

HALCON RESOURCES CORP

Form 4

September 13, 2016

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

3. Date of Earliest Transaction
(Month/Day/Year)
09/09/2016

____ Director
____ Officer (give title below) Other (specify below)
See Remarks

(Street)
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
 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)
Common Stock	09/09/2016		J ⁽¹⁾	Amount: 1,351,437 Code: V or (D)	\$ 0 (1) 0	D	
Common Stock	09/09/2016		J ⁽¹⁾	Amount: 8,775,513 Code: V or (D)	\$ 0 (1) 0	I	See Footnote (2)
Common Stock	09/12/2016		J ⁽³⁾	Amount: 39,800 Code: V or (D)	\$ 0 (3) 39,800	D	
Common Stock	09/12/2016		J ⁽³⁾	Amount: 258,448 Code: V or (D)	\$ 0 (3) 258,448	I	See Footnote (2)

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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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Series A Convertible Preferred Stock	(4)	09/09/2016		J(4)	40,000 (4)	06/13/2013 (4)		Common Stock	1,299,54

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				See Remarks
CPP Investment Board PMI-2 Inc. ONE QUEEN STREET EAST, SUITE 2500 TORONTO, A6 M5C 2W5				See Remarks

Signatures

/s/ Benjamin Barron, Canada Pension Plan Investment Board, by Benjamin Barron, as Attorney-in-Fact	09/13/2016
**Signature of Reporting Person	Date
/s/ Benjamin Barron, CPP Investment Board PMI-2 Inc., by Benjamin Barron, as Attorney-in-Fact	09/13/2016
**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)

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On July 27, 2016, the Issuer and certain of its subsidiaries (the "Debtors") filed voluntary petitions for relief under chapter 11 of title 11 of the United States Code in the United States Bankruptcy Court for the District of Delaware (the "Bankruptcy Court"). On September 8, 2016, the Bankruptcy Court entered an order confirming the Debtors' Amended Joint Prepackaged Chapter 11 Plan Under Chapter 11 of the Bankruptcy Code, dated as of September 2, 2016 (the "Plan") and on September 9, 2016 (the "Effective Date"), the Plan became effective pursuant to its terms and the Debtors emerged from the chapter 11 cases. On the Effective Date, all outstanding shares of the Issuer's common stock (the "Old Common Stock") were cancelled and extinguished.

On December 17, 2012, Canada Pension Plan Investment Board ("CPPIB") filed a joint Form 3 regarding these shares with CPP

- (2) 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) New shares of the Issuer's common stock, par value \$0.0001 per share (the "New Shares"), were issued to the Reporting Person pursuant to the Plan in exchange for Old Common Stock held by the Reporting Person on the Effective Date under the Plan. The Reporting Person received 1 New Share for every 34 shares of Old Common Stock held by the Reporting Person on the Effective Date of the Plan. The receipt of New Shares was involuntary, without consideration and in accordance with the Plan approved by the Bankruptcy Court.

- (4) In accordance with the Plan approved by the Bankruptcy Court, the Issuer's 5.75% Series A Cumulative Perpetual Convertible Preferred Stock ("Preferred Stock") was cancelled on the Effective Date and holders of the Preferred Stock received their pro rata share of the Preferred Stock Cash Distribution (as defined in the Plan). Such exchange was involuntary, without consideration and in accordance with the terms of the Plan.

Remarks:

Former Director by Deputization

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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