

HALCON RESOURCES CORP

Form SC 13G/A

February 14, 2019

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934

(Amendment No. 1)*

Halcón Resources Corporation

(Name of Issuer)

Common Stock, par value \$0.0001

(Title of Class of Securities)

40537Q605

(CUSIP Number)

December 31, 2018

(Date of Event which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed.

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

*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
disclosures
provided in a
prior cover
page.

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).

CUSIP No. 40537Q605 SCHEDULE 13G Page 2 of 17

1 NAME OF REPORTING PERSON OR
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Oaktree Opportunities Fund X Holdings (Delaware), L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) ☐
(b) ☐

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

3,750,000 (1)

NUMBER OF
SHARES

6 SHARED VOTING POWER

BENEFICIALLY OWNED
BY EACH REPORTING

0

PERSON
WITH

7 SOLE DISPOSITIVE POWER

3,750,000 (1)

8 SHARED DISPOSITIVE POWER

0

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

3,750,000 (1)

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES ☐

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

2.33% (2)

12 TYPE OF REPORTING PERSON

PN

(1) In its capacity as the direct owner of 3,750,000 shares of common stock, par value \$0.0001 per share (the "Shares") of the Issuer.

(2) All calculations of percentage ownership herein are based upon an aggregate of 160,669,329 Shares outstanding as of November 2, 2018, as reported by the Issuer on its Quarterly Report on Form 10-Q filed with the United States

Securities Exchange Commission (the “SEC”) on November 8, 2018 (the “Form 10-Q”).

CUSIP No. 40537Q605 SCHEDULE 13G Page 3 of 17

1 NAME OF REPORTING PERSON OR
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Oaktree Opportunities Fund Xb Holdings (Delaware), L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) ☐
(b) ☐

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

7,750,000 (1)

NUMBER OF
SHARES

6 SHARED VOTING POWER

BENEFICIALLY OWNED
BY EACH REPORTING
PERSON
WITH

0

7 SOLE DISPOSITIVE POWER

7,750,000 (1)

8 SHARED DISPOSITIVE POWER

0

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

7,750,000 (1)

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES ☐

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

4.82%

12 TYPE OF REPORTING PERSON

PN

(1) In its capacity as the direct owner of 7,750,000 Shares.

CUSIP No. 40537Q605 SCHEDULE 13G Page 4 of 17

1 NAME OF REPORTING PERSON OR
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Oaktree Fund GP, LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) ☐
(b) ☐

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

11,500,000 (1)

NUMBER OF
SHARES

6 SHARED VOTING POWER

BENEFICIALLY OWNED
BY EACH REPORTING
PERSON
WITH

0

7 SOLE DISPOSITIVE POWER

11,500,000 (1)

8 SHARED DISPOSITIVE POWER

0

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11,500,000 (1)

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES ☐

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

7.16%

12 TYPE OF REPORTING PERSON

PN

(1) Solely in its capacity as the general partner of Oaktree Opportunities Fund X Holdings (Delaware), L.P. and Oaktree Opportunities Fund Xb Holdings (Delaware), L.P.

CUSIP No. 40537Q605 SCHEDULE 13G Page 5 of 17

1 NAME OF REPORTING PERSON OR
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Oaktree Fund GP I, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) ☐
(b) ☐

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

11,500,000 (1)

NUMBER OF
SHARES

6 SHARED VOTING POWER

BENEFICIALLY OWNED
BY EACH REPORTING
PERSON
WITH

0

7 SOLE DISPOSITIVE POWER

11,500,000 (1)

8 SHARED DISPOSITIVE POWER

0

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11,500,000 (1)

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES ☐

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

7.16%

12 TYPE OF REPORTING PERSON

PN

(1) Solely in its capacity as the managing member of Oaktree Fund GP, LLC.

CUSIP No. 40537Q605 SCHEDULE 13G Page 6 of 17

1 NAME OF REPORTING PERSON OR
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Oaktree Capital I, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) ☐
(b) ☐

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

11,500,000 (1)

NUMBER OF
SHARES

6 SHARED VOTING POWER

BENEFICIALLY OWNED
BY EACH REPORTING
PERSON
WITH

0

7 SOLE DISPOSITIVE POWER

11,500,000 (1)

8 SHARED DISPOSITIVE POWER

0

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11,500,000 (1)

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES ☐

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

7.16%

12 TYPE OF REPORTING PERSON

PN

(1) Solely in its capacity as the general partner of Oaktree Fund GP I, L.P.

