

Sim Edward G.  
Form 4  
July 15, 2005

**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 \*  
Sim Edward G.

(Last) (First) (Middle)

C/O GURUNET CORPORATION, 237 W. 35TH STREET, SUITE 1101

(Street)

NEW YORK, NY 10001

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
GuruNet CORP [GRU]

3. Date of Earliest Transaction (Month/Day/Year)  
07/13/2005

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

**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 Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)		
				(A) or (D)	Code	V	Amount	(D)	Price

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	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transaction of Derivative	5. Number	6. Date Exercisable and Expiration Date	7. Title and Amount of Underlying Securities
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Security (Instr. 3)	or Exercise Price of Derivative Security	any (Month/Day/Year)	Code (Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/Year)	(Instr. 3 and 4)								
							Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option to Purchase Common Stock of GuruNet Corporation	\$ 13.78	07/13/2005	A	7,175	(1)	07/13/2015							Common Stock	7,175

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Sim Edward G. C/O GURUNET CORPORATION 237 W. 35TH STREET, SUITE 1101 NEW YORK, NY 10001	X			

## Signatures

/s/ Edward G. Sim  
07/14/2005  
Date

\*\*Signature of 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) Option granted as of 7/13/05. 25% of the grant exercisable as of 7/13/06; 1/36 of the remainder exercisable on each of the following 36 monthly anniversaries.
- (2) N/A

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. 2%" ALIGN="RIGHT">2,750,000 2,750,000 \* Pacific Credit Corp.(37) 27,000 27,000 \* PHAWK, LLC(38) 12,575,757(39)2,500,000 10,075,757 23%Placer Creek Investors (Bermuda) L.P.(40) 111,500 111,500 \* Placer Creek Partners, L.P.(40) 176,500 176,500 \* Prism Offshore Fund, Ltd.(41) 446,000 446,000 \* Prism Partners, L.P.(41) 404,000 404,000 \* RNR II LP(42) 1,000,000 1,000,000 \* Ridgecrest Partners QP LP(43) 100,000 100,000 \* Rockbay Capital Offshore Fund, Ltd.(44) 906,950 906,950 \* Rockbay Capital Institutional Fund, L.L.C.(44) 383,370 383,370 \* Seneca Capital LP(45) 369,000 369,000 \* Seneca Capital International(45) 781,000 781,000 \* SF Capital Partners Ltd.(46) 400,000 400,000 \* Spindrift Investors (Bermuda) LP(47) 1,202,100 1,202,100 \* Spindrift Partners LP(47) 996,000 996,000 \* Strome Hedgecap LTD(48) 400,800 400,800 \* Strong Capital Management(49) 84,000 84,000 \*



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Strong Small/Mid Cap Value Fund(49)	12,000	12,000	*
Strong MultiCap Value Fund(49)	164,000	164,000	*
Strong MultiCap Value Fund II(49)	20,000	20,000	*
Strong Small Cap Value Fund(49)	1,720,000	1,720,000	*
United Capital Management(50)	100,000	100,000	*
WS Opportunity Fund International, Ltd.(51)	47,000	47,000	*
WS Opportunity Fund LP(51)	35,000	35,000	*
WS Opportunity Fund (QP) LP(51)	43,000	43,000	*
Walker Smith Capital, L.P.(51)	10,500	10,500	*
Walker Smith Capital (QP), L.P.(51)	49,500	49,500	*
Walker Smith International Fund, Ltd.(51)	65,000	65,000	*
William K. Warren Foundation(52)	90,000	90,000	*

\*

Less than 1%.

