

PETERSEN GARY R
Form 4
February 10, 2012

FORM 4

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

OMB APPROVAL

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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 *
Halcon Resources LLC

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, SUITE 6905

3. Date of Earliest Transaction (Month/Day/Year)
02/08/2012

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

(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)
Common Stock	02/08/2012		A	V Amount 220,000,000 (1)	(A) or (D) Price \$ 1.25	D (2) (3)	

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

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(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 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 <u>(1)</u>	<u>(4)</u>	<u>(4)</u>	Common Stock
8% Convertible Promissory Note	\$ 1.5	02/08/2012		A	\$ 275,000,000 <u>(1)</u>	02/08/2014	02/08/2017	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Halcon Resources LLC 1000 LOUISIANA, SUITE 6905 HOUSTON, TX 77002	X	X		
PETERSEN GARY R 1100 LOUISIANA STREET, SUITE 4900 HOUSTON, TX 77002		X		
PHILLIPS D MARTIN 1100 LOUISIANA STREET, SUITE 4900 HOUSTON, TX 77002		X		
ZORICH ROBERT L 1100 LOUISIANA STREET, SUITE 4900 HOUSTON, TX 77002		X		

Signatures

Floyd C. Wilson, President and CEO of Halcon Resources LLC	02/10/2012
__Signature of Reporting Person	Date
Robert L. Zorich	02/10/2012
__Signature of Reporting Person	Date
Gary R. Petersen	02/10/2012
__Signature of Reporting Person	Date
D. Martin Phillips	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. 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. Messrs. Miller, Petersen, Phillips, Zorich, RNBD, EnCap Investments GP, EnCap Investments LP, EnCap Fund VIII GP and EnCap Fund VIII disclaim beneficial ownership in excess of their pecuniary interest in such securities.

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

(4) The Warrants are exercisable, in whole or in part, at any time before the fifth anniversary of February 8, 2012.

Remarks:

The Reporting Person has the right to appoint a majority of the directors to the Board of Directors of Halcon Resources Corporation.

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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