

HALCON LOUISIANA OPERATING, L.P.
Form POS AM
March 10, 2015
[Table of Contents](#)

As filed with the Securities and Exchange Commission on March 10, 2015.

Registration Statement No. 333-188640

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

POST-EFFECTIVE AMENDMENT NO. 1

TO

FORM S-3

REGISTRATION STATEMENT

UNDER
THE SECURITIES ACT OF 1933

Halcón Resources Corporation*

(Exact name of registrant as specified in its charter)

Delaware

20-0700684

Edgar Filing: HALCON LOUISIANA OPERATING, L.P. - Form POS AM

(State or other jurisdiction of
incorporation or organization)

(I.R.S. Employer
Identification Number)

**1000 Louisiana St., Suite 6700
Houston, Texas 77002
(832) 538-0300**

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

**David S. Elkouri
Executive Vice President, Corporate Strategy and Chief Legal Officer
Halcón Resources Corporation
1000 Louisiana St., Suite 6700
Houston, Texas 77002
(832) 538-0300**

(Name, address, including zip code, and telephone number, including area code, of agent for service)

Copy to:

**William T. Heller IV
Harry R. Beaudry**
Mayer Brown LLP
700 Louisiana St., Suite 3400
Houston, Texas 77002
(713) 238-3000

Approximate date of commencement of proposed sale to the public: From time to time after this Registration Statement becomes effective.

If the only securities being registered on this Form are being offered pursuant to dividend or interest reinvestment plans, please check the following box.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered only in connection with dividend or interest reinvestment plans, check the following box.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

Edgar Filing: HALCON LOUISIANA OPERATING, L.P. - Form POS AM

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this form is a registration statement pursuant to General Instruction I.D. or a post-effective amendment thereto that shall become effective upon filing with the Commission pursuant to Rule 462(e) under the Securities Act, check the following box.

If this form is a post-effective amendment to a registration to a registration statement filed pursuant to General Instruction I.D. filed to register additional securities or additional classes of securities pursuant to Rule 413(b) under the Securities Act, check the following box.

Indicate to check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act.

Large accelerated filer	<input checked="" type="checkbox"/>		Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/>	(Do not check if smaller reporting company)	Smaller reporting company	<input type="checkbox"/>

CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to be Registered	Amount to be Registered ⁽¹⁾⁽²⁾	Proposed Maximum Offering Price per Share ⁽¹⁾⁽²⁾	Proposed Maximum Aggregate Offering Price ⁽¹⁾⁽²⁾	Amount of Registration Fee ⁽¹⁾⁽³⁾
Debt Securities ⁽⁴⁾				
Common Stock				
Preferred Stock				
Depository Shares ⁽⁵⁾				
Warrants ⁽⁶⁾				
Stock Purchase Contracts				
Units ⁽⁷⁾				
Guarantees of Debt Securities ⁽⁸⁾				
Total			\$ 750,000,000	\$ 87,150

(1) Information with respect to each class is omitted pursuant to General Instruction II.D of Form S-3. An indeterminate number and amount of the securities of each identified class is being registered as may from time to time be sold at indeterminate prices with an aggregate initial offering price not to exceed \$750,000,000.

(2) Includes such indeterminate amount of securities as may be issued upon exercise, conversion or exchange of, pursuant to anti-dilution adjustments, or pursuant to a stock dividend, stock split or similar transaction with respect to securities that provide for such issuance, exercise, conversion, exchange, adjustment, stock split or similar transaction. Also includes such indeterminate amount as may be issued in units. Separate consideration may or may not be received for any of these securities.

(3) The proposed maximum aggregate offering price has been estimated solely for purposes of calculating the registration fee pursuant to Rule 457(o) under the Securities Act of 1933, as amended (the Securities Act), and reflects the maximum aggregate offering price of securities that may be issued.

(4) Debt securities may be issued at an original issue discount or at a premium.

(5) Each depository share will be issued under a deposit agreement, will represent an interest in a fractional share of preferred stock and will be evidenced by a depository receipt.

(6) The warrants covered by this registration statement may be debt warrants, preferred stock warrants or common stock warrants.

Edgar Filing: HALCON LOUISIANA OPERATING, L.P. - Form POS AM

(7) Any of the securities registered hereunder may be sold separately or as units with other securities registered hereunder.

(8) Debt securities may be issued without guarantees or may be guaranteed by one or more of the registrants named below under Additional Subsidiary Guarantor Registrants. No separate consideration will be received for such guarantees. Pursuant to Rule 457(n) under the Securities Act, no registration fee is required with respect to such guarantees.

The registrant hereby amends this registration statement on such date or dates as may be necessary to delay its effective date until the registrant shall file a further amendment which specifically states that this registration statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act or until the registration statement shall become effective on such date as the Commission, acting pursuant to said Section 8(a), may determine.

