

Ares Partners Holdco LLC
 Form 4
 September 13, 2016

FORM 4

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

OMB APPROVAL

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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 *
ARES MANAGEMENT LLC

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

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

2000 AVENUE OF THE STARS, 12TH FLOOR

(Street)

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

LOS ANGELES, CA 90067

(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 Ownership (Instr. 4) |
|----------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock, \$0.0001 par value | 09/09/2016 | | J ⁽¹⁾ | | 17,981,822 | A | (2) |
| | | | | | 17,981,822 | I | |

See footnotes (3) (4) (5) (6)

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

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SEC 1474 (9-02)

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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 of Number of Shares |
| Warrants to Purchase Common Stock | \$ 14.04 | 09/09/2016 | | J ⁽¹⁾ | 340,906 | ⁽⁹⁾ 09/09/2020 | Common Stock, par value \$0.0001 340,906 ^{(5) (6) (7)} <u>(8)</u> |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| ARES MANAGEMENT LLC 2000 AVENUE OF THE STARS 12TH FLOOR LOS ANGELES, CA 90067 | X | X | | |
| Ares Management Holdings L.P. 2000 AVENUE OF THE STARS 12TH FLOOR LOS ANGELES, CA 90067 | X | X | | |
| Ares Holdco LLC 2000 AVENUE OF THE STARS 12TH FLOOR LOS ANGELES, CA 90067 | X | X | | |
| Ares Holdings Inc. 2000 AVENUE OF THE STARS 12TH FLOOR LOS ANGELES, CA 90067 | X | X | | |
| ARES MANAGEMENT LP 2000 AVENUE OF THE STARS 12TH FLOOR LOS ANGELES, CA 90067 | X | X | | |
| Ares Management GP LLC 2000 AVENUE OF THE STARS 12TH FLOOR LOS ANGELES, CA 90067 | X | X | | |

Ares Partners Holdco LLC
 2000 AVENUE OF THE STARS X X
 12TH FLOOR
 LOS ANGELES, CA 90067

Signatures

| | |
|--|------------|
| /s/ Michael D. Weiner, by Authorized Signatory of ARES MANAGEMENT LLC | 09/13/2016 |
| __Signature of Reporting Person | Date |
| /s/ Michael D. Weiner, by Authorized Signatory of ARES HOLDCO LLC, general partner for ARES MANAGEMENT HOLDINGS L.P. | 09/13/2016 |
| __Signature of Reporting Person | Date |
| /s/ Michael D. Weiner, by Authorized Signatory of ARES HOLDCO LLC | 09/13/2016 |
| __Signature of Reporting Person | Date |
| /s/ Michael D. Weiner, by Authorized Signatory of ARES HOLDINGS INC. | 09/13/2016 |
| __Signature of Reporting Person | Date |
| /s/ Michael D. Weiner, by Authorized Signatory of ARES MANAGEMENT GP LLC, general partner for ARES MANAGEMENT, L.P. | 09/13/2016 |
| __Signature of Reporting Person | Date |
| /s/ Michael D. Weiner, by Authorized Signatory of ARES MANAGEMENT GP LLC | 09/13/2016 |
| __Signature of Reporting Person | Date |
| /s/ Michael D. Weiner, by Authorized Signatory of ARES PARTNERS HOLDCO LLC | 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) These securities were issued in connection with the bankruptcy reorganization plan (the "Plan") of the Issuer and its affiliates effective September 9, 2016 (the "Effective Date").
- (2) Pursuant to the Plan, the Reporting Persons were issued 17,981,822 shares of common stock and warrants to purchase 340,906 shares of common stock. Also pursuant to the Plan, on the Effective Date, total debt obligations of the Issuer and its subsidiaries held by the Reporting Persons or their affiliates in the aggregate of \$314,929,000 were cancelled.
- (3) The amounts of securities acquired reported in this Form 4 reflect an aggregate of 17,981,822 shares, in the following amounts:
 4,584,460 shares by AF IV Energy II AIV B1, L.P., 727,651 shares by AF IV Energy II AIV A1, L.P., 1,091,366 shares by AF IV Energy II AIV A2, L.P., 460,774 shares by AF IV Energy II AIV A3, L.P., 471,169 shares by AF IV Energy II AIV A4, L.P., 603,875 shares by AF IV Energy II AIV A5, L.P., 472,916 shares by AF IV Energy II AIV A6, L.P., 242,562 shares by AF IV Energy II AIV A7, L.P., 470,538 shares by AF IV Energy II AIV A8, L.P., 487,756 shares by AF IV Energy II AIV A9, L.P., 727,651 shares by AF IV Energy II AIV A10, L.P., 272,823 shares by AF IV Energy II AIV A11, L.P., 484,996 shares by AF IV Energy II AIV A12, L.P., 221,604 shares by SSF III Halcon AIV B1, L.P., 949,666 shares by SSF III Halcon AIV 1, L.P., 142,470 shares by SSF III Halcon AIV 2, L.P., (Continued in footnote 4)
- (4) 272,257 shares by SSF III Halcon AIV 3, L.P., 1,540,296 shares by SSF IV Halcon AIV B1, L.P., 71,669 shares by SSF IV Halcon AIV 1, L.P., 528,207 shares by SSF IV Halcon AIV 2, L.P., 573,655 shares by SSF IV Halcon AIV 3, L.P., 143,453 shares by SSF IV Halcon AIV 4, L.P., 316,411 shares by SSF IV Halcon AIV 5, L.P., 532,209 shares by SSF IV Halcon AIV 6, L.P., 639,592 shares by SSF IV Halcon AIV 7, L.P., 292,519 shares by Ares Dynamic Credit Allocation Fund, Inc., 194,858 shares by Ares Strategic Investment Partners Ltd., 224,654 shares by Future Fund Board of Guardians, 95,790 shares by ASIP (Holdco) IV S.a.r.l., 42,051 shares by Ares Multi-Strategy Credit Fund V (H), L.P., 67,228 shares by Transatlantic Reinsurance Company and 34,696 shares by RSUI Indemnity Company. The manager of the foregoing entities is Ares Management LLC. (Continued in footnote 5)
- (5) The sole member of Ares Management LLC is Ares Management Holdings L.P. ("Ares Management Holdings") and the general partner of Ares Management Holdings is Ares Holdco LLC ("Ares Holdco"). The sole member of Ares Holdco is Ares Holdings Inc. ("Ares

