

HALCON RESOURCES CORP
Form 4
September 13, 2016

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)

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

3811 TURTLE CREEK BLVD.,
SUITE 1000

09/09/2016

(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 or Disposed of (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 Indirect Beneficial Ownership (Instr. 4)
				(A) or (D) Code V Amount Price			
Common Stock	09/09/2016		J ⁽¹⁾	35,000 ⁽¹⁾ D \$ 0 ⁽¹⁾	0	D	
Common Stock	09/09/2016		J ⁽¹⁾	750,000 ^{(1) (2)} D \$ 0 ⁽¹⁾	0	I	By EnCap Fund VIII ⁽³⁾
Common Stock	09/09/2016		J ⁽¹⁾	1 ⁽¹⁾ D \$ 0 ⁽¹⁾	0	I	By HALRES, LLC ⁽⁴⁾
Common Stock	09/12/2016		J ⁽⁵⁾	1,031 ⁽⁵⁾ A \$ 0 ⁽⁵⁾	1,031	D	

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Common Stock	09/12/2016	J ⁽⁵⁾	22,088 ⁽²⁾ <u>(5)</u>	A	\$ 0 <u>(5)</u>	22,088	I	By EnCap Fund VIII ⁽³⁾
Common Stock	09/12/2016	J	3,600,000	A	\$ 0	3,600,000	I	By HALRES, LLC ⁽⁶⁾

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)			6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Un- (In- Tit
					V	(A)	(D)	Date Exercisable	Expiration Date	
8% Convertible Promissory Note	<u>(7)</u>	09/09/2016		J		\$ 289,668,969.93		<u>(7)</u>	<u>(7)</u>	Co S
Warrants (right to buy)	<u>(8)</u>	09/09/2016		J		36,666,667		<u>(8)</u>	<u>(8)</u>	Co S
Warrants (right to buy)	\$ 14.04	09/09/2016		J ⁽⁹⁾	947,369			09/09/2016	09/09/2020	Co

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

09/13/2016

__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) On July 27, 2016, the Issuer and certain of its subsidiaries (the "Debtors") filed voluntary petitions for relief under chapter 11 of title 11 of the United States Code in the United States Bankruptcy Court for the District of Delaware (the "Bankruptcy Court"). On September 8, 2016, the Bankruptcy Court entered an order confirming the Debtors' Amended Joint Prepackaged Chapter 11 Plan Under Chapter 11 of the Bankruptcy Code, dated as of September 2, 2016 (the "Plan") and on September 9, 2016 (the "Effective Date"), the Plan became effective pursuant to its terms and the Debtors emerged from the chapter 11 cases. On the Effective Date, all outstanding shares of the Issuer's common stock (the "Old Common Stock") were cancelled and extinguished.

(2) The reporting person disclaims beneficial ownership of these securities, and the filing of this report is not an admission that the reporting person is the beneficial owner of these securities for purposes of Section 16 or for any other purpose.

(3) 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.

(4) 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.

(5) New shares of the Issuer's common stock, par value \$0.0001 per share (the "New Shares") were issued to the Reporting Person pursuant to the Plan in exchange for Old Common Stock held by the Reporting Person on the Effective Date under the Plan. The Reporting Person received 1 New Share for every 34 shares of Old Common Stock held by the Reporting Person on the Effective Date of the Plan. The receipt of New Shares was involuntary, without consideration and in accordance with the Plan approved by the Bankruptcy Court.

(6) In accordance with the Plan approved by the Bankruptcy Court, HALRES, LLC received New Shares in exchange for the 8% Convertible Promissory Note .

(7) In accordance with the Plan approved by the Bankruptcy Court, the Issuer's 8% Convertible Promissory Note ("Convertible Note") held by HALRES LLC, on the Effective Date, was entitled to receive (i) the Convertible Noteholder Cash Distribution (as defined in the Plan); (ii) the Convertible Noteholder New Common Shares (as defined in the Plan); and (iii) the Convertible Noteholder New Warrants (as defined in the Plan).. Such exchange was involuntary, without consideration and in accordance with the terms of the Plan.

(8) In accordance with the Plan approved by the Bankruptcy Court, all existing warrants were cancelled without consideration.

(9) In accordance with the Plan approved by the Bankruptcy Court, HALRES, LLC received Convertible Noteholder New Warrants to purchase 1.0% of the New Common Shares outstanding as of the Effective Date (subject to dilution by the Management Incentive Plan) exercisable for a four (4) year period commencing on the Effective Date at a per share exercise price equal to \$1,330,000,000 divided by the total number of New Common Shares issued and outstanding as of the Effective Date.

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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