

HALCON RESOURCES CORP
Form 4
September 13, 2016

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 *
WILSON FLOYD C

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)
1000 LOUISIANA STREET, SUITE 6700

3. Date of Earliest Transaction (Month/Day/Year)
09/09/2016

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Chairman, CEO & President

(Street)
HOUSTON, TX 77002

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 or Price (A) or (D) | | |
| Common Stock | 09/09/2016 | | J ⁽¹⁾ | | 1,044,449 <u>(1)</u> | D | |
| Common Stock | 09/09/2016 | | J ⁽¹⁾ | | 23,361 <u>(1)</u> | D | By Trusts <u>(2)</u> |
| Common Stock | 09/09/2016 | | J ⁽¹⁾ | | 81,600 <u>(1)</u> | D | By Family Trusts <u>(3)</u> |
| Common Stock | 09/09/2016 | | J ⁽¹⁾ | | 11,000 <u>(1)</u> | D | By Trust <u>(4)</u> |
| | 09/12/2016 | | J ⁽⁵⁾ | | 30,760 <u>(5)</u> | A | |

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| | | | | | | | | |
|--------------|------------|------|----------------|---|-------------|---------|---|-------------------------|
| Common Stock | | | | | \$ 0 (5) | | | |
| Common Stock | 09/12/2016 | J(6) | 4,292 (6) | A | \$ 0 (6) | 35,052 | D | |
| Common Stock | 09/12/2016 | A(7) | 918,750 (7) | A | \$ 0 (7) | 953,802 | D | |
| Common Stock | 09/12/2016 | J(5) | 688 (5) | A | \$ 0 (5) | 688 | I | By Trusts (2) |
| Common Stock | 09/12/2016 | J(5) | 2,403 (5) | A | \$ 0 (5) | 2,403 | I | By Family Trusts (3) |
| Common Stock | 09/12/2016 | J(5) | 324 (5) | A | \$ 0 (5) | 324 | I | By Trust (4) |
| Common Stock | 09/12/2016 | J(8) | 4,292 (8) | A | \$ 0 (8) | 4,292 | I | By Spouse |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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) | | 7. Title and Underlying Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----------------|---|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title |
| 5.75% Series A Preferred Stock | (9) | 09/09/2016 | | J(9) | 1,000 (9) | 06/13/2013 | (9) | Common Stock |
| Employee Stock Option (Right to Buy) | (10) | 09/12/2016 | | A | 1,837,500 (10) | (10) | 09/12/2026 | Common Stock |
| Warrants (Right to Buy) | \$ 14.04 | 09/09/2016 | | J(11) | 1,165 | 09/09/2016 | 09/09/2020 | Common Stock |
| | \$ 14.04 | 09/09/2016 | | J(12) | 1,165 | 09/09/2016 | 09/09/2020 | |

Warrants
(Right to
Buy)

Common
Stock

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| WILSON FLOYD C 1000 LOUISIANA STREET, SUITE 6700 HOUSTON, TX 77002 | | | Chairman, CEO & President | |

Signatures

Floyd C. Wilson 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) These shares are held in trusts for the benefit of the reporting person's children. The reporting person's spouse is trustee of the trusts. 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) The shares are held in seventeen trusts for the benefit of family members for which the reporting person serves as the trustee. 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.

(4) The shares are held in a trust for the benefit of the reporting person's grandchild for which the reporting person serves as the trustee. 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.

(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, the Reporting Person received New Shares in exchange for unsecured debt.

(7) In accordance with the Plan approved by the Bankruptcy Court, the Reporting Person received an award of restricted stock, 50% of which will vest on the grant date being the first full day of trading of the New Shares following the Effective Date. The remaining 50% will vest on the first anniversary of the grant date, provided the Reporting Person remains employed by the Issuer as of such vesting date.

(8) In accordance with the Plan approved by the Bankruptcy Court, the Reporting Person's spouse received New Shares in exchange for unsecured debt.

(9) In accordance with the Plan approved by the Bankruptcy Court, the Issuer's 5.75% Series A Cumulative Perpetual Convertible Preferred Stock ("Preferred Stock") was cancelled on the Effective Date and holders of the Preferred Stock received their pro rata share of the Preferred Stock Cash Distribution (as defined in the Plan). Such exchange was involuntary, without consideration and in accordance

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with the terms of the Plan.

- (10) In accordance with the Plan approved by the Bankruptcy Court, the Reporting Person received an award of stock options ("Options") granted on the first full day of trading of the New Shares following the Effective Date. The exercise price per share of the Options will be equal to the greater of (1) the per share value based on an Issuer equity value of \$650.0 million or (2) the weighted average trading price of the New Shares for the seven (7) trading days commencing on the first trading day immediately following the Effective Date (assuming the New Shares are then publicly traded). The Options will vest over 3 years in equal annual installments provided the Reporting Person remains employed by the Issuer as of the respective annual vesting dates.
- (11) In accordance with the Plan approved by the Bankruptcy Court, the Reporting Person received Unsecured Noteholder New Warrants to purchase New Common Shares exercisable for a four (4) year period commencing on the Effective Date.
- (12) In accordance with the Plan approved by the Bankruptcy Court, the Reporting Person's spouse received Unsecured Noteholder New Warrants to purchase New Common Shares exercisable for a four (4) year period commencing on 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.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.