

ARES MANAGEMENT LLC

Form 4

August 15, 2018

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

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(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)
08/13/2018

☐ 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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price		
Common Stock, \$0.0001 par value	08/13/2018		S ⁽¹⁾		150,000 ⁽²⁾	D	\$ 3.91	21,705,284	I See Footnotes ⁽¹²⁾ ⁽¹³⁾ ⁽¹⁴⁾
Common Stock, \$0.0001 par value	08/13/2018		S ⁽¹⁾		200,000 ⁽³⁾	D	\$ 3.89	21,505,284	I See Footnotes ⁽¹²⁾ ⁽¹³⁾ ⁽¹⁴⁾
Common Stock, \$0.0001	08/14/2018		S ⁽¹⁾		258,602 ⁽⁴⁾	D	\$ 3.89	21,246,682	I See Footnotes ⁽¹²⁾ ⁽¹³⁾ ⁽¹⁴⁾

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par value

Common Stock, \$0.0001 par value	08/14/2018	S ⁽¹⁾	100,000 ⁽⁵⁾	D	\$ 3.83	21,146,682	I	See Footnotes <u>(12)</u> <u>(13)</u> <u>(14)</u>
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Common Stock, \$0.0001 par value	08/15/2018	S ⁽¹⁾	277,674 ⁽⁶⁾	D	\$ 3.64	20,869,008 ⁽⁷⁾ ⁽⁸⁾	I	See Footnotes <u>(12)</u> <u>(13)</u> <u>(14)</u>
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Common Stock, \$0.0001 par value						86,857	D	
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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 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)	8. Amount or Number of Shares
Warrants to Purchase Common Stock	\$ 14.04	08/15/2018		S	8,095	09/09/2016 09/09/2020	Common Stock, \$0.0001 par value	8,095 ⁽⁹⁾

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
	X	X		

ARES MANAGEMENT LLC
2000 AVENUE OF THE STARS
12TH FLOOR
LOS ANGELES, CA 90067

Ares Management Holdings L.P.
2000 AVENUE OF THE STARS
12TH FLOOR
LOS ANGELES, CA 90067

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

Ares Holdings Inc.
2000 AVENUE OF THE STARS
12TH FLOOR
LOS ANGELES, CA 90067

ARES MANAGEMENT LP
2000 AVENUE OF THE STARS
12TH FLOOR
LOS ANGELES, CA 90067

Ares Management GP LLC
2000 AVENUE OF THE STARS
12TH FLOOR
LOS ANGELES, CA 90067

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

Signatures

/s/ Naseem Sagati Aghili, by Authorized Signatory of ARES MANAGEMENT LLC	08/15/2018
__Signature of Reporting Person	Date

/s/ Naseem Sagati Aghili, by Authorized Signatory of ARES HOLDCO LLC, general partner for ARES MANAGEMENT HOLDINGS L.P.	08/15/2018
__Signature of Reporting Person	Date

/s/ Naseem Sagati Aghili, by Authorized Signatory of ARES HOLDCO LLC	08/15/2018
__Signature of Reporting Person	Date

/s/ Naseem Sagati Aghili, by Authorized Signatory of ARES HOLDINGS INC.	08/15/2018
__Signature of Reporting Person	Date

/s/ Naseem Sagati Aghili, by Authorized Signatory of ARES MANAGEMENT GP LLC, general partner for ARES MANAGEMENT, L.P.	08/15/2018
__Signature of Reporting Person	Date

/s/ Naseem Sagati Aghili, by Authorized Signatory of ARES MANAGEMENT GP LLC	08/15/2018
__Signature of Reporting Person	Date