CUSIP No. 40537Q605 SCHEDULE 13G Page 7 of 17

1 NAME OF REPORTING PERSON OR
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

OCM Holdings I, LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) ☐
(b) ☐

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

11,500,000 (1)

NUMBER OF
SHARES

6 SHARED VOTING POWER

BENEFICIALLY OWNED
BY EACH REPORTING
PERSON
WITH

0

7 SOLE DISPOSITIVE POWER

11,500,000 (1)

8 SHARED DISPOSITIVE POWER

0

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11,500,000 (1)

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES ☐

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

7.16%

12 TYPE OF REPORTING PERSON

PN

(1) Solely in its capacity as the general partner of Oaktree Capital I, L.P.

CUSIP No. 40537Q605 SCHEDULE 13G Page 8 of 17

1 NAME OF REPORTING PERSON OR
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Oaktree Holdings, LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) ☐
(b) ☐

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

11,500,000 (1)

NUMBER OF
SHARES

6 SHARED VOTING POWER

BENEFICIALLY OWNED
BY EACH REPORTING
PERSON
WITH

0

7 SOLE DISPOSITIVE POWER

11,500,000 (1)

8 SHARED DISPOSITIVE POWER

0

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11,500,000 (1)

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES ☐

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

7.16%

12 TYPE OF REPORTING PERSON

PN

(1) Solely in its capacity as the managing member of OCM Holdings I, LLC.

CUSIP No. 40537Q605 SCHEDULE 13G Page 9 of 17

1 NAME OF REPORTING PERSON OR
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Oaktree Capital Group, LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) ☐
(b) ☐

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

11,500,000 (1)

NUMBER OF
SHARES 6 SHARED VOTING POWER

BENEFICIALLY OWNED
BY EACH REPORTING 0

PERSON 7 SOLE DISPOSITIVE POWER

WITH 11,500,000 (1)

8 SHARED DISPOSITIVE POWER

0

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11,500,000 (1)

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES ☐

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

7.16%

12 TYPE OF REPORTING PERSON

OO

(1) Solely in its capacity as the managing member of Oaktree Holdings, LLC and as the sole shareholder of Oaktree Holdings, Inc.

CUSIP No. 40537Q605 SCHEDULE 13G Page 10 of 17

1 NAME OF REPORTING PERSON OR
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Oaktree Capital Group Holdings GP, LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) ☐
(b) ☐

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

11,500,000 (1)

NUMBER OF
SHARES

6 SHARED VOTING POWER

BENEFICIALLY OWNED
BY EACH REPORTING
PERSON
WITH

0

7 SOLE DISPOSITIVE POWER

11,500,000 (1)

8 SHARED DISPOSITIVE POWER

0

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11,500,000 (1)

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES ☐

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

7.16%

12 TYPE OF REPORTING PERSON

OO

(1) Solely in its capacity as the duly elected manager of Oaktree Capital Group, LLC.

ITEM 1. (a) Name of Issuer:

Halcón Resources Corporation

(b) Address of Issuer's Principal Executive Offices:

1000 Louisiana Street, Suite 1500

Houston, TX 77002

ITEM

2. (a)-(c) Name of Person Filing; Address of Principal Business Office; and Citizenship

This Schedule 13G is filed jointly by each of the following persons (collectively, the "Reporting Persons") pursuant to a joint filing agreement attached hereto as Exhibit 1:

- (1) Oaktree Opportunities Fund X Holdings (Delaware), L.P., a Delaware limited Partnership ("X Holdings"), in its capacity as the direct owner 3,393,060 Shares;
 - (2) Oaktree Opportunities Fund Xb Holdings (Delaware), L.P., a Delaware limited partnership ("Xb Holdings"), in its capacity as the direct owner of 7,479,525 Shares;
 - (3) Oaktree Fund GP, LLC, a Delaware limited liability company ("Fund GP"), in its capacity as the general partner of X Holdings and Xb Holdings;
 - (4) Oaktree Fund GP I, L.P., a Delaware limited partnership ("GP I"), in its capacity as the managing member of Fund GP;
 - (5) Oaktree Capital I, L.P., a Delaware limited partnership ("Capital I"), in its capacity as the general partner of GP I;
 - (6) OCM Holdings I, LLC, a Delaware limited liability company ("Holdings I"), in its capacity as the general partner of Capital I;
 - (7) Oaktree Holdings, LLC, a Delaware limited liability company ("Holdings") in its capacity as the managing member of Holdings I;
 - (8) Oaktree Capital Group, LLC, a Delaware limited liability company ("OCG"), in its capacity as the managing member of Holdings; and
 - (9) Oaktree Capital Group Holdings GP, LLC, a Delaware limited liability company ("OCGH GP"), in its capacity as the duly elected manager of OCG.
-

CUSIP No. 40537Q605 SCHEDULE 13G Page 12 of 17

The principal business address of each of the Reporting Persons is 333 S. Grand Avenue, 28th Floor, Los Angeles, CA 90071.

(d) Title of Class of Securities:

Common Shares, \$0.0001 par value per share (the "Shares")

(e) CUSIP Number: 40537Q605

ITEM 3. IF THIS STATEMENT IS FILED PURSUANT TO SS.240.13D-1(B) OR 240.13D-2(B) OR (C), CHECK WHETHER THE PERSON FILING IS A:

- (a) ☐ Broker or dealer registered under Section 15 of the Act (15 U.S.C. 78o)
 - (b) ☐ Bank as defined in Section 3(a)(6) of the Act (15 U.S.C. 78c)
 - (c) ☐ Insurance company as defined in Section 3(a)(19) of the Act (15 U.S.C. 78c)
 - (d) ☐ Investment company registered under Section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8)
 - (e) ☐ An investment adviser in accordance with ss.240.13d-1(b)(1)(ii)(E)
 - (f) ☐ An employee benefit plan or endowment fund in accordance with ss.240.13d-1(b)(1)(ii)(F);
 - (g) ☐ A Parent holding company or control person in accordance with ss.240.13d-1(b)(1)(ii)(G);
 - (h) ☐ A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813)
 - (i) ☐ A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3)
 - (j) ☐ Group, in accordance with ss.240.13d-1(b)(1)(ii)(J).
-

ITEM 4. OWNERSHIP

The responses of the Reporting Persons to Rows 5-9 and 11 in each of their respective cover pages to this Schedule 13G are incorporated herein by reference.

X Holdings directly holds 3,750,000 Shares, constituting approximately 2.33% of the total issued and outstanding Shares and has the sole power to vote and dispose of such shares.

Xb Holdings directly holds 7,750,000 Shares, constituting approximately 4.82% of the total issued and outstanding Shares and has the sole power to vote and dispose of such Shares.

Fund GP, in its capacity as the general partner of X Holdings and Xb Holdings, has the ability to direct the management of X Holdings and Xb Holdings' business, including the power to direct the decisions of X Holdings and Xb Holdings regarding the vote and disposition of

securities held by X Holdings; therefore, Fund GP may be deemed to have indirect beneficial ownership of the Shares held by X Holdings and Xb Holdings.

GP I, in its capacity as the managing member of Fund GP has the ability to direct the management of the business of Fund GP, including the power to direct the decisions of Fund GP regarding the vote and disposition of securities held by X Holdings and Xb Holdings; therefore, GP I may be deemed to have indirect beneficial ownership of the Shares held by X Holdings and Xb Holdings.

Capital I, in its capacity as the general partner of GP I, has the ability to direct the management of GP I's business, including the power to direct the decisions of GP I regarding the vote and disposition of securities held by X Holdings and Xb Holdings; therefore, Capital I may be deemed to have indirect beneficial ownership of the Shares held by X

Holdings and Xb
Holdings.

Holdings I, in its capacity as the general partner of Capital I, has the ability to direct the management of Capital I's business, including the power to direct the decisions of Capital I regarding the vote and disposition of securities held by X Holdings and Xb Holdings; therefore, Holdings I may be deemed to have indirect beneficial ownership of the Shares held by X Holdings and Xb Holdings.