- (1) Includes common stock issued upon conversion of Petrohawk's Series B 8% Automatically Convertible Preferred Stock at a conversion rate of 10 shares of common stock per share of preferred stock.
- (2) Ownership is determined in accordance with Rule 13d-3 under the Securities Exchange Act of 1934.
- (3) Alexandra Investment Management, LLC, is the investment advisor to this selling stockholder. Mikhail A. Filimonov and Dimitri Sogoloff are the managing members of the investment advisor and as such may be deemed to have investment power and voting control over the shares held by this selling stockholder.
- (4) Ken Perry is the President of Allied Funding, Inc. and has voting and investment authority of the shares held by this selling stockholder.
- (5) Steve Vinnik has sole voting and investment control over the shares held by this selling stockholder.
- (6) Philip J. Hemplemen has voting and investment authority of the shares held by this selling stockholder.
- (7) Raymond Gareia is the Chief Executive Officer of Axia Capital Management, LLC, which is the general partner of Axia Partners LP, Axia Partners Qualified LP, and Axia Offshore Partners LTD. and the managing member of Alpha US Sub Fund LLC. By virtue of his position with Axia Capital Management, LLC, Mr. Gareia exercises investment power and voting control over the shares held by these selling stockholders.
- (8) BBT Genpar, L.P. is the general partner of BBT Fund, L.P., and BBT-FW, Inc., is the general partner of BBT Genpar, L.P. Sid R. Bass exercises voting and investment authority of the shares held by this selling stockholder.
- (9) Basso Asset Management, L.P. ("Basso") is the Investment Manager to Basso Multi-Strategy Holding Fund Ltd. Howard I. Fischer is a managing member of Basso GP, LLC, the general partner of Basso, and as such has investment power and voting control over the shares held by this selling stockholder. Mr. Fischer disclaims beneficial ownership of these securities.
- (10) The investment advisor to Bel Air Opportunistic Fund I, LP is Bel Air Investment Advisors, LLC. Michael W. Powers is the Managing Director of both entities and has sole voting and investment authority of the shares held by this selling stockholder. Bel Air Opportunistic Fund I, LP is an affiliate of State Street Global Markets, LLC, a registered broker/dealer.
- (11) Bernay Box is the Managing Partner of Bonanza Master Fund, Ltd. and has investment power and voting control over the shares held by this selling stockholder.
- (12) Richard S. Strong and Donna L. Strong have investment power and voting control over the shares held by this selling stockholder.
- (13) Paul P. Tanico and Ellen H. Adams are the Managing Members and Maria Lamari Burden is the Chief Financial Officer of the general partner of CastleRock Partners, L.P. These individuals have investment power and voting control over the shares held by CastleRock Partners, L.P.
- (14)

Explanation of Responses:

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Emil Dabora, is the portfolio manager at Caxton Associates, L.L.C., which is the registered investment advisor to Caxton International Limited, and as such, Mr. Dabora is deemed to have voting and investment control over the shares held by this selling stockholder. Caxton International Limited is an affiliate of Caxton Associates, L.L.C., a registered broker/dealer.

