

HALCON RESOURCES CORP
Form 4
September 19, 2012

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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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)
3811 TURTLE CREEK BLVD.,
SUITE 1000

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
03/31/2012

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

DALLAS, TX 75219

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

(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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 09/17/2012 | | J ⁽¹⁾ | | 73,333,332 ⁽²⁾ | D | \$ 0 2 |
| Common Stock | 09/18/2012 | | S | | 40,250,000 ⁽⁴⁾ | D | \$ 7 3,750,000 ⁽⁴⁾ |
| Common Stock | | | | | 5,000 | D | |

See Footnotes 3 and 6⁽³⁾
⁽⁶⁾
See Footnotes 5 and 6⁽⁵⁾
⁽⁶⁾

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

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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) | 7. Title and Underlying Security (Instr. 3 and 4) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title |
| 8% Convertible Promissory Note | \$ 4.5 ⁽⁷⁾ | 03/31/2012 | | J ⁽⁸⁾ | \$ 3,238,888.89 | 02/08/2014 | 02/08/2017 | Common Stock |
| 8% Convertible Promissory Note | \$ 4.5 ⁽⁷⁾ | 06/30/2012 | | J ⁽⁹⁾ | \$ 5,626,608.65 | 02/08/2014 | 02/08/2017 | Common Stock |

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 | X | | |

Signatures

David B. Miller 09/19/2012
 __Signature of Date
 Reporting Person

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) Pro rata distribution from HALRES LLC ("HALRES") to its members for no consideration.
- (2) On February 10, 2012, the issuer effected a 3-for-1 reverse split of its common stock, resulting in HALRES' ownership of 146,666,666 fewer shares of common stock.
- (3) These securities are owned directly by 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. The reporting person, Gary R. Petersen, D. Martin Phillips, and Robert L. Zorich may be deemed the beneficial owners of the securities held by HALRES by virtue of being members of RNBD GP, LLC

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("RNBD"), the sole member of EnCap Investments GP, LLC ("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. The reporting person disclaims beneficial ownership in excess of his pecuniary interest in such securities.

- (4) These shares were previously held by EnCap Fund VIII through HALRES and were distributed to EnCap Fund VIII on September 17, 2012 as a result of a pro rata distribution by HALRES to its members for no consideration.

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.

- (6) This report is filed in connection with the Form 4 jointly filed today by HALRES and Messrs. Zorich, Phillips and Petersen and the Form 4 jointly filed today by EnCap Fund VIII and Messrs. Zorich, Phillips and Petersen.

- (7) On February 10, 2012, the issuer effected a 3-for-1 reverse split of its common stock, resulting in the conversion price of the 8% Convertible Promissory Note ("Note") increasing from \$1.50 per share to \$4.50 per share.

- (8) Since February 8, 2012, HALRES has held the Note. Interest on the Note is payable on a quarterly basis and, at the election of the issuer, interest may be payable in kind by increasing the principal amount of the Note. This Form 4 is being filed to report the increase in the principal amount of the Note by an amount equal to the amount of interest paid-in-kind on March 31, 2012.

- (9) This Form 4 is being filed to report the increase in the principal amount of the Note by an amount equal to the amount of interest paid-in-kind on June 30, 2012.

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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