

HALCON RESOURCES CORP

Form S-3ASR

September 12, 2012

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As filed with the Securities and Exchange Commission on September 12, 2012

Registration Statement No. 333-

# SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

## FORM S-3

## REGISTRATION STATEMENT

*UNDER*

*THE SECURITIES ACT OF 1933*

## Halcón Resources Corporation

(Exact name of registrant as specified in its charter)

Delaware  
(State or other jurisdiction of

incorporation or organization)

1000 Louisiana St., Suite 6700

20-0700684  
(I.R.S. Employer

Identification Number)

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**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 and General Counsel**

**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**

**Thompson & Knight LLP**

**333 Clay Street, Suite 3300**

**Houston, Texas 77002**

**(713) 654-8111**

**Approximate Date of Commencement of Proposed Sale to the Public:** From time to time after the effective date of this registration statement, as determined by market conditions and other factors.

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

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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. ☐

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 statement filed pursuant to General Instruction I.D. filed to register additional securities or additional class of securities pursuant to Rule 413(b) under the Securities Act, check the following box. ☐

Indicate by 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 ☐ Accelerated filer ☒  
Non-accelerated filer ☐ (Do not check if a smaller reporting company) Smaller reporting company ☐

### CALCULATION OF REGISTRATION FEE

Title of each Class of Securities to be Registered	Amount to be Registered(1)	Proposed Maximum Offering Price Per Share(1)	Proposed Maximum Aggregate Offering Price(1)	Amount of Registration Fee(2)
Common Stock, \$0.0001 par value per share				

(1) An indeterminate aggregate initial offering price of common stock is being registered as may from time to time be offered at indeterminate prices.

(2) In accordance with Rules 456(b) and 457(r), the registrant is deferring payment of all of the registration fee.

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**The information in this preliminary prospectus is not complete and may be changed. This preliminary prospectus is not an offer to sell these securities and are not soliciting an offer to buy these securities in any jurisdiction where the offer or sale is not permitted.**

Subject to Completion, dated September 12, 2012

PROSPECTUS

35,000,000 Shares

## Halcón Resources Corporation

### Common Stock

EnCap Energy Capital Fund VIII, L.P., the selling stockholder, is selling 35,000,000 shares of our common stock. Our common stock is listed on the New York Stock Exchange under the symbol HK. On September 11, 2012, the last sale price of our common stock as reported on the New York Stock Exchange was \$8.55 per share.

*Investing in our common stock involves risks. See Risk Factors beginning on page 7 of this prospectus and in the documents incorporated by reference in this prospectus.*

	Per Share	Total
Public offering price	\$	\$
Underwriting discounts and commissions	\$	\$
Proceeds to the selling stockholder (before expenses)	\$	\$

The selling stockholder has granted the underwriters a 30-day option to purchase up to an additional 5,250,000 shares of our common stock from the selling stockholder on the same terms and conditions as set forth above if the underwriters sell more than 35,000,000 shares of our common stock in this offering.

Neither the Securities and Exchange Commission nor any other regulatory body has approved or disapproved of these securities or passed upon the adequacy or accuracy of this prospectus. Any representation to the contrary is a criminal

offense.

The underwriters expect to deliver the shares on or about September , 2012.

*Joint Book-Running Managers*

**Barclays**

**Goldman, Sachs & Co.**

**J.P. Morgan**

**BMO Capital Markets**

**Credit Suisse**

**RBC Capital Markets**

**Wells Fargo Securities**

**Tudor, Pickering, Holt & Co.**

Prospectus dated September , 2012

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**ABOUT THIS PROSPECTUS**

This prospectus is part of an automatic shelf registration statement that we filed with the Securities and Exchange Commission ( SEC ), as a well-known seasoned issuer as defined in Rule 405 under the Securities Act of 1933, as amended (the Securities Act ). This prospectus provides you with a general description of our common stock. The selling stockholder is required to provide you with this prospectus and, in certain cases, a prospectus supplement containing specific information about the selling stockholder and the terms upon which the securities are being offered. A prospectus supplement may also add, update or change information contained in this prospectus. You should read both this prospectus and any prospectus supplement together with the additional information described under the heading Where You Can Find More Information below.