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- (15) Eli Katz has investment power and voting control over the shares held by this selling stockholder.
- (16) CAP Genpar, L.P. is the general partner of Concentrated Alpha Partners, L.P., and CAP-FW, Inc., is the general partner of CAP Genpar, L.P. Sid R. Bass exercises voting and investment authority of the shares held by this selling stockholder.
- (17) Michael Rosen and Bill Fertig exercise voting and investment authority over the shares held by this selling stockholder.
- (18) Andrew Weiss has voting and investment authority over the shares held by this selling stockholder.
- (19) Frank Strezo and Matthew Halbower have voting and investment authority over the shares held by this selling stockholder. This selling stockholder is an affiliate of Deephaven Market Neutral Trading LP, Knight Securities LP, and Knight Equity Markets LLC, each of which is a registered broker/dealer.
- (20) Remy Trafelet is the Managing Director of Trafelet & Co., LLC, which is the investment manager of these selling stockholders, and Mr. Trafelet has voting and investment authority over the shares held by these selling stockholders.
- (21) Alexander W. Rutherford is the Portfolio Manager of Drake Asset Management LLC, G.P., which is the general partner of Drake Associates L.P., and Mr. Rutherford has voting and investment authority over the shares held by this selling stockholder.
- (22) Nelson Woodard, the Managing Director of Dreman Value Management LLC, has voting and investment authority over the shares held by this selling stockholder.
- (23) RENN Capital Group is the investment manager of this selling stockholder and shares with the selling stockholder voting and investment authority over the shares held by this selling stockholder. Russell Cleveland is the President of RENN Capital Group.
- (24) Noam Gottesman has voting and investment control over the shares held by GLG Investments PLC: Sub Fund GLG North American Equity Fund and GLG North American Opportunity Fund.
- (25) Brandon R. Perry has sole voting and investment control over the shares held by this selling stockholder.
- (26) Global Natural Resources III shares voting and investment authority with respect to the shares with its registered investment advisor, Wellington Management Company, LLP.
- (27) Daniel Nir, the Managing Member of P&S Capital Partners, LLC, the general partner of Gracie Capital L.P. has voting and investment authority over the shares held by this selling stockholder.
- (28) Frank Strezo and Matthew Halbower have voting and investment authority over the shares held by this selling stockholder. This selling stockholder is an affiliate of Deephaven Market Neutral Trading LP, Knight Securities LP, and Knight Equity Markets LLC, each of which is a registered broker/dealer.
- (29) Peter H. Huizenga is the Manager of HCM Energy Holdings, LLC and has voting and investment authority over the shares held by this selling stockholder. Five of the members of HCM Energy Holdings, LLC are shareholders of a corporation that owns 7.78% of Castle Creek Financial, LLC, a registered broker/dealer. None of the HCM Energy Holdings, LLC members have management or investing authority for Castle Creek Financial, LLC.
- (30) Lee P. Moncrief is the Chief Executive Officer of Moncrief Willingham Energy Advisers, L.P, which is the investment adviser of HedgEnergy Master Fund, L.P, and Mr. Moncrief has the ultimate voting and investment authority over the shares held by this selling stockholder.
- (31) James F. Dierberg has voting and investment authority over the shares held by this selling stockholder.
- (32) JMG Capital Partners, L.P. ("JMG Partners") is a California limited partnership. Its general partner is JMB Capital Management, LLC (the "Manager"), a Delaware limited liability company and an investment adviser registered with the Securities and Exchange Commission. The Manager has voting and dispositive power over JMG Partners' investments, including the shares included herein. The equity interests of the Manager are owned by JMG Capital

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Management, Inc. ("JMG Capital"), a Delaware corporation. Jonathan M. Glaser is the Executive Officer and Director of JMG Capital and has sole investment discretion over JMG Partners' portfolio holdings.

(33)

JMG Triton Offshore Fund, Ltd. (the "Fund") is an international business company under the laws of the British Virgin Islands. The Fund's investment manager is Pacific Assets Management, LLC, a Delaware limited liability company (the "Manager"). The Manager is an investment adviser registered with the Securities and Exchange Commission and has voting and dispositive power over the Fund's investments, including the shares included herein. The equity interests of the Manager are owned by Pacific Capital Management, Inc., a Delaware company ("Pacific") and Asset Alliance Holding Corp., a Delaware company. The equity interests of Pacific are owned by Messrs. Roger Richter, Jonathan M. Glaser, and Daniel A. David, and Messrs. Glaser and Richter have sole investment discretion over the Fund's portfolio holdings.

