

PETROHAWK ENERGY CORP
Form SC 13D/A
November 16, 2004

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Schedule 13D/A

(Amendment No. 1)*

Under the Securities Exchange Act of 1934

PETROHAWK ENERGY CORPORATION
(Name of Issuer)

Common Stock, par value \$.001 per share
(Title of Class of Securities)

716495106
(CUSIP Number)

PHAWK, LLC
1100 Louisiana, Suite 4400
Houston, Texas 77002
(832) 204-2700
(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)

October 6, 2004
(Date of Event which Requires Filing
of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of §§ 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box.

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See § 240.13d-7 for other parties to whom copies are to be sent.

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 (Act) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act.

CUSIP NO. **716495106**

SCHEDULE 13D

(1) Names of Reporting Persons I.R.S. Identification Nos. of Above Persons (entities only)

PHAWK, LLC(2) Check the Appropriate Box if a Member of a Group (See Instructions) (a) (b)

(3) SEC Use Only

(4) Source of Funds (See Instructions) **OO**(5) Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e)

(6) Citizenship or Place of Organization

PHAWK, LLC ("PHAWK") is a limited liability company organized under the laws of the State of Delaware.Number of Shares Beneficially Owned by Each Reporting Person With (7) Sole Voting Power **12,575,757**(8) Shared Voting Power **0**(9) Sole Dispositive Power **12,575,757**(10) Shared Dispositive Power **0**(11) Aggregate Amount Beneficially Owned by Each Reporting Person **12,575,757**(12) Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) (13) Percent of Class Represented by Amount in Row (11) **66.6%⁽¹⁾**(14) Type of Reporting Person (See Instructions) **OO**

(1) Based on 13,873,575 shares issued and outstanding as of October 20, 2004, as disclosed to PHAWK by the Issuer.

CUSIP NO. **716495106**

SCHEDULE 13D

(1) Names of Reporting Persons I.R.S. Identification Nos. of Above Persons (entities only)

EnCap Energy Capital Fund IV, L.P.

(2) Check the Appropriate Box if a Member of a Group (See Instructions) (a)
(b)

(3) SEC Use Only

(4) Source of Funds (See Instructions) **OO**

(5) Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e)

(6) Citizenship or Place of Organization **EnCap Energy Capital Fund IV, L.P. ("EnCap IV")
is a limited partnership organized under the laws of
the State of Texas.**

Number of Shares Beneficially Owned by Each Reporting Person With		(7)	Sole Voting Power	16,810
		(8)	Shared Voting Power	12,575,757⁽¹⁾
		(9)	Sole Dispositive Power	16,810
		(10)	Shared Dispositive Power	12,575,757⁽¹⁾
(11) Aggregate Amount Beneficially Owned by Each Reporting Person				12,592,567⁽²⁾
(12) Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)				<input type="radio"/>
(13) Percent of Class Represented by Amount in Row (11)				66.7%⁽³⁾
(14) Type of Reporting Person (See Instructions)				PN

(1) EnCap IV may be deemed to share voting and dispositive power with respect to the securities owned by PHAWK. See Item 5.

(2) EnCap IV disclaims any beneficial ownership of the securities owned by PHAWK in excess of its pecuniary interest in such securities.

(3) Based on 13,873,575 shares issued and outstanding as of October 20, 2004, as disclosed to PHAWK by the Issuer.

CUSIP NO. **716495106**

SCHEDULE 13D

(1) Names of Reporting Persons I.R.S. Identification Nos. of Above Persons (entities only)

EnCap Energy Capital Fund IV-B, L.P.

(2) Check the Appropriate Box if a Member of a Group (See Instructions) (a)
(b)

(3) SEC Use Only

(4) Source of Funds (See Instructions) **OO**

(5) Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e)

(6) Citizenship or Place of Organization **EnCap Energy Capital Fund IV-B, L.P. ("EnCap IV-B") is a limited partnership organized under the laws of the State of Texas.**

Number of Shares Beneficially Owned by Each Reporting Person With		(7)	Sole Voting Power	0
		(8)	Shared Voting Power	12,575,757⁽¹⁾
		(9)	Sole Dispositive Power	0
		(10)	Shared Dispositive Power	12,575,757⁽¹⁾

(11) Aggregate Amount Beneficially Owned by Each Reporting Person **12,575,757⁽²⁾**

(12) Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

(13) Percent of Class Represented by Amount in Row (11) **66.6%⁽³⁾**

(14) Type of Reporting Person (See Instructions) **PN**

(1) EnCap IV-B may be deemed to share voting and dispositive power with respect to the securities owned by PHAWK. See Item 5.