Holdings, in its capacity as the managing member of Holdings I, has the ability to direct the management of Holding I's business, including the power to direct the decisions of Holdings I regarding the vote and disposition of securities held by X Holdings and Xb Holdings; therefore, Holdings may be deemed to have indirect beneficial ownership of the Shares held by X Holdings and Xb Holdings.

OCG, in its capacity as the managing

member of Holdings,
has the ability to
direct the
management of
Holdings' business,
including the power
to direct the decisions
of Holdings regarding
the vote and
disposition of
securities held by X
Holdings and Xb
Holdings. Therefore,
OCG may be deemed
to have indirect
beneficial ownership
of the Shares held by
X Holdings and Xb
Holdings.

OCGH GP, in its
capacity as the duly
appointed manager of
OCG, has the ability
appoint and remove
directors of OCG and,
as such, may
indirectly control the
decisions of OCG
regarding the vote
and disposition of
securities held by X
Holdings and Xb
Holdings; therefore,
OCGH GP may be
deemed to have
indirect beneficial
ownership of the
Shares held by X
Holdings and Xb
Holdings.

CUSIP No. 40537Q605 SCHEDULE 13G Page 14 of 17

Pursuant to Rule 13d-4 of the Exchange Act, the Reporting Persons declare that filing this Statement shall not be construed as an admission that any such person is, for the purposes of Section 13(d) and/or Section 13(g) of the Exchange Act, the beneficial owner of any securities covered by this Statement except to the extent of such person's pecuniary interest in the Shares, and except to the extent of its pecuniary interest, such beneficial ownership is expressly disclaimed by each Reporting Person.

All ownership percentages of the securities reported in this Statement are based on 160,669,329 Shares outstanding as of November 2, 2018, as reported by the Issuer on the Form 10-Q, filed with the SEC on November 8, 2018.

ITEM
5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS.

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following .

ITEM
6. OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON.

Not Applicable.

ITEM
7. IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY.

Not Applicable.

ITEM
8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP.

Not Applicable.

ITEM
9. NOTICE OF DISSOLUTION OF GROUP

Not Applicable.

ITEM
10. CERTIFICATIONS.

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

CUSIP No. 40537Q605 SCHEDULE 13G Page 15 of 17

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: February 14, 2019

OAKTREE
OPPORTUNITIES FUND X
HOLDINGS (DELAWARE),
L.P.

By: Oaktree Fund GP, LLC
Its: General Partner

By: /s/ Jordan Mikes
Name: Jordan Mikes
Title: Authorized Signatory

OAKTREE
OPPORTUNITIES FUND XB
HOLDINGS (DELAWARE),
L.P.

By: Oaktree Fund GP, LLC
Its: General Partner

By: /s/ Jordan Mikes
Name: Jordan Mikes
Title: Authorized Signatory

OAKTREE FUND GP, LLC

By: Oaktree Fund GP I, L.P.
Its: Managing Member

By: /s/ Jordan Mikes
Name: Jordan Mikes
Title: Authorized Signatory

OAKTREE FUND GP I, L.P.

By: /s/ Jordan Mikes
Name: Jordan Mikes
Title: Authorized Signatory

CUSIP No. 40537Q605 SCHEDULE 13G Page 16 of 17

OAKTREE CAPITAL I,
L.P.

By: /s/ Jordan Mikes
Name: Jordan Mikes
Title: Authorized Signatory

OCM HOLDINGS I, LLC

By: /s/ Jordan Mikes
Name: Jordan Mikes
Title: Authorized Signatory

OAKTREE HOLDINGS,
LLC

By: /s/ Jordan Mikes
Name: Jordan Mikes
Title: Vice President

OAKTREE CAPITAL
GROUP, LLC

By: /s/ Jordan Mikes
Name: Jordan Mikes
Title: Vice President

OAKTREE CAPITAL
GROUP HOLDINGS
GP, LLC

By: /s/ Jordan Mikes
Name: Jordan Mikes
Title: Vice President

Exhibit Index

Exhibit Joint Filing Agreement as required by Rule 13d-1(k)(1) under the Securities Exchange Act of 1934, as
1. amended (previously filed).