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- (34) Kenneth Ricicel is the President of Liongate Capital and has voting and investment authority over the shares held by this selling stockholder.
- (35) The ultimate managing member of North Sound Capital LLC is Thomas McAuley. North Sound Capital LLC may be deemed the beneficial owner of the shares in its capacity as the managing member of North Sound Legacy Fund LLC and North Sound Legacy Institutional Fund and the investment advisor of North Sound Legacy International Ltd (collectively, the "Funds"), which are the selling stockholders. As the managing member or investment advisor, respectively, of the Funds, North Sound Capital LLC and Mr. McAuley have voting and investment control with respect to the shares held by the Funds.
- (36) The investment advisor to The Ospraie Portfolio Ltd. is The Ospraie Management, LP. Dwight Anderson is the portfolio manager and has voting and investment authority over the shares held by this selling stockholder.
- (37) The investment advisor to Pacific Credit Corp. is Bel Air Investment Advisors, LLC. Michael W. Powers is the Managing Director of both entities and has sole voting and investment authority over the shares held by this selling stockholder.
- (38) In May 2004, PHAWK, LLC (formerly known as Petrohawk Energy, LLC), which is owned by affiliates of EnCap Investments, L.P., Liberty Energy Holdings, LLC, Floyd C. Wilson and other members of our management, purchased a controlling interest in us. Floyd C. Wilson, the President and Chief Executive officer of PHAWK, LLC and Petrohawk Energy Corporation, has voting and investment control over the shares held by this selling stockholder.
- (39) Includes 7,575,757 shares of common stock and warrants to purchase 5,000,000 shares of common stock exercisable within 60 days after the date hereof, and excludes 8,750,000 shares of common stock issuable upon the exercise of rights associated with a convertible promissory note.
- (40) Both Placer Creek Investors (Bermuda) L.P. and Placer Creek Partners, L.P. share voting and investment authority with respect to the shares with its registered investment advisor, Wellington Management Company, LLP.
- (41) Delta Partners, LLC, the investment manager for Prism Partners, L.P. and Prism Offshore Fund, Ltd. has authority to dispose or direct the disposition of or control the investment of these shares. Delta Advisors, LLC, the general partner shares this power. Christopher Argyrople and Charles Jobson are the Managing Members of Delta Partners, LLC and Delta Advisors, LLC and ultimately have voting and investment control with respect to the shares held by these selling stockholders.
- (42) W. Russell Ramsey has voting and investment authority over the shares held by this selling stockholder.
- (43) Sanford B. Prater has sole voting and investment control over the shares held by this selling stockholder.
- (44) Atul Khanna and Jonathan Baron have voting and investment control with respect to the shares held by the selling stockholders. Rockbay Capital Advisors, Inc. is the General Partner of Rockbay Capital Management, L.P., which is the Investment Manager of Rockbay Capital Offshore Fund, Ltd. and Rockbay Capital Institutional Fund, L.L.C.
- (45) Doug Hirsch is the managing member of the investment adviser of Seneca Capital International Ltd. and is the managing member of the general partner of Seneca Capital LP. Mr. Hirsch has voting and investment authority over the shares held by these selling stockholders.
- (46) Michael A. Roth and Brian J. Stark have voting and investment authority over the shares held by this selling stockholder. SF Capital Partners Ltd. is an affiliate of two registered broker/dealers, Reliant Trading and Shepherd Trading Limited.
- (47) Both Spindrift Partners, L.P. and Spindrift Investors (Bermuda) L.P. share voting and investment authority with respect to the shares with its registered investment advisor, Wellington Management Company, LLP.
- (48) Strome Investment Management, LP is the registered investment adviser for Strome Hedgecap Ltd. Mark Strome has ultimate voting and investment authority over the shares held by Strome Hedgecap Ltd. Strome Securities, LP, a registered broker/dealer, has common ownership with Strome Investment Management, LP.
- (49) I. Charles Rinaldi is the portfolio manager of Strong Capital Management, Inc., which is the registered investment advisor to each of Small/Mid Cap Value Fund, Strong MultiCap Value Fund, Strong MultiCap Value Fund II and Strong Small Cap Value Fund, and as such is deemed to have voting and investment control over the shares held by these selling stockholders. Each of the selling stockholders is an affiliate of Strong Investments, Inc., a



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registered broker-dealer.

(50) James A. Lustig is a Principal of United Capital Management, Inc., and has voting and investment authority of the shares held by this selling stockholder.

