

HALCON RESOURCES CORP  
Form 4  
June 17, 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)  
06/13/2013

\_\_\_ 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
|                                 |                                      |  | Code                           | V   | Amount  | (A) or (D)   | Price                                      |
| Common Stock                    | 06/14/2013                           |  | P                              |   | 1,978,125   | A  | \$ 5.4501<br>(1)                           |
| Common Stock                    |                                      |  |                                |   | 43,877,566  | I  | See Footnote (2)                           |
| Common Stock                    |                                      |  |                                |   | 36,800  | D  |  |

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

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(9-02)

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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) |                  |                 |              |                            |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|------------------|-----------------|--------------|----------------------------|
|  |  |                                      |  | Code                           | V   | (A)  | (D)   | Date Exercisable | Expiration Date | Title        | Amount or Number of Shares |
| Series A Convertible Preferred Stock       | (3)  | 06/13/2013                           |  | P                              |   | 40,000   |   | (3)              | (3)             | Common Stock | 6,497,724                  |

## Reporting Owners

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

## Signatures

/s/ James Brown, Canada Pension Plan Investment Board, by James Brown, as Attorney-in-Fact 06/17/2013

\_\_Signature of Reporting Person Date

/s/ James Brown, CPP Investment Board PMI-2 Inc., by James Brown, as Attorney-in-Fact 06/17/2013

\_\_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) The price reported in Column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$5.29 to \$5.50. The reporting person undertakes to provide to Halcon Resources Corporation, any security holder of Halcon Resources Corporation, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote.

(2) 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.

(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 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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