

HALCON RESOURCES CORP  
Form 5  
February 12, 2015

# 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 \*  
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)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)  
12/31/2014

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

ONE QUEEN STREET EAST,  
SUITE 2500

(Street)

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

6. Individual or Joint/Group Reporting

(check applicable line)

TORONTO, A6 M5C 2W5

(City) (State) (Zip)

\_\_\_ 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)	(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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	06/02/2014	^	J <sup>(1)</sup>	105,003	A	\$ 0	5,746,533	D	^
Common Stock	09/02/2014	^	J <sup>(2)</sup>	111,540	A	\$ 0	5,858,073	D	^
Common Stock	^	^	^	^	^	^	43,885,366	I	See Footnote (3)

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

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(9-02)

**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)
					(A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Series A Convertible Preferred Stock	^	^	^	^	^ ^	^ (4) ^ (4)	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/ Benjamin Barron, Canada Pension Plan Investment Board, by Benjamin Barron, as Attorney-in-Fact 02/01/2015

\*\*Signature of Reporting Person Date

/s/ Benjamin Barron, CPP Investment Board PMI-2 Inc., by Benjamin Barron, as Attorney-in-Fact 02/01/2015

\*\*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).

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- (1) On June 2, 2014, the Issuer paid a quarterly dividend on its 5.75% Series A Cumulative Perpetual Convertible Preferred Stock ("Convertible Preferred Stock") to holders of record on May 13, 2014. The dividend was paid in shares of common stock having a fair market value (as determined under the certificate of designation governing the Convertible Preferred Stock) equal to the aggregate dividend amount. Canada Pension Plan Investment Board ("CPPIB") received 105,003 shares of common stock pursuant to this dividend payment.
- (2) On September 2, 2014, the Issuer paid a quarterly dividend on its Convertible Preferred Stock to holders of record on August 15, 2014. The dividend was paid in shares of common stock having a fair market value (as determined under the certificate of designation governing the Convertible Preferred Stock) equal to the aggregate dividend amount. CPPIB received 111,540 shares of common stock pursuant to this dividend payment.
- (3) On December 17, 2012, 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.
- (4) The 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.

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**Remarks:**

ExhibitÂ List:

ExhibitÂ 24.1Â -Â PowerÂ ofÂ AttorneyÂ (CanadaÂ PensionÂ PlanÂ InvestmentÂ Board)Â (attachedÂ asÂ ExhibitÂ 24.2)

ExhibitÂ 24.2Â -Â PowerÂ ofÂ AttorneyÂ (CPPÂ InvestmentÂ BoardÂ PMI-2Â Inc.)Â (attachedÂ asÂ ExhibitÂ 24.1Â toÂ

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.