(51) Reid S. Walker and G. Stacy Smith are the control persons with respect to investment discretion for Walker Smith International Fund, Ltd., Walker Smith Capital (QP), L.P., and Walker Smith Capital, L.P. Reid S. Walker, G. Stacy Smith, and Patrick P. Walker are the control persons with respect to investment discretion for WS Opportunity Fund International, Ltd., WS Opportunity Fund (QP), L.P., and WS Opportunity Fund, L.P.

(52) Mark Buntz has sole voting and investment control over the shares held by this selling stockholder.

### PLAN OF DISTRIBUTION

Our common stock is being registered to permit public secondary trading of these securities by the holders thereof from time to time after the date of this prospectus. We have agreed, among other things, to bear all expenses (other than underwriting discounts and selling commissions) in connection with the registration and sale of the common stock covered by this prospectus.

We will not receive any of the proceeds from the offering of the common stock by the selling stockholders. A number of our stockholders, including PHAWK and substantially all of our executive officers and all of our directors, have entered into lock-up agreements under which they have agreed not to offer or sell in excess of 2.5 million shares of common stock or similar securities until March 23, 2005 without the prior written consent of the placement agent. However, the placement agent may at any time, in its sole discretion, waive the terms of these lock-up agreements.

We have been advised by the selling stockholders that the selling stockholders may sell, other than those securities covered by the lock-up agreements, all or a portion of the common stock beneficially owned by them and offered hereby from time to time on any exchange on which the securities are listed on terms to be determined at the times of such sales. The selling stockholders may also make private sales directly or through a broker or brokers. Alternatively, any of the selling stockholders may from time to time offer the common stock beneficially owned by them through underwriters, dealers or agents, who may receive compensation in the form of underwriting discounts, commissions or concessions from the selling stockholders and the purchasers of the common stock for whom they may act as agent. The aggregate proceeds to the selling stockholders from the sale of the common stock offering by them hereby will be the purchase price of such common stock less discounts and commissions, if any.

The common stock may be sold from time to time in one or more transactions at fixed offering prices, which may be changed, or at varying prices determined at the time of sale or at negotiated prices. These prices will be determined by the holders of such securities or by agreement between these holders and underwriters or dealers who may receive fees or commissions in connection therewith.

These transactions may include block transactions or crosses. Crosses are transactions in which the same broker acts as an agent on both sides of the trade.

In connection with sales of our common stock or otherwise, the selling stockholder may enter into hedging transactions with broker-dealers or others, which may in turn engage in short sales of our common stock in the course of hedging the positions they assume. The selling stockholder may also sell our common stock short and deliver our common stock to close out short positions, or loan or pledge our common stock to broker-dealers or others that in turn may sell such securities. The selling stockholder may pledge or grant a security interest in some or all of our common stock owned by it and if it defaults in the performance of its secured obligations, the pledgees or secured parties may offer and sell the common stock from time to time pursuant to this prospectus. The selling stockholder also may transfer and donate or shares of our common stock in other circumstances in which case the transferees, donees, pledgees or other successors in interest will be the selling stockholder for purposes of the prospectus. The selling stockholder may sell short our common stock and may deliver this prospectus in connection with such short sales and use the shares of our common stock covered by the prospectus to cover such short sales. In addition, any shares of our common stock covered by this prospectus that qualify for sale pursuant to Rule 144 or any other available exemption from registration under the Securities Act may be sold under Rule 144 or such other available exemption.

At the time a particular offering of shares of our common stock covered by this prospectus is made, a prospectus supplement, if required, will be distributed which will set forth the aggregate number of shares of our common stock being offered and the terms of the offering, including the name

or names of any underwriters, dealers, brokers or agents, if any, and any discounts, commissions or concessions allowed or reallocated to be paid to brokers or dealers.

Our outstanding common stock is quoted on the Nasdaq National Market under the symbol "HAWK."

Selling stockholders and any underwriters, dealers, brokers or agents who participate in the distribution of the common stock may be deemed to be "underwriters" within the meaning of the Securities Act and any profits on the sale of the common stock by them and any discounts, commissions or concessions received by any such underwriters, dealers, brokers or agents may be deemed to be underwriting discounts and commissions under the Securities Act.