/s/ Naseem Sagati Aghili, by Authorized Signatory of ARES PARTNERS HOLDCO LLC

08/15/2018

__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) All of the sales reported on this Form 4 were effected by entities managed within the Credit Group of Ares Management, L.P. ("Ares Management"), and were predominantly made in connection with the liquidation of certain funds, fund redemptions or changes in the asset allocations of the selling entities.
- The amount reported reflects an aggregate of 150,000 shares of the Issuer's common stock, \$0.0001 par value ("Common Stock") sold by the following entities in the following amounts: 34,167 shares by Future Fund Board of Guardians, 34,879 shares by Ares
- (2) Enhanced Credit Opportunities Master Fund II, Ltd., 44,489 shares by Ares Dynamic Credit Allocation Fund, Inc., 14,568 shares by ASIP (Holdco) IV S.a.r.l., 6,395 shares by Ares Multi-Strategy Credit Fund V (H), L.P., 10,225 shares by Transatlantic Reinsurance Company and 5,277 shares by RSUI Indemnity Company.
- The amount reported reflects an aggregate of 200,000 shares of Common Stock sold by the following entities in the following amounts: 45,556 shares by Future Fund Board of Guardians, 46,506 shares by Ares Enhanced Credit Opportunities Master Fund II, Ltd., 59,318 shares by Ares Dynamic Credit Allocation Fund, Inc., 19,425 by ASIP (Holdco) IV S.a.r.l., 8,527 shares by Ares
- (3) Multi-Strategy Credit Fund V (H), L.P., 13,633 shares by Transatlantic Reinsurance Company, and 7,035 shares by RSUI Indemnity Company.
- The amount reported reflects an aggregate of 258,602 shares of Common Stock sold by the following entities in the following amounts: 58,904 shares by Future Fund Board of Guardians, 60,133 shares by Ares Enhanced Credit Opportunities Master Fund II, Ltd., 76,699 shares by Ares Dynamic Credit Allocation Fund, Inc., 25,116 by ASIP (Holdco) IV S.a.r.l., 11,026 shares by Ares
- (4) Multi-Strategy Credit Fund V (H), L.P., 17,627 shares by Transatlantic Reinsurance Company, and 9,097 shares by RSUI Indemnity Company.
- The amount reported reflects an aggregate of 100,000 shares of Common Stock sold by the following entities in the following amounts: 22,778 shares by Future Fund Board of Guardians, 23,253 shares by Ares Enhanced Credit Opportunities Master Fund II, Ltd., 29,659 shares by Ares Dynamic Credit Allocation Fund, Inc., 9,712 by ASIP (Holdco) IV S.a.r.l., 4,264 shares by Ares
- (5) Multi-Strategy Credit Fund V (H), L.P., 6,816 shares by Transatlantic Reinsurance Company, and 3,518 shares by RSUI Indemnity Company.
- The amount reported reflects an aggregate of 277,674 shares of Common Stock sold by the following entities in the following amounts: 63,249 shares by Future Fund Board of Guardians, 64,567 shares by Ares Enhanced Credit Opportunities Master Fund II, Ltd., 82,354 shares by Ares Dynamic Credit Allocation Fund, Inc., 26,969 by ASIP (Holdco) IV S.a.r.l., 11,839 shares by Ares
- (6) Multi-Strategy Credit Fund V (H), L.P., 18,927 shares by Transatlantic Reinsurance Company, and 9,769 shares by RSUI Indemnity Company.
- The amount reported reflects an aggregate of 20,869,008 shares of Common Stock held by the following entities in the following amounts: 5,648,690 shares by AF IV Energy II AIV B1, L.P., 896,567 shares by AF IV Energy II AIV A1, L.P., 1,344,714 shares by AF IV Energy II AIV A2, L.P., 567,737 shares by AF IV Energy II AIV A3, L.P., 580,546 shares by AF IV Energy II AIV A4, L.P., 744,057 shares by AF IV Energy II AIV A5, L.P., 582,698 shares by AF IV Energy II AIV A6, L.P., 298,870 shares by AF IV Energy II AIV A7, L.P., 579,768 shares by AF IV Energy II AIV A8, L.P., 600,983 shares by AF IV Energy II AIV A9, L.P., 896,567 shares by AF IV Energy II AIV A10, L.P., 336,156 shares by AF IV Energy II AIV A11, L.P., 597,583 shares by AF IV Energy II AIV A12, L.P., 257,070 shares by SSF III Halcon AIV B1, L.P., 1,101,652 shares by SSF III Halcon AIV 1, L.P., 165,271 shares by SSF III Halcon AIV 2, L.P., (continued in footnote 8)
- (7)
- 315,830 shares by SSF III Halcon AIV 3, L.P., 1,897,859 shares by SSF IV Halcon AIV B1, L.P., 88,306 shares by SSF IV Halcon AIV 1, L.P., 650,824 shares by SSF IV Halcon AIV 2, L.P., 706,823 shares by SSF IV Halcon AIV 3, L.P., 176,753 shares by SSF IV Halcon AIV 4, L.P., 389,862 shares by SSF IV Halcon AIV 5, L.P., 655,756 shares by SSF IV Halcon AIV 6, L.P., and 788,066 shares by SSF IV Halcon AIV 7, L.P.
- (8)
- The amount reported reflects warrants exercisable for an aggregate of 8,095 shares, sold by the following entities in the following amounts: 3,244 shares by Future Fund Board of Guardians, 2,132 shares by Ares Enhanced Credit Opportunities Master Fund II, Ltd., 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.
- (9)
- The amount reported reflects warrants exercisable for an aggregate of 332,811 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
- (10)

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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 11)

- (11) 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., and 8,516 shares by SSF IV Halcon AIV 7, L.P.

- (12) The Issuer's securities held by the entities listed in the footnotes above (collectively, the "Purchasers") is managed, directly or indirectly, by Ares Management LLC. 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 Holdings"), whose sole stockholder is 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 the Purchasers, Ares Management LLC, Ares Management Holdings, Ares Holdco, Ares Holdings, Ares Management, and Ares Management GP, the "Ares Entities").

- (13) Ares Partners is managed by a board of managers, which is composed of Michael Arougheti, Ryan Berry, R. Kipp deVeer, David Kaplan, Michael McFerran, Antony Ressler and Bennett Rosenthal. Mr. Ressler generally has veto authority over decisions by Ares Partners' board of managers. Each of the Ares Entities (other than each Purchaser, with respect to the securities held directly by it) 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.

- (14) The address of each Ares Entity is 2000 Avenue of the Stars, 12th Floor, Los Angeles, CA 90067.

Remarks:

Ares Management LLC and its affiliates designated three individuals who were appointed to the board of directors of the Issuer.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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