(2) EnCap IV-B disclaims any beneficial ownership of the securities owned by PHAWK in excess of its pecuniary interest in such securities.

(3) Based on 13,873,575 shares issued and outstanding as of October 20, 2004, as disclosed to PHAWK by the Issuer.

CUSIP NO. **716495106**

SCHEDULE 13D

(1) Names of Reporting Persons I.R.S. Identification Nos. of Above Persons (entities only)

EnCap Equity Fund IV GP, L.P.

(2) Check the Appropriate Box if a Member of a Group (See Instructions) (a)
(b)

(3) SEC Use Only

(4) Source of Funds (See Instructions) **OO**

(5) Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e)

(6) Citizenship or Place of Organization **EnCap Equity Fund IV GP, L.P. ("EnCap Equity")
is a limited partnership organized under the laws of
the State of Texas.**

Number of Shares Beneficially Owned by Each Reporting Person With	(7)	Sole Voting Power	0
	(8)	Shared Voting Power	12,592,567⁽¹⁾
	(9)	Sole Dispositive Power	0
	(10)	Shared Dispositive Power	12,592,567⁽¹⁾

(11) Aggregate Amount Beneficially Owned by Each Reporting Person **12,592,567⁽²⁾**

(12) Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

(13) Percent of Class Represented by Amount in Row (11) **66.7%⁽³⁾**

(14) Type of Reporting Person (See Instructions) **PN**

(1) EnCap Equity may be deemed to share voting and dispositive power with respect to the securities owned by PHAWK and EnCap IV. See Item 5.

(2) EnCap Equity disclaims any beneficial ownership of the securities owned by PHAWK or EnCap IV in excess of its pecuniary interest in such securities.

(3) Based on 13,873,575 shares issued and outstanding as of October 20, 2004, as disclosed to PHAWK by the Issuer.

CUSIP NO. **716495106**

SCHEDULE 13D

(1) Names of Reporting Persons I.R.S. Identification Nos. of Above Persons (entities only)

EnCap Investments L.P.

(2) Check the Appropriate Box if a Member of a Group (See Instructions) (a)
(b)

(3) SEC Use Only

(4) Source of Funds (See Instructions) **OO**

(5) Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e)

(6) Citizenship or Place of Organization **EnCap Investments L.P. ("EnCap Investments") is a limited partnership organized under the laws of the State of Delaware.**

Number of Shares Beneficially Owned by Each Reporting Person With		(7)	Sole Voting Power	0
		(8)	Shared Voting Power	12,592,567⁽¹⁾
		(9)	Sole Dispositive Power	0
		(10)	Shared Dispositive Power	12,592,567⁽¹⁾

(11) Aggregate Amount Beneficially Owned by Each Reporting Person **12,592,567⁽²⁾**

(12) Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

(13) Percent of Class Represented by Amount in Row (11) **66.7%⁽³⁾**

(14) Type of Reporting Person (See Instructions) **PN**

(1) EnCap Investments may be deemed to share voting and dispositive power with respect to the securities owned by PHAWK and EnCap IV. See Item 5.

(2) EnCap Investments disclaims any beneficial ownership of the securities owned by PHAWK or EnCap IV in excess of its pecuniary interest in such securities.

(3) Based on 13,873,575 shares issued and outstanding as of October 20, 2004, as disclosed to PHAWK by the Issuer.

CUSIP NO. **716495106**

SCHEDULE 13D

(1) Names of Reporting Persons I.R.S. Identification Nos. of Above Persons (entities only)

EnCap Investments GP, L.L.C.