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Holdings"), whose sole stockholder is Ares Management, L.P. ("Ares Management"). The general partner of Ares Management is Ares Management GP LLC ("Ares Management GP") and the sole member of Ares Management GP is Ares Partners Holdco LLC ("Ares Partners," and together with Ares Management LLC, Ares Management Holdings, Ares Holdco, Ares Holdings, Ares Management, and Ares Management GP, the "Ares Entities"). Ares Partners is managed by a board of managers, which is composed of Michael Arougheti, David Kaplan, John Kissick, Antony Ressler and Bennett Rosenthal. (Continued in footnote 6)

- Decisions by Ares Partners' board of managers generally are made by a majority of the members, which majority, subject to certain conditions, must include Antony Ressler. Each of the Ares Entities and the members of Ares Partners' board of managers and the other directors, officers, partners, stockholders, members and managers of the Ares Entities expressly disclaims beneficial ownership of these securities, except to the extent of any pecuniary interest therein, and this Form 4 shall not be deemed an admission that any such person or entity is the beneficial owner of, or has any pecuniary interest in, such securities for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or for any other purposes. The address of each Ares Entity is 2000 Avenue of the Stars, 12th Floor, Los Angeles, CA 90067.
- (6)

- The amount reported reflects warrants exercisable for an aggregate of 340,906 shares, in the following amounts: 105,620 shares by AF IV Energy II AIV B1, L.P., 16,764 shares by AF IV Energy II AIV A1, L.P., 25,136 shares by AF IV Energy II AIV A2, L.P., 10,613 shares by AF IV Energy II AIV A3, L.P., 10,846 shares by AF IV Energy II AIV A4, L.P., 13,916 shares by AF IV Energy II AIV A5, L.P., 10,899 shares by AF IV Energy II AIV A6, L.P., 5,591 shares by AF IV Energy II AIV A7, L.P., 10,840 shares by AF IV Energy II AIV A8, L.P., 11,236 shares by AF IV Energy II AIV A9, L.P., 16,764 shares by AF IV Energy II AIV A10, L.P., 6,279 shares by AF IV Energy II AIV A11, L.P., 11,166 shares by AF IV Energy II AIV A12, L.P., 2,691 shares by SSF III Halcon AIV B1, L.P., 11,540 shares by SSF III Halcon AIV 1, L.P., 1,735 shares by SSF III Halcon AIV 2, L.P., 3,314 shares by SSF III Halcon AIV 3, L.P., (Continued in footnote 8)
- (7)

- 20,518 shares by SSF IV Halcon AIV B1, L.P., 949 shares by SSF IV Halcon AIV 1, L.P., 7,031 shares by SSF IV Halcon AIV 2, L.P., 7,637 shares by SSF IV Halcon AIV 3, L.P., 1,910 shares by SSF IV Halcon AIV 4, L.P., 4,211 shares by SSF IV Halcon AIV 5, L.P., 7,089 shares by SSF IV Halcon AIV 6, L.P., 8,516 shares by SSF IV Halcon AIV 7, L.P., 2,132 shares by Ares Strategic Investment Partners Ltd., 3,244 shares by Future Fund Board of Guardians, 1,677 shares by ASIP (Holdco) IV S.a.r.l. and 1,042 shares by Ares Multi-Strategy Credit Fund V (H), L.P. The manager of the foregoing entities is Ares Management LLC.
- (8)
- (9) The warrants can be exercised at any time.

Remarks:

Pursuant to the Plan, Ares Management LLC and its affiliates designated three individuals who were appointed to the board of

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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