

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, 2015
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 *
MILLER DAVID B

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)

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

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

3811 TURTLE CREEK BLVD.,
SUITE 1000

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)

Form filed by One Reporting Person
 Form filed by More than One Reporting Person

DALLAS, TX 75219

(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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 05/06/2015 | | A | | 97,200 | A | \$ 0 |
| Common Stock | | | | | | | 2 |
| Common Stock | | | | | 3,750,000 | I | |

See Footnote (1)

See Footnote (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)

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 ⁽³⁾ | 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 ⁽³⁾ | ⁽⁴⁾ | 02/08/2018 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| MILLER DAVID B 3811 TURTLE CREEK BLVD., SUITE 1000 DALLAS, TX 75219 | X | | | |

Signatures

David S. Elkouri,
Attorney-in-fact

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).

(1) 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, the reporting person may be deemed the beneficial owner of the securities held by HALRES by virtue of being a member of RNBD GP, LLC, the sole member of EnCap Investments GP, LLC, the general partner of EnCap Investments, L.P., the general partner of EnCap Equity Fund VIII GP, L.P., the general partner of EnCap Fund VIII. The reporting person disclaims beneficial ownership in excess of his pecuniary interest in such securities.

(2) These securities are owned directly by EnCap Fund VIII. The reporting person, Gary R. Petersen, D. Martin Phillips, and Robert L. Zorich may be deemed the beneficial owners of the securities held by EnCap Fund VIII by virtue of being members of RNBD, the sole member of EnCap Investments GP, the general partner of EnCap Investments, L.P., the general partner of EnCap Fund VIII GP, the general partner of EnCap Fund VIII. The reporting person disclaims beneficial ownership in excess of his pecuniary interest in such securities.

(3) 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. 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.

(4) The warrants are exercisable, in whole or in part, at any time before February 8, 2020.

Remarks:

Footnote (3) continued: The amendment is reported above as the cancellation of the prior convertible note and warrants and th

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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