(2) Check the Appropriate Box if a Member of a Group (See Instructions) (a)
(b)

(3) SEC Use Only

(4) Source of Funds (See Instructions) **OO**

(5) Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e)

(6) Citizenship or Place of Organization **EnCap Investments GP, L.L.C. ("EnCap Investments GP") is a limited liability company organized under the laws of the State of Delaware.**

Number of Shares Beneficially Owned by Each Reporting Person With		(7)	Sole Voting Power	0
		(8)	Shared Voting Power	12,592,567⁽¹⁾
		(9)	Sole Dispositive Power	0
		(10)	Shared Dispositive Power	12,592,567⁽¹⁾

(11) Aggregate Amount Beneficially Owned by Each Reporting Person **12,592,567⁽²⁾**

(12) Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

(13) Percent of Class Represented by Amount in Row (11) **66.7%⁽³⁾**

(14) Type of Reporting Person (See Instructions) **OO**

(1) EnCap Investments GP may be deemed to share voting and dispositive power with respect to the securities owned by PHAWK and EnCap IV. See Item 5.

(2) EnCap Investments GP disclaims any beneficial ownership of the securities owned by PHAWK or EnCap IV in excess of its pecuniary interest in such securities.

(3) Based on 13,873,575 shares issued and outstanding as of October 20, 2004, as disclosed to PHAWK by the Issuer.

CUSIP NO. **716495106**

SCHEDULE 13D

(1) Names of Reporting Persons I.R.S. Identification Nos. of Above Persons (entities only)

RNBD GP LLC

(2) Check the Appropriate Box if a Member of a Group (See Instructions) (a)
(b)

(3) SEC Use Only

(4) Source of Funds (See Instructions) **OO**

(5) Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e)

(6) Citizenship or Place of Organization **RNBD GP LLC ("RNBD") is a limited liability company organized under the laws of the State of Delaware.**

Number of Shares Beneficially Owned by Each Reporting Person With		(7)	Sole Voting Power	0
		(8)	Shared Voting Power	12,592,567⁽¹⁾
		(9)	Sole Dispositive Power	0
		(10)	Shared Dispositive Power	12,592,567⁽¹⁾

(11) Aggregate Amount Beneficially Owned by Each Reporting Person **12,592,567⁽²⁾**

(12) Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

(13) Percent of Class Represented by Amount in Row (11) **66.7%⁽³⁾**

(14) Type of Reporting Person (See Instructions) **OO**

(1) RNBD may be deemed to share voting and dispositive power with respect to the securities owned by PHAWK and EnCap IV. See Item 5.

(2) RNBD disclaims any beneficial ownership of the securities owned by PHAWK or EnCap IV in excess of its pecuniary interest in such securities.

(3) Based on 13,873,575 shares issued and outstanding as of October 20, 2004, as disclosed to PHAWK by the Issuer.

CUSIP NO. **716495106**

SCHEDULE 13D

(1) Names of Reporting Persons I.R.S. Identification Nos. of Above Persons (entities only)

David B. Miller

(2) Check the Appropriate Box if a Member of a Group (See Instructions)

(a) (b)

(3) SEC Use Only

(4) Source of Funds (See Instructions)

OO

(5) Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e)

(6) Citizenship or Place of Organization

David B. Miller is a resident the State of Texas.Number of
Shares Bene-
ficially
Owned by
Each
Reporting
Person With

(7)

Sole Voting Power

0

(8)

Shared Voting Power

12,592,567⁽¹⁾

(9)

Sole Dispositive Power

0

(10)

Shared Dispositive Power

12,592,567⁽¹⁾

(11) Aggregate Amount Beneficially Owned by Each Reporting Person

12,592,567⁽²⁾

(12) Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

(13) Percent of Class Represented by Amount in Row (11)

66.7%⁽³⁾

(14) Type of Reporting Person (See Instructions)

IN

(1) David B. Miller may be deemed to share voting and dispositive power with respect to the securities owned by PHAWK and EnCap IV. See Item 5.

(2) David B. Miller disclaims any beneficial ownership of the securities owned by PHAWK or EnCap IV in excess of its pecuniary interest in such securities.

(3) Based on 13,873,575 shares issued and outstanding as of October 20, 2004, as disclosed to PHAWK by the Issuer.

