

HALCON RESOURCES CORP
Form 4
February 10, 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)
02/08/2012

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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	02/08/2012		A		220,000,000 (1)	A	\$ 1.25
					220,000,000	I	

by Halcon Resources LLC (2) (3)

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)

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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
Warrants (right to buy)	\$ 1.5	02/08/2012		A	110,000,000 (1)	(4)	(4)			Common Stock
8% Convertible Promissory Note	\$ 1.5	02/08/2012		A	\$ 275,000,000 (1)	02/08/2014	02/08/2014			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

/s/ David B. Miller 02/10/2012

**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 February 8, 2012, pursuant to a Securities Purchase Agreement, Halcon Resources LLC ("Halcon") purchased 220 million shares of the issuer's common stock (the "Shares"), an 8% senior convertible note due 2017 in the principal amount of \$275 million (the "Note") and five-year warrants to purchase up to an additional 110 million shares of the issuer's common stock (the "Warrants"), in exchange for aggregate cash consideration of \$550 million, of which \$275 million is attributable to the Shares and \$275 million is attributable to the Warrants and the Note.

(2) These securities are owned directly by Halcon Resources LLC ("Halcon"). 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 Halcon. Therefore, David B. Miller, Gary R. Petersen, D. Martin Phillips, and Robert L. Zorich may be deemed the beneficial owner of the securities held by Halcon by virtue of being a member of RNBD GP, LLC ("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.

(3) This report is filed in connection with the Form 4 jointly filed today by Halcon and Messrs. Zorich, Phillips and Petersen.

(4) The warrants are exercisable, in whole or in part, at any time before the fifth anniversary of February 8, 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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