

HALCON RESOURCES CORP

Form 4

June 17, 2013

FORM 4
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *

CANADA PENSION PLAN
INVESTMENT BOARD

(Last) (First) (Middle)

ONE QUEEN STREET EAST,
SUITE 2500

(Street)

TORONTO, A6 M5C 2W5

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading

Symbol

HALCON RESOURCES CORP
[HK]

3. Date of Earliest Transaction

(Month/Day/Year)

06/13/2013

4. If Amendment, Date Original

Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check
Applicable Line)

____ Form filed by One Reporting Person
X 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 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 | 06/14/2013 | | P | | 1,978,125 | A \$ 5.4501 (1) | 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.

**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
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SEC 1474
(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 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 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. 001-15744-0001))

Exhibit 24.2 - Power of Attorney (CPP Investment Board PMI-2 Inc.) (attached as Exhibit 24.1 to CPPIB's Form 3 (File No. 001-15744-0001))

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.