The selling stockholders and any other person participating in such distribution will be subject to applicable provisions of the Exchange Act and the rules and regulations thereunder, including, without limitation, Regulation M which may limit the timing of purchases and sales of the common stock by the selling stockholders and any other such person. Furthermore, Regulation M under the Exchange Act may restrict the ability of any person engaged in a distribution of the common stock being distributed for a period of up to five business days prior to the commencement of such distribution. All of the foregoing may affect the marketability of the common stock and the ability of any person or entity to engage in market-making activities with respect to the common stock.

We will use our reasonable efforts to keep the registration statement of which this prospectus is a part effective until the earliest of (a) two years following the effective date of the registration statement to which this prospectus is a part of, (b) the sale pursuant to the shelf registration statement of all the shares of common stock covered by this prospectus, (c) the expiration of the holding period applicable to such securities held by persons that are not our affiliates under Rule 144(k) under the Securities Act or any successor provision, subject to certain permitted exceptions, and (c) the date all common stock covered by this prospectus cease to be outstanding.

#### **LEGAL MATTERS**

The validity of the issuance of the common stock covered by this prospectus has been passed upon for us by Thompson & Knight LLP.

#### **EXPERTS**

The consolidated financial statements of Petrohawk Energy Corporation at December 31, 2003 and for the year then ended, appearing in Petrohawk Energy Corporation's Annual Report (Form 10-K/A) for the year ended December 31, 2003, have been audited by Ernst & Young LLP, independent registered public accounting firm, as set forth in their report thereon included therein and incorporated herein by reference. Such consolidated financial statements are incorporated herein by reference in reliance upon such report given on the authority of such firm as experts in accounting and auditing.

The consolidated financial statements of Petrohawk Energy Corporation, incorporated in this prospectus by reference to the annual report on Form 10-K, as amended, of Petrohawk Energy Corporation as of December 31, 2002 and for the year ended December 31, 2002, have been so incorporated in reliance on the report of Hein & Associates LLP, an independent registered public accounting firm, given on the authority of said firm as experts in auditing and accounting.

The combined financial statements of Wynn-Crosby Energy, Inc. and its Affiliated Partnerships as of December 31, 2003, and for each of the years in the three-year period ended December 31, 2003, have been incorporated in this prospectus in reliance upon the report of KPMG LLP, an independent registered public accounting firm, incorporated by reference in this prospectus, and upon the authority of said firm as experts in accounting and auditing. The audit report covering the December 31, 2003 combined financial statements refers to a change in the method of accounting for abandonment

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obligations in accordance with Statement of Financial Accounting Standards No. 143 "Accounting for Asset Retirement Obligations" as of January 1, 2003, and a change in the method of accounting for derivative instruments in accordance with Statement of Financial Accounting Standards No. 133 "Accounting for Derivative Instruments and Hedging Activities" as of January 1, 2001.

Certain estimates of proved oil and gas reserves for Petrohawk Energy Corporation and Wynn-Crosby Energy, Inc and its Affiliated Partnerships referred to and incorporated by reference herein were based in part upon engineering reports prepared by Netherland, Sewell & Associates, Inc., independent petroleum engineers. These estimates are included and incorporated herein in reliance on the authority of each such firm as experts in such matters.

### APPOINTMENT OF NEW AUDITORS

On July 20, 2004, Petrohawk Energy Corporation appointed Deloitte & Touche LLP as independent registered public accounting firm to perform the audit of the Company's financial statements for the fiscal year ending December 31, 2004. Deloitte & Touche LLP has not audited the financial statements of the Company for any period.

