

PETERSEN GARY R
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 *
EnCap Energy Capital Fund VIII,
L.P.

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 ___X___ 10% Owner
___ Officer (give title below) ___ Other (specify below)

1100 LOUISIANA STREET, SUITE
4900

09/18/2012

(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
X Form filed by More than One Reporting Person

HOUSTON, TX 77002

(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)
Common Stock	09/18/2012		S	40,250,000 (1)	D \$ 7 3,750,000 (1)	D (2) (3)	

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)

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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 Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
EnCap Energy Capital Fund VIII, L.P. 1100 LOUISIANA STREET SUITE 4900 HOUSTON, TX 77002		X		
PETERSEN GARY R 1100 LOUISIANA STREET, SUITE 4900 HOUSTON, TX 77002		X		
ZORICH ROBERT L 1100 LOUISIANA STREET, SUITE 4900 HOUSTON, TX 77002		X		
PHILLIPS D MARTIN 1100 LOUISIANA STREET, SUITE 4900 HOUSTON, TX 77002		X		

Signatures

D. Martin Phillips, Senior Managing Director of EnCap Investments GP, L.L.C., the GP of EnCap Investments, L.P., the GP of EnCap Equity Fund VIII GP, L.P., the GP of EnCap Energy Capital Fund VIII, L.P.	09/19/2012
__Signature of Reporting Person	Date
Robert L. Zorich	09/19/2012
__Signature of Reporting Person	Date
Gary R. Petersen	09/19/2012
__Signature of Reporting Person	Date
D. Martin Phillips	09/19/2012

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 shares were previously held by EnCap Energy Capital Fund VIII, L.P. ("EnCap Fund VIII") through HALRES LLC ("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.

(2) These securities are owned directly by EnCap Fund VIII. David B. Miller, Gary R. Petersen, D. Martin Phillips and Robert L. Zorich may be deemed beneficial owners of the securities held by EnCap Fund VIII by virtue of being members of 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"), 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 and EnCap Fund VIII GP disclaim beneficial ownership in excess of their pecuniary interest in such securities.

(3) This Form 4 is filed in connection with the Form 4 filed today by Mr. Miller, a director of the issuer.

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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