

HALLADOR ENERGY CO

Form 4

November 16, 2016

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

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

## OMB APPROVAL

OMB  
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**LAWRENCE BRYAN H**

2. Issuer Name **and** Ticker or Trading  
Symbol  
**HALLADOR ENERGY CO**  
**[HNRG]**

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

(Last) (First) (Middle)  
**410 PARK AVENUE, 19TH**  
**FLOOR**

3. Date of Earliest Transaction  
(Month/Day/Year)  
**11/14/2016**

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

(Street)  
**NEW YORK, NY 10022-4407**

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<br>Security<br>(Instr. 3)                | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired (A)<br>or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|--|---|---|--------------------------------------|---|--|---|---|
| Common<br>Stock, par<br>value<br>\$0.01 per<br>share | 11/14/2016                              |   | J <sup>(1)</sup>                     | 94,764  | A \$ 0 433,268   | D   |   |
| Common<br>Stock, par<br>value<br>\$0.01 per<br>share | 11/14/2016                              |   | J <sup>(1)</sup>                     | 1,000,000<br><sup>(2)</sup>   | D \$ 0 1,900,000 <sup>(2)</sup>  | I   | See<br>footnote<br><sup>(3)</sup>                                 |
|  |   |   |                                      |   | 604,904 <sup>(2)</sup>   | I   |   |

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|  |                            |                        |
|--|----------------------------|------------------------|
| Common<br>Stock, par<br>value<br>\$0.01 per<br>share |                            | See<br>footnote<br>(4) |
| Common<br>Stock, par<br>value<br>\$0.01 per<br>share | 2,950,000 <sup>(2)</sup> I | See<br>footnote<br>(5) |

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

SEC 1474  
(9-02)

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

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and<br>Amount of<br>Underlying<br>Securities<br>(Instr. 3 and 4) | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) | 9. Nu<br>Deriv<br>Secur<br>Bene<br>Own<br>Follo<br>Repor<br>Trans<br>(Instr |
|---|--|---|---|--------------------------------------|--|--|---|---|---|
|   |  |   |   | Code                                 | V (A) (D)  | Date<br>Exercisable  | Expiration<br>Date  | Title   | Amount<br>or<br>Number<br>of<br>Shares                                      |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships                    |
|--|----------------------------------|
|  | Director 10% Owner Officer Other |
| LAWRENCE BRYAN H<br>410 PARK AVENUE<br>19TH FLOOR<br>NEW YORK, NY 10022-4407 | X                                |

## Signatures

/s/ Bryan H.  
Lawrence  
11/16/2016  
Date

Signature of  
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) Pro rata distributions from Yorktown Energy Partners VII, L.P., Yorktown VII Company LP and Yorktown VII Associates LLC.  
  
The reporting person disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein, and this  
(2) report shall not be deemed an admission that the reporting person is the beneficial owner of the securities for Section 16 or any other purpose.  
  
These securities are owned directly by Yorktown Energy Partners VII, L.P. The reporting person is a member and a manager of  
(3) Yorktown VII Associates LLC, the general partner of Yorktown VII Company LP, the general partner of Yorktown Energy Partners VII, L.P.  
  
(4) These securities are owned directly by Yorktown Energy Partners VI, L.P. The reporting person is a member and a manager of Yorktown VI Associates LLC, the general partner of Yorktown VI Company LP, the general partner of Yorktown Energy Partners VI, L.P.  
  
These securities are owned directly by Yorktown Energy Partners VIII, L.P. The reporting person is a member and a manager of  
(5) Yorktown VIII Associates LLC, the general partner of Yorktown VIII Company LP, the general partner of Yorktown Energy Partners VIII, L.P.

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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