### WHERE YOU CAN FIND MORE INFORMATION

Our SEC filings are available to the public over the Internet at the SEC's web site at [www.sec.gov](http://www.sec.gov). You may also read and copy any document we file at the SEC's public reference rooms located at 450 Fifth Street, N.W., Washington D.C. 20549. Please call the SEC at 1-800-SEC-0330 for further information on the public reference rooms and their copy charges. In addition, through our website, [www.petrohawk.com](http://www.petrohawk.com), you can access electronic copies of documents we file with the SEC, including our annual reports on Form 10-K, quarterly reports on Form 10-Q, and current reports on Form 8-K and any amendments to those reports. Information on our website is not incorporated by reference in this prospectus. Access to those electronic filings is available as soon as practical after filing with the SEC. You may also request a copy of those filings, excluding exhibits, at no cost by writing, emailing or telephoning Shane M. Bayless, Vice President, Chief Financial Officer and Treasurer, at our principal executive office, which is:

Petrohawk Energy Corporation  
1100 Louisiana, Suite 4400  
Houston, Texas 77002  
Phone (832) 204-2700  
[investors@petrohawk.com](mailto:investors@petrohawk.com)

The following documents we filed with the SEC pursuant to the Exchange Act are incorporated herein by reference:

our annual report on Form 10-K, as amended on April 20, 2004, for the fiscal year ended December 31, 2003;

our quarterly report on Form 10-Q for the fiscal quarter ended March 31, 2004;

our quarterly report on Form 10-Q for the fiscal quarter ended June 30, 2004;

our quarterly report on Form 10-Q for the fiscal quarter ended September 30, 2004;

our current reports on Form 8-K filed on May 25, 2004, July 16, 2004, July 20, 2004, July 27, 2004, August 18, 2004, September 20, 2004, October 13, 2004, October 21, 2004, November 2, 2004 and November 24, 2004, our Form 8-K/A filed on December 1, 2004 and our Form 8-K filed January 6, 2005 (excluding any information furnished pursuant to Item 9 or 7.01 or Item 12 or 2.02 of any such Current Reports on Form 8-K).

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All documents filed by us pursuant to Sections 13(a), 13(c), 14 or 15(d) of the Exchange Act (excluding any information furnished pursuant to Item 2.02 or Item 7.01 on any current report on Form 8-K) subsequent to the date of this filing and prior to the termination of this offering shall be deemed to be incorporated in this prospectus and to be a part hereof from the date of the filing of such document. Any statement contained in a document incorporated by reference herein shall be deemed to be modified or superseded for all purposes to the extent that a statement contained in this prospectus, or in any other subsequently filed document which is also incorporated or deemed to be incorporated by reference, modifies or supersedes such statement. Any statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this prospectus.

### FORWARD-LOOKING STATEMENTS

Included and incorporated by reference in this prospectus are forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. All statements, other than statements of historical facts, included in or incorporated by reference into this prospectus that address activities, events or developments that we expect or anticipate will or may occur in the future are forward-looking statements. The words "should," "believe," "intend," "expect," "anticipate," "project," "estimate," "predict," "plan" and similar expressions are also intended to identify forward-looking statements.

These forward-looking statements include, but are not limited to, statements regarding:

estimates of proved reserve quantities and net present values of those reserves;

estimates of probable and possible reserve quantities;

reserve potential;

business strategy;

estimates of future commodity prices;

amounts and types of capital expenditures and operating expenses;

expansion and growth of our business and operations;

expansion and development trends of the oil and natural gas industry;

production of oil and natural gas reserves;

exploration prospects;

wells to be drilled, and drilling results;

operating results and working capital; and

future methods and types of financing.

Such forward-looking statements involve assumptions and are subject to known and unknown risks and uncertainties that could cause actual results or performance to differ materially from those expressed or implied by such forward-looking statements. Although we believe that the assumptions reflected in such forward-looking statements are reasonable, we can give no assurance that such assumptions will prove to have

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been correct. You should read the section entitled "Risk Factors" for a discussion of some of the factors that may affect these assumptions. Forward-looking statements speak only as of the date they are made and we undertake no obligation to update them.

**28,306,450 Shares  
of Common Stock**

**PROSPECTUS**

January 7, 2005

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