

HALCON RESOURCES CORP
Form 4
August 12, 2013

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 *
CANADA PENSION PLAN
INVESTMENT BOARD

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)

ONE QUEEN STREET EAST,
SUITE 2500

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
08/08/2013

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

TORONTO, A6 M5C 2W5

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

(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 | (A) or (D) Price | | |
| Common Stock | 08/08/2013 | | P | 5,185,553 | A \$ 5.1 | 5,214,553 (2) | D |
| Common Stock | | | | | | 43,885,366 (2) | I See Footnote (1) |

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

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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 Amount of Underlying Securities (Instr. 3 and 4) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Series A Convertible Preferred Stock | (3) | | | | | (3) (3) | Common Stock | 6,497,724 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | |
|--|---------------|-----------|---------------|
| | Director | 10% Owner | Officer Other |
| CANADA PENSION PLAN INVESTMENT BOARD ONE QUEEN STREET EAST, SUITE 2500 TORONTO, A6 M5C 2W5 | | X | |
| CPP Investment Board PMI-2 Inc. ONE QUEEN STREET EAST, SUITE 2500 TORONTO, A6 M5C 2W5 | | X | |

Signatures

/s/ James Brown, Canada Pension Plan Investment Board, by James Brown, as Attorney-in-Fact 08/12/2013

__Signature of Reporting Person Date

/s/ James Brown, CPP Investment Board PMI-2 Inc., by James Brown, as Attorney-in-Fact 08/12/2013

__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 December 17, 2012, Canada Pension Plan Investment Board ("CPPIB") filed a joint Form 3 regarding these shares with CPP Investment Board PMI-2 Inc. ("CPPIB PMI-2"). CPPIB PMI-2 directly owns these shares of common stock of the Issuer. CPPIB PMI-2 is a wholly owned subsidiary of CPPIB, thus CPPIB is an indirect beneficial owner of the securities.
 - (2) On June 7, 2013, CPPIB transferred 7,800 shares of Issuer common stock to CPPIB PMI-2.
 - (3)

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The 5.75% Series A Cumulative Perpetual Convertible Preferred Stock ("Convertible Preferred Stock") is convertible into common stock at any time at an initial rate of 162.4431 shares of common stock per share of Convertible Preferred Stock (which is equivalent to an initial conversion price of approximately \$6.16 per share of Issuer common stock), subject to customary anti-dilution adjustments. The Convertible Preferred Stock has no expiration date.

Remarks:

Exhibit List:

Exhibit 24.1 - Power of Attorney (Canada Pension Plan Investment Board) (attached as Exhibit 24.2 to CPPIB's Form 3 (File No. 0000000000))

Exhibit 24.2 - Power of Attorney (CPP Investment Board PMI-2 Inc.) (attached as Exhibit 24.1 to CPPIB's Form 3 (File No. 0000000000))

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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