

HALCON RESOURCES CORP
 Form 5
 February 13, 2013

FORM 5

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).
 Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
MILLER DAVID B

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)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
 09/30/2012

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

3811 TURTLE CREEK BLVD.,
 SUITE 1000

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Reporting

(check applicable line)

DALLAS, TX 75219

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) (A) or (D) Price	5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 2270 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transaction	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date	7. Title and Underlying
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Security (Instr. 3)	or Exercise Price of Derivative Security	any (Month/Day/Year)	Code (Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/Year)	(Instr. 3 a)	
				(A) (D)	Date Exercisable	Expiration Date	Title
8% Convertible Promissory Note	\$ 4.5	09/30/2012	Â J4 ⁽¹⁾	\$ 5,803,472.39	Â 02/08/2014	02/08/2017	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MILLER DAVID B 3811 TURTLE CREEK BLVD., SUITE 1000 DALLAS, TX 75219	Â X	Â X	Â	Â

Signatures

David B. Miller 02/13/2013

 **Signature of Date
Reporting Person

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) Since February 8, 2012, HALRES LLC ("HALRES") has held an 8% senior convertible note due 2017 in the original principal amount of \$275 million (the "Note"). Interest on the Note is payable on a quarterly basis and, at the election of the issuer, interest may be payable in kind by increasing the principal amount of the Note. This Form 4 is being filed to report the increase in the principal amount of the Note by an amount equal to the amount of interest paid-in-kind on March 31, 2012.
- (2) These securities are owned directly by HALRES. 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 HALRES. The reporting person, Gary R. Petersen, D. Martin Phillips, and Robert L. Zorich may be deemed the beneficial owners of the securities held by HALRES by virtue of being members 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. The reporting person disclaims beneficial ownership in excess of his pecuniary interest in such securities.
- (3) This report is filed in connection with the Form 5 jointly filed today by HALRES and Messrs. Zorich, Phillips and Petersen.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.