Table of Contents***ADDITIONAL SUBSIDIARY GUARANTOR REGISTRANTS**

Exact Name of Additional Registrant as Specified in its Charter⁽¹⁾	State or Other Jurisdiction of Incorporation or Organization	I.R.S. Employer Identification No.
Halcón Resources Operating, Inc.	Delaware	03-0544856
Halcón Holdings, Inc.	Delaware	52-1535102
HRC Energy Louisiana, LLC	Delaware	84-1651433
HRC Energy Resources (WV), Inc.	Delaware	84-1682713
HRC Production Company	Texas	74-2353501
Halcón Energy Holdings, LLC	Delaware	80-0840538
Halcón Energy Properties, Inc.	Delaware	02-0685292
Halcón Field Services, LLC	Delaware	45-5240280
Halcón Gulf States, LLC	Oklahoma	73-1522976
Halcón Operating Co., Inc.	Texas	75-2883588
Halcón Williston I, LLC	Texas	80-0869550
Halcón Williston II, LLC	Texas	46-1459676
Halcón Louisiana Operating, L.P.	Delaware	45-5409727
HK Oil & Gas, LLC	Texas	32-0190502
HK Louisiana Operating, LLC	Texas	42-1654549
HK Energy Operating, LLC	Texas	35-2238107
HRC Energy, LLC	Colorado	20-8875010
HRC Operating, LLC	Colorado	20-8875129
HK Energy, LLC	Texas	26-0418956

⁽¹⁾ The address and telephone number of each additional registrant's principal executive office is 1000 Louisiana St., Suite 6700, Houston, TX 77002, telephone (832) 538-0300.

EXPLANATORY NOTE

This Post-Effective Amendment No. 1 to the Registration Statement on Form S-3 (File No. 333-188640) (the "Registration Statement") of Halcón Resources Corporation ("Halcón") is being filed because Halcón ceased to be a well-known seasoned issuer (as such term is defined in Rule 405 under the Securities Act of 1933, as amended) upon the filing of its Annual Report on Form 10-K for the year ended December 31, 2014. Accordingly, Halcón is filing this Post-Effective Amendment No. 1 for the purpose of amending the Registration Statement to convert it from a Form S-3ASR (automatic shelf registration statement) to a Form S-3 (non-automatic shelf registration statement).

Table of Contents

PROSPECTUS

HALCÓN RESOURCES CORPORATION

\$750,000,000

Debt Securities

Common Stock

Preferred Stock

Depositary Shares

Warrants

Stock Purchase Contracts

Units

Guarantees of Debt Securities

We may offer and sell the securities listed above from time to time in one or more offerings in one or more classes or series. Any debt securities we offer pursuant to this prospectus may be guaranteed by one or more of our subsidiaries on terms to be determined at the time of the offering. This prospectus will allow us to issue securities over time.

We will provide a prospectus supplement each time we issue securities, which will inform you about the specific terms of that offering and may also supplement, update or amend information contained in this document. You should read this prospectus and the applicable prospectus

supplement carefully before you invest.

Our common stock is listed on the New York Stock Exchange under the symbol HK. We have not yet determined whether any of the other securities that may be offered by this prospectus will be listed on any exchange, inter-dealer quotation system or over-the-counter market. If we decide to seek the listing of any such securities upon issuance, the prospectus supplement relating to those securities will disclose the exchange, quotation system or market on which the securities will be listed.

Investing in our common stock involves risks. See Risk Factors beginning on page 5 of this prospectus and in the documents incorporated by reference in this prospectus.

We may offer and sell these securities to or through one or more underwriters, dealers or agents, or directly to investors, on a continuous or delayed basis.

The applicable prospectus supplement will provide the names of any underwriters, dealers or agents, the specific terms of the plan of distribution, any over-allotment option and any applicable underwriting discounts and commissions.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or determined if this prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

This prospectus is dated March 10, 2015.

Table of Contents

TABLE OF CONTENTS

	Page
<u>About This Prospectus</u>	1
<u>The Company</u>	1
<u>The Subsidiary Guarantors</u>	2
<u>Cautionary Statement Regarding Forward-Looking Statements</u>	3
<u>Risk Factors</u>	5
<u>Ratio of Earnings to Combined Fixed Charges and Preference Dividends</u>	5
<u>Use of Proceeds</u>	6
<u>Description of Debt Securities</u>	7
<u>Description of Capital Stock</u>	18
<u>Description of Depositary Shares</u>	22
<u>Description of Warrants</u>	23
<u>Description of Stock Purchase Contracts</u>	24
<u>Description of Units</u>	25
<u>Plan of Distribution</u>	26
<u>Legal Matters</u>	28
<u>Experts</u>	28
<u>Where You Can Find More Information</u>	29

Table of Contents

ABOUT THIS PROSPECTUS

This prospectus is part of a registration statement that we have filed with the U.S. Securities and Exchange Commission, referred to in this prospectus as the SEC, using a shelf registration process. Using this process, we may, from time to time, offer to sell any combination of the securities described in this prospectus in one or more offerings at an aggregate initial offering price to be specified at the time of any such offer. This prospectus provides you with a general description of the securities we may offer. Each time we offer to sell securities, we will provide a supplement to this prospectus. The prospectus supplement will describe the specific terms of that offering, including the specific amounts, prices and terms of the securities offered. The prospectus supplement may also add, update or change the information contained in this prospectus.

