exercisable and Expiration Date (Month/Day/Year) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|--|-----------------|
| | | | | | (A) | (D) | Date Exercisable | Expiration Date |
| 8% Convertible Promissory Note | \$ 4.5 | 02/08/2012 | | H | | \$ 289,668,969.93 | 02/08/2014 | 02/08/2015 |
| 8% Convertible Promissory Note | \$ 2.44 | 05/06/2015 | | P | | \$ 289,668,969.93 <u>(3)</u> <u>(4)</u> | 02/08/2017 | 02/08/2018 |
| Warrants (right to buy) | \$ 4.5 | 02/08/2012 | | H | | 36,666,667 | 02/08/2012 | 02/08/2015 |
| Warrants (right to buy) | \$ 2.44 | 05/06/2015 | | P | | 36,666,667 <u>(3)</u> <u>(4)</u> | <u>(5)</u> | 02/08/2018 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| HALRES LLC 1000 LOUISIANA, SUITE 6700 HOUSTON, TX 77002 | | X | | |
| PETERSEN GARY R 1100 LOUISIANA STREET, SUITE 4900 HOUSTON, TX 77002 | | X | | |
| PHILLIPS D MARTIN 1100 LOUISIANA STREET, SUITE 4900 HOUSTON, TX 77002 | | X | | |
| ZORICH ROBERT L 1100 LOUISIANA STREET, SUITE 4900 HOUSTON, TX 77002 | | X | | |

Signatures

/s/ Floyd C. Wilson , President and CEO of HALRES
LLC

05/08/2015

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

These securities are owned directly by HALRES LLC ("HALRES"). EnCap Energy Capital Fund VIII, L.P. ("EnCap Fund VIII") has the right to nominate a majority of the members of the board of managers of HALRES. Therefore, David B. Miller, Gary R. Petersen, D. Martin Phillips and Robert L. Zorich may be deemed beneficial owners of the securities held by HALRES by virtue of being members of

- (1) RNBD GP, LLC ("RNBD"), the sole member of EnCap Investments GP, L.L.C. ("EnCap Investments GP"), the general partner of EnCap Investments, L.P. ("EnCap Investments LP"), the general partner of EnCap Equity Fund VIII GP, L.P. ("EnCap Fund VIII GP"), the general partner of EnCap Fund VIII. Messrs. Miller, Petersen, Phillips, Zorich, RNBD, EnCap Investments GP, EnCap Investments LP, EnCap Fund VIII GP and EnCap Fund VIII disclaim beneficial ownership in excess of their pecuniary interest in such securities.
- (2) This report is filed in connection with the Form 4 filed today by Mr. Miller, a director of the Issuer.

On February 8, 2012, the Issuer issued to HALRES a convertible note in the amount of \$275.0 million due 2017 together with five year warrants to purchase approximately 36.7 million shares of the Issuer's common stock. The convertible note was convertible into the Issuer's common stock at \$4.50 per share and the warrants were exercisable at a price of \$4.50 per share.
- (4) (Continued from footnote 3) The Issuer elected to pay the interest due on the convertible note in kind on March 31, June 30 and September 30, 2012, thereby increasing the amount of the convertible note to \$289.7 million. On May 6, 2015, the Issuer's stockholders approved amendments to the convertible note and warrants which (i) extended the maturity date of the convertible note to February 8, 2020, (ii) modified the conversion price of the convertible note to \$2.44 per share, (iii) modified the exercise price of the warrants to \$2.44 per share and (iv) extended the expiration date of the warrants from February 8, 2017 to February 8, 2020. The amendment is reported above as the cancellation of the prior convertible note and warrants and the acquisition of a new convertible note and warrants.
- (5) The warrants are exercisable, in whole or in part, at any time before February 8, 2020.

Remarks:

Exhibit List

Exhibit 99 - Joint Filer Information

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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