CUSIP NO. **716495106**

SCHEDULE 13D

(1) Names of Reporting Persons I.R.S. Identification Nos. of Above Persons (entities only)

D. Martin Phillips(2) Check the Appropriate Box if a Member of a Group (See Instructions) (a)
(b)

(3) SEC Use Only

(4) Source of Funds (See Instructions) **OO**(5) Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e) (6) Citizenship or Place of Organization **D. Martin Phillips is a resident the State of Texas.**Number of (7) Sole Voting Power **0**Shares Beneficially (8) Shared Voting Power **12,592,567⁽¹⁾**Owned by Each (9) Sole Dispositive Power **0**Reporting Person With (10) Shared Dispositive Power **12,592,567⁽¹⁾**(11) Aggregate Amount Beneficially Owned by Each Reporting Person **12,592,567⁽²⁾**(12) Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) (13) Percent of Class Represented by Amount in Row (11) **66.7%⁽³⁾**(14) Type of Reporting Person (See Instructions) **IN**

(1) D. Martin Phillips may be deemed to share voting and dispositive power with respect to the securities owned by PHAWK and EnCap IV. See Item 5.

(2) D. Martin Phillips disclaims any beneficial ownership of the securities owned by PHAWK or EnCap IV in excess of its pecuniary interest in such securities.

(3) Based on 13,873,575 shares issued and outstanding as of October 20, 2004, as disclosed to PHAWK by the Issuer.

CUSIP NO. **716495106**

SCHEDULE 13D

(1) Names of Reporting Persons I.R.S. Identification Nos. of Above Persons (entities only)

Gary R. Petersen

(2) Check the Appropriate Box if a Member of a Group (See Instructions) (a)
 (b)

(3) SEC Use Only

(4) Source of Funds (See Instructions) **OO**

(5) Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e)

(6) Citizenship or Place of Organization **Gary R. Petersen is a resident the State of Texas.**

Number of	(7)	Sole Voting Power	0
Shares Bene-	(8)	Shared Voting Power	12,592,567⁽¹⁾
ficially			
Owned by	(9)	Sole Dispositive Power	0
Each	(10)	Shared Dispositive Power	12,592,567⁽¹⁾
Reporting			
Person With			

(11) Aggregate Amount Beneficially Owned by Each Reporting Person **12,592,567⁽²⁾**

(12) Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

(13) Percent of Class Represented by Amount in Row (11) **66.7%⁽³⁾**

(14) Type of Reporting Person (See Instructions) **IN**

(1) Gary R. Petersen may be deemed to share voting and dispositive power with respect to the securities owned by PHAWK and EnCap IV. See Item 5.

(2) Gary R. Petersen disclaims any beneficial ownership of the securities owned by PHAWK or EnCap IV in excess of its pecuniary interest in such securities.

(3) Based on 13,873,575 shares issued and outstanding as of October 20, 2004, as disclosed to PHAWK by the Issuer.

CUSIP NO. **716495106**

SCHEDULE 13D

(1) Names of Reporting Persons I.R.S. Identification Nos. of Above Persons (entities only)

Robert L. Zorich

(2) Check the Appropriate Box if a Member of a Group (See Instructions) (a)
 (b)

(3) SEC Use Only

(4) Source of Funds (See Instructions) **OO**

(5) Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e)

(6) Citizenship or Place of Organization **Robert L. Zorich is a resident the State of Texas.**

Number of	(7)	Sole Voting Power	0
Shares Bene-	(8)	Shared Voting Power	12,592,567⁽¹⁾
ficially			
Owned by	(9)	Sole Dispositive Power	0
Each	(10)	Shared Dispositive Power	12,592,567⁽¹⁾
Reporting			
Person With			

(11) Aggregate Amount Beneficially Owned by Each Reporting Person **12,592,567⁽²⁾**

(12) Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

(13) Percent of Class Represented by Amount in Row (11) **66.7%⁽³⁾**

(14) Type of Reporting Person (See Instructions) **IN**

(1) Robert L. Zorich may be deemed to share voting and dispositive power with respect to the securities owned by PHAWK and EnCap IV. See Item 5.

(2) Robert L. Zorich disclaims any beneficial ownership of the securities owned by PHAWK or EnCap IV in excess of its pecuniary interest in such securities.

(3) Based on 13,873,575 shares issued and outstanding as of October 20, 2004, as disclosed to PHAWK by the Issuer.