Please carefully read this prospectus and the applicable prospectus supplement, in addition to the information contained in the documents we refer you to under the heading Where You Can Find More Information below. If there is any inconsistency between the information in this prospectus and any prospectus supplement, you should rely on the information in the applicable prospectus supplement.

You should rely only on the information contained or incorporated by reference in this prospectus and any accompanying prospectus supplement. We have not authorized anyone to provide you with different information. This prospectus may only be used where it is legal to sell the offered securities. You should not assume that the information in this prospectus or any prospectus supplement is accurate as of any date other than the respective date on the front cover of those documents. You should not assume that the information incorporated by reference in this prospectus is accurate as of any date other than the date the respective information was filed with the SEC. Our business, financial condition, results of operations and prospects may have changed since those dates.

Unless the context requires otherwise or unless otherwise noted, all references in this prospectus or any prospectus supplement to Halcón and to the Company, we, us or our are to Halcón Resources Corporation and its subsidiaries.

THE COMPANY

We are an independent energy company focused on the acquisition, production, exploration and development of onshore liquids-rich oil and natural gas assets in the United States. We were incorporated in Delaware on February 5, 2004 and were recapitalized on February 8, 2012. During 2012, we focused our efforts on the acquisition of unevaluated leasehold and producing properties in selected prospect areas, providing us with an extensive drilling inventory in multiple basins that we believe allow for multiple years of production growth and broad flexibility to direct our capital resources to projects with the greatest potential returns. During 2013 and 2014, we focused on the development of acquired properties and also divested non-core assets in order to fund activities in our core resource plays.

Our oil and natural gas assets consist of developed and undeveloped acreage positions in unconventional liquids-rich basins/fields. Our primary areas of operation are the Bakken / Three Forks formations in North Dakota and the Eagle Ford formation in East Texas, which we refer to as El Halcón, as well as other areas.

Edgar Filing: HALCON LOUISIANA OPERATING, L.P. - Form POS AM

Our principal executive offices are located at 1000 Louisiana St., Suite 6700, Houston, Texas 77002, and our telephone number at that address is (832) 538-0300. Our website address is www.halconresources.com. Information contained on our website does not constitute part of this prospectus. Our common stock is listed on the New York Stock Exchange (NYSE) under the symbol HK.

Table of Contents

THE SUBSIDIARY GUARANTORS

Halcón Resources Corporation is a holding company and has no material independent assets or operations apart from the assets and operations of its subsidiaries. The guarantors of the debt securities may include the following companies, each of which is a wholly owned subsidiary of Halcón Resources Corporation:

- Halcón Resources Operating, Inc.
- Halcón Holdings, Inc.
- HRC Energy Louisiana, LLC
- Halcón Energy Properties, Inc.
- Halcón Field Services, LLC
- Halcón Gulf States, LLC
- Halcón Operating Co., Inc.
- Halcón Williston I, LLC
- Halcón Williston II, LLC
- Halcón Louisiana Operating, L.P.
- HRC Energy Resources (WV), Inc.
- HRC Production Company
- Halcón Energy Holdings, LLC
- HK Oil & Gas, LLC
- HK Louisiana Operating, LLC
- HK Energy Operating, LLC
- HRC Energy, LLC
- HRC Operating, LLC
- HK Energy, LLC

If so provided in a prospectus supplement or term sheet, each of the guarantors will fully and unconditionally guarantee on a joint and several basis our obligations under the debt securities, subject to certain limitations. Additional information concerning our subsidiaries and us is included in reports and other documents incorporated by reference in this prospectus. See [Where You Can Find More Information](#) below.

Table of Contents

CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING STATEMENTS

The information in this prospectus, including information in documents incorporated by reference, includes forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended (the Securities Act) and Section 21E of the Securities Exchange Act of 1934, as amended (the Exchange Act). All statements, other than statements of historical facts, concerning, among other things, planned capital expenditures, potential increases in oil and natural gas production, the number and location of wells to be drilled in the future, future cash flows and borrowings, pursuit of potential acquisition opportunities, our financial position, business strategy and other plans and objectives for future operations, are forward-looking statements. These forward-looking statements are identified by their use of terms and phrases such as may, expect, estimate, project, plan, objective, believe, predict, intend, achievable, anticipate, will, continue, potential, and phrases. Although we believe that the expectations reflected in these forward-looking statements are reasonable, they do involve certain assumptions, risks and uncertainties. Actual results could differ materially from those anticipated in these forward-looking statements. Readers should carefully consider the risks described in the Risk Factors section of this prospectus and in the section entitled Risk Factors in our Annual Report on Form 10-K for the year ended December 31, 2014, which describe factors that could cause our actual results to differ from those anticipated in forward-looking statements, including, but not limited to, the following factors: