

HALCON RESOURCES CORP  
Form SC 13D/A  
May 24, 2018

CUSIP NO.  
40537Q605  
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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934  
(Amendment No. 13)\*

HALCON RESOURCES CORPORATION  
(Name of Issuer)

Common Stock, par value \$0.0001 per share  
(Title of Class of Securities)

40537Q605  
(CUSIP Number)

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Maria Gray

Vice President and Secretary

Franklin Resources, Inc.

One Franklin Parkway

San Mateo, CA 94403 1906

800 632 2350

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

May 18, 2018

(Date of Event Which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the

subject of this Schedule 13D, and is filing this schedule because of §§240.13d 1(e), 240.13d 1(f) or

240.13d 1(g), check the following box.[ ]

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule,

including all exhibits. See §240.13d 7 for other parties to whom copies are to be sent.

\*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form

with respect to the subject class of securities, and for any subsequent amendment containing information

which would alter the disclosures provided in a prior cover page.

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The information required on the remainder of this cover page shall not be deemed to be "filed" for the

purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities

of that section of the Act but shall be subject to all other provisions of the Act (however, see the notes hereto).

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1. NAMES OF REPORTING PERSONS.

Franklin Resources, Inc.

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b) X

3. SEC USE ONLY

4. SOURCE OF FUNDS

OO

5. CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED  
PURSUANT TO ITEMS 2(d) OR 2(e) [ ]

6. CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

7. SOLE VOTING POWER

(See Item 5)

8. SHARED VOTING POWER

(See Item 5)

9. SOLE DISPOSITIVE POWER

(See Item 5)

10. SHARED DISPOSITIVE POWER

(See Item 5)

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

7,441,936<sup>1</sup>

12. CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES

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CERTAIN SHARES [ ]

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

4.6%

14. TYPE OF REPORTING PERSON

HC, CO (See Item 5)

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<sup>1</sup> Includes 415,208 shares of Common Stock issuable on the exercise of Warrants defined and described in Item 3.

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1. NAMES OF REPORTING PERSONS.

Charles B. Johnson

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b) ☒ X

3. SEC USE ONLY

4. SOURCE OF FUNDS

OO

5. CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED  
PURSUANT TO ITEMS 2(d) OR 2(e) ☐ ]

6. CITIZENSHIP OR PLACE OF ORGANIZATION

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USA

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

7. SOLE VOTING POWER

(See Item 5)

8. SHARED VOTING POWER

(See Item 5)

9. SOLE DISPOSITIVE POWER

(See Item 5)

10. SHARED DISPOSITIVE POWER

(See Item 5)

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

7,441,936

12. CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES  
CERTAIN SHARES [ ]



13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

4.6%

14. TYPE OF REPORTING PERSON

HC, IN (See Item 5)

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1. NAMES OF REPORTING PERSONS.

Rupert H. Johnson, Jr.

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b) X

3. SEC USE ONLY

4. SOURCE OF FUNDS

OO

5. CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED  
PURSUANT TO ITEMS 2(d) OR 2(e) [ ]

6. CITIZENSHIP OR PLACE OF ORGANIZATION

USA

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

7. SOLE VOTING POWER

(See Item 5)

8. SHARED VOTING POWER

(See Item 5)

9. SOLE DISPOSITIVE POWER

(See Item 5)

10. SHARED DISPOSITIVE POWER

(See Item 5)

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

7,441,936

12. CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES

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CERTAIN SHARES [ ]

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

4.6%

14. TYPE OF REPORTING PERSON

HC,IN (See Item 5)

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1. NAMES OF REPORTING PERSONS.

Franklin Advisers, Inc.

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b) ☒ X

3. SEC USE ONLY

4. SOURCE OF FUNDS

OO

5. CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED  
PURSUANT TO ITEMS 2(d) OR 2(e) [ ]

6. CITIZENSHIP OR PLACE OF ORGANIZATION

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California

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

7. SOLE VOTING POWER

7,441,936

8. SHARED VOTING POWER

0

9. SOLE DISPOSITIVE POWER

7,441,936

10. SHARED DISPOSITIVE POWER

0

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

7,441,936

12. CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES  
CERTAIN SHARES [ ]

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

4.6%

14. TYPE OF REPORTING PERSON

IA, CO (See Item 5)

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This Amendment No. 13 amends and supplements the Schedule 13D originally filed by the reporting persons with the Securities and Exchange Commission (the "SEC") on September 29, 2016

(the "Original Schedule 13D" and together with Amendment No. 1, Amendment No. 2, Amendment No. 3, Amendment No. 4, Amendment No. 5, Amendment No. 6, Amendment No. 7, Amendment No.

8, Amendment No. 9, Amendment No. 10, Amendment No. 11, Amendment No. 12 and collectively, the "Schedule 13D"). The information herein is provided and is correct as of May 22,

2018. Unless otherwise indicated, each capitalized term used but not defined herein shall have the meaning assigned to such term in the Original Schedule 13D.

#### Item 1. Security and Issuer

This statement relates to the Common Stock, par value \$0.0001 per share (the "Common Stock" ), of HALCON RESOURCES CORPORATION, a Delaware corporation (the "Issuer"), whose principal executive offices are located at 1000 Louisiana Street, Suite 1500, Houston, Texas, 77002.

#### Item 2. Identity and Background

(a)-(c), (f) The persons filing this Statement and the citizenship of such filers are listed on the cover pages hereto. The directors and principal executive officers of Franklin Resources, Inc. ("FRI") and its indirectly wholly-owned subsidiary, Franklin Advisers, Inc. ("FAV"), their present principal occupations, citizenship and business addresses, and the business addresses of the filers are listed on Exhibit A.

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(d) During the last five years, none of the filers, and to the best knowledge of the filers, none of the persons listed on Exhibit A has been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors).

(e) During the last five years, none of the filers, and to the best knowledge of the filers, none of the persons listed on Exhibit A was a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

### Item 3. Source and Amount of Funds or Other Consideration

On September 9, 2016 (the "Effective Date"), the Issuer issued shares of Common Stock and warrants to purchase additional shares of Common Stock (the "Warrants") to certain of its creditors, including FAV and Franklin Templeton Institutional, LLC (collectively, the "Investment Management Subsidiaries"), pursuant to the pre-packaged plan of reorganization (the "Plan") of the Issuer and certain of its subsidiaries (the "Debtors") filed on July 27, 2016, as part of their voluntary petitions for relief under Chapter 11 of title 11 of the United States Code in the United States Bankruptcy Court for the District of Delaware. The Plan included a restructuring support agreement (the "Restructuring Support Agreement") among the Debtors and certain stakeholders of the Debtors, including FAV, pursuant to which the stakeholders received the shares of Common Stock and Warrants.

### Item 4. Purpose of Transaction

Before the Effective Date, the Investment Management Subsidiaries held certain of the Issuer's Third Lien Notes and Unsecured Notes (each as defined in the Plan). As of the Effective Date under the Restructuring Support Agreement, the Investment Management Subsidiaries received shares of Common Stock and cash in exchange for their Third Lien Notes and Warrants, shares of Common Stock and cash in exchange for their Unsecured Notes. On the Effective Date, the Third Lien Notes and the Unsecured Notes were cancelled. Also pursuant to the Plan and the Restructuring Support Agreement, FAV received the right to appoint three members to the Issuer's nine-member board of directors (the "Board") and the right to consent to one of the three directors appointed by Ares Management LLC and certain of its affiliates (collectively, "Ares") that also received Common Stock and Warrants under the Plan and were parties to the Restructuring Support

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Agreement. As of the Effective Date, FAV appointed Eric G. Takaha, James W. Christmas and William J. Campbell to the Board and consented to Ares' appointment of Ronald Scott. Mr. Takaha resigned from the Board effective March 15, 2018. Mr. Takaha was and Mr. Christmas is, a member of the Issuer's Audit Committee. Mr. Campbell is also a member of the Issuer's Compensation and Corporate Governance Committees. FAV does not have any rights to appoint future directors to the Board of the Issuer.

Mr. Takaha was an employee of FRI until his retirement in June 2016. Before his retirement, Mr. Takaha was a Portfolio Manager, Senior Vice President and Director of the Corporate and High Yield Group at Franklin Templeton Investments. He also served as a member of the firm's Fixed Income Policy Committee, which helped guide investment strategies for multi-sector fixed income accounts. He managed multiple fixed income portfolios, with a focus on those with corporate credit investments, as well as overseeing and directing the firm's group of high yield and investment grade credit analysts as they formulated investment recommendations. He originally joined Franklin Templeton Investments in 1989.

None of the directors appointed by FAV, including Mr. Takaha, is affiliated with the Investment Management Subsidiaries, FRI or their affiliates, and no such director is a representative of, reports to, or provides information to, any of such persons. FAV's decision as to whether to vote for any such director when such director next stands for election will be based on the same factors as it considers for any director that was not originally designated to serve on the board by FAV.

Additionally on the Effective Date, the Issuer entered into a registration rights agreement (the "Registration Rights Agreement") with FAV, among others, under which it agreed to file with the SEC within 30 days following the earlier to occur of (i) the Issuer filing with the SEC its Annual Report on Form 10-K for the fiscal year ended December 31, 2016 and (ii) the Issuer meeting the eligibility requirements to file a registration statement on Form S-3, and thereafter to use its commercially reasonable efforts to cause to be declared effective as promptly as practicable, a shelf registration statement for the offer and resale of the Common Stock. The Registration Rights Agreement contains other customary terms and conditions, including blackout periods and indemnification provisions.

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Except as described above, none of the Investment Management Subsidiaries and none of any of the other reporting persons covered by this Schedule 13D currently has any plans or proposals that relate to or would result in any of the actions described in paragraphs (a) through (j) of the instructions to Item 4 of Schedule 13D, or any present plans or intentions to acquire or dispose of any securities of the Issuer other than on behalf of the various investment companies registered under Section 8 of the Investment Company Act of 1940 and other accounts to which the Investment Management Subsidiaries are the investment advisers (collectively, the "Clients").

The Investment Management Subsidiaries may, however, on behalf of the Clients, in the future acquire additional shares of Common Stock, Warrants or other securities of the Issuer,

in the open market, in privately negotiated purchases or otherwise, and may also, depending on then current circumstances, dispose of all or part of the Common Stock or Warrants in

one or more transactions. Clients of FAV also hold the Issuer's 6.75% senior unsecured notes due 2025, which notes are described in the Issuer's Form 8-K filed February 16, 2017.

Additionally, the Investment Management Subsidiaries may on behalf of the Clients, exercise any and all rights as a stockholder of the Issuer in a manner consistent with such equity

interests and reserve the right from time to time to formulate plans or proposals regarding the Issuer or any of its securities, including without limitation to carry out any of the

actions or transactions described in paragraphs (a) through (j) of the instructions to Item 4 of Schedule 13D, to the extent the Investment Management Subsidiaries deem advisable.

Item 5. Interest in Securities of the Issuer

(a-b) The Common Stock and Warrants may be deemed to be beneficially owned by the Investment Management Subsidiaries for purposes of Rule 13d-3 under the Act in their capacity as the investment advisers to the Clients pursuant to investment management contracts that grant them investment and/or voting power. When an investment management contract (including a sub-advisory agreement) delegates to an Investment Management Subsidiary investment discretion or voting power over the securities held in the investment advisory accounts that are subject to that agreement, FRI treats the Investment Management Subsidiary as having sole investment discretion or voting authority, as the case may be, unless the agreement specifies otherwise. Accordingly, each Investment Management Subsidiary reports on Schedule 13D that it has sole investment discretion and voting authority over the securities covered by any such investment management agreement.

Beneficial ownership by Investment Management Subsidiaries and other FRI affiliates is being reported in conformity with the guidelines articulated by the SEC staff in Release No.

34 39538 (January 12, 1998) relating to organizations, such as FRI, where related entities exercise voting and investment powers over the securities being reported independently

from each other. The voting and investment powers held by Franklin Mutual Advisers, LLC ("FMA") and Franklin Advisory Services, LLC ("FAS"), each an indirect wholly owned

Investment Management Subsidiary, are exercised independently from FRI and from all other Investment Management Subsidiaries (FRI, its affiliates and the Investment Management

Subsidiaries other than FMA and FAS are collectively, "FRI affiliates"). Furthermore, internal policies and procedures of FMA, FAS and FRI establish informational barriers that

prevent the flow between FMA and FAS, on the one hand, and the FRI affiliates, on the other hand, of information that relates to the voting and investment powers over the securities

owned by their respective management clients. Consequently, FMA and FAS report the securities over which they hold investment and voting power separately from the FRI affiliates

for purposes of Section 13 of the Act.

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Charles B. Johnson and Rupert H. Johnson, Jr. (the "Principal Shareholders") each own in excess of 10% of FRI's outstanding common stock and are the principal stockholders of FRI. FRI and the Principal Shareholders may be deemed to be, for purposes of Rule 13d 3 under the Act, the beneficial owners of securities held by persons and entities for whom or for which FRI's subsidiaries provide investment management services. The number of shares that may be deemed to be beneficially owned and the percentage of the class of which such shares are a part are reported in Items 11 and 13 of the cover pages for FRI and each of the Principal Shareholders. FRI, the Principal Shareholders and the Investment Management Subsidiaries disclaim any pecuniary interest in any of the Common Stock and the Warrants. In addition, the filing of the Schedule 13D on behalf of the Principal Shareholders, FRI and the Investment Management Subsidiaries should not be construed as an admission that any of them is, and each disclaims that it is, the beneficial owner, as defined in Rule 13d 3, of any of the Common Stock or the Warrants.

FRI, the Principal Shareholders and the Investment Management Subsidiaries believe that they are not a "group" within the meaning of Rule 13d 5 under the Act and that they are not otherwise required to attribute to each other the beneficial ownership of the Common Stock and Warrants held by any of them or by any persons or entities for whom or for which the Investment Management Subsidiaries provide investment management services.

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The number of shares of Common Stock as to which each reporting person on this Schedule 13D has:

(i) Sole power to vote or to direct the vote of the Common Stock:

Franklin Resources, Inc.:	0
Charles B. Johnson:	0
Rupert H. Johnson, Jr.:	0
Franklin Advisers, Inc.:	7,441,936

(ii) Shared power to vote or to direct the vote of the Common Stock:

0

(iii) Sole power to dispose or to direct the disposition of the Common Stock:

Franklin Resources, Inc.:	0
Charles B. Johnson:	0
Rupert H. Johnson, Jr.:	
Franklin Advisers, Inc.:	

7,441,936

(iv) Shared power to dispose or to direct the disposition of the Common Stock:

0

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(c) Other than the transactions described in Exhibit I, none of the reporting persons nor, to the best of their knowledge, any of the persons listed in Exhibit A, have effected any transactions in the Common Stock or the Warrants during the past sixty days.

(d) No other person is known to have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, the Common Stock or the Warrants.

(e) On May 21, 2018, the reporting persons ceased to be the beneficial owners of more than five percent of the

Common Stock.

&n