You should rely only on the information included or incorporated by reference in this prospectus or any prospectus supplement. Neither we nor the selling stockholder has authorized anyone else to provide you with different information. If anyone provides you with different or inconsistent information, you should not rely on it. We are not making an offer to sell in any jurisdiction in which the offer is not permitted. You should not assume that the information in this prospectus, any prospectus supplement or any other document incorporated by reference in this prospectus is accurate as of any date other than the dates of the applicable documents in which such information appears.

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, references to the selling stockholder are to EnCap Energy Capital Fund VIII, L.P. and references to HALRES or HALRES LLC refer to HALRES LLC, our principal stockholder.

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### **SUMMARY**

*This summary highlights selected information contained elsewhere in this prospectus and the documents we incorporate by reference. This summary is not complete and does not contain all of the information that you should consider before deciding whether or not to invest in our common stock. For a more complete understanding of our Company and this offering, we encourage you to read this entire document, including Risk Factors, the financial and other information incorporated by reference in this prospectus and the other documents to which we have referred you.*

#### **Overview**

Halcón Resources Corporation is an independent energy company engaged in the acquisition, exploration and development of onshore oil and natural gas properties in the United States. We are active in several emerging liquids-rich resource style plays, including the Utica Shale/Point Pleasant formations in Ohio and Pennsylvania, the Woodbine/Eagle Ford formations in East Texas, the Tuscaloosa Marine Shale (TMS) formation in Louisiana, the Wilcox formation in East Texas and Southwest Louisiana, the Bakken Shale and Three Forks formations in the Williston Basin in North Dakota and Montana, the Mississippi Lime formation in Northern Oklahoma, and the Midway/Navarro formations in Southeast Texas. We also have acquired acreage in two other undisclosed locations. Additionally, we have mature oil and natural gas reserves located primarily in Wichita, Wilbarger and Starr Counties, Texas, Pontotoc County, Oklahoma, and in several parishes in South Louisiana.

In early August 2012, we concluded two significant acquisitions. On August 1, 2012, we acquired all of the issued and outstanding capital stock of GeoResources, Inc., which we refer to herein as GeoResources. On August 3, 2012, we completed the acquisition of oil and gas leasehold interests in approximately 20,628 net acres in East Texas, which we refer to as the East Texas Assets. On a pro forma basis giving effect to our acquisitions of GeoResources and the East Texas Assets, our estimated net proved reserves as of December 31, 2011 were approximately 66.1 MMBoe, of which approximately 72% were crude oil and natural gas liquids and 28% were natural gas. The pro forma average daily production for Halcón was approximately 11,142 Boe/d during the year ended December 31, 2011 and 14,876 Boe/d during the three months ended June 30, 2012. Financial statements giving pro forma effect to our acquisitions of GeoResources and the East Texas Assets are incorporated herein by reference to our Current Reports on Forms 8-K/A filed with the SEC on August 24, 2012.

Halcón is a Delaware corporation formerly known as RAM Energy Resources, Inc. Halcón's principal offices are located at 1000 Louisiana St., Suite 6700, Houston, Texas 77002, telephone number (832) 538-0300, and its website can be found at [www.halconresources.com](http://www.halconresources.com). Unless specifically incorporated by reference in this prospectus, information that you may find on Halcón's website is not part of this prospectus.

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### Pro Forma Estimated Proved Reserve and Production Summary

The table below provides net production data for the three months ended June 30, 2012 and estimated proved reserve data as of December 31, 2011, in each case on a pro forma basis giving effect to our acquisitions of GeoResources and the East Texas Assets.

	Pro Forma Three Months Ended June 30, 2012		Pro Forma Estimated Proved Reserve Information as of December 31, 2011			
	Average Daily Production (Boe/d)	% of Average Daily Production	Proved Reserves (MMboe)(1)	% of Total Proved Reserves	% Proved Developed	% Oil & NGLs
Bakken	2,714	18%	7.0	11%	59%	93%
Eagle Ford (2)	642	4%	1.0	2%	17%	94%
Austin Chalk (3)	2,467	17%	9.3	14%	67%	29