

HALCON RESOURCES CORP  
Form SC 13D/A  
January 28, 2013

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**SCHEDULE 13D**

Under the Securities Exchange Act of 1934\*

(Amendment No. 1 )

**Halcón Resources Corporation**

(Name of Issuer)

Common Stock, par value \$0.0001 per share

(Title of Class of Securities)

40537Q209

(CUSIP Number)

**COPY TO:**

**Joshua Beiser, Esq.**

**Assistant Secretary**

**Kellen Holdings, LLC**

**175 Berkeley Street**

**Boston, MA 02116**

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(617) 357-9500

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

January 18, 2013

(Dates of Events which Require Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13d-1(f) or 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 Rule 13d-7(b) 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 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).

SCHEDULE 13D

CUSIP No. 40537Q209

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1. NAME OF REPORTING PERSONS

Kellen Holdings, LLC

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

(a)  (b)

3. SEC USE ONLY

4. SOURCE OF FUNDS

OO

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)

N/A

6. CITIZENSHIP OR PLACE OF ORGANIZATION

State of Delaware

NUMBER OF 7. SOLE VOTING POWER

SHARES

BENEFICIALLY 14,671,666 less than 5%

OWNED BY 8. SHARED VOTING POWER

EACH

REPORTING 0 shares  
9. SOLE DISPOSITIVE POWER

PERSON

WITH

14,671,666 less than 5%  
10. SHARED DISPOSITIVE POWER

0 shares

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

14,671,666 less than 5%

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

N/A

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

4.0%

14. TYPE OF REPORTING PERSON

OO

Kellen Holdings, LLC ( Kellen ) hereby amends the report on Schedule 13D filed with the Commission on September 26, 2012 (the Schedule 13D ), with respect to the shares of common stock outstanding, par value \$0.0001, of Halcón Resources Corporation (the Issuer or Halcón ). The principal executive offices of the Issuer are located at 1000 Louisiana Street, Suite 6700, Houston, Texas 77002.

Except as set forth below, all Items on the Schedule 13D remain unchanged. Capitalized terms used by not defined herein have the meaning assigned to them in the Schedule 13D.

**Item 1. Security and Issuer.**

No Modification.

**Item 2. Identity and Background.**

Item 2 is amended with respect to Schedule A, updating of the Executive Officers and Directors of Liberty Mutual Holding Company Inc.

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

No Modification.

**Item 4. Purpose of Transaction.**

No Modification.

**Item 5. Interest in Securities of the Issuer.**

Items 5(a) is amended and restated as follows:

Kellen owns an aggregate amount of 14,671,666 shares of Halcón Common Stock. As a result of Halcón's stockholders approving the issuance of approximately 108.8 million shares of Halcón Common Stock upon the conversion of the convertible preferred stock issued to Petro-Hunt Holdings, LLC and an affiliate in connection with a recent merger transaction, Kellen's shares now constitute approximately 4.0% of the 366,953,461 issued and outstanding shares of Halcón Common Stock.

Items 5(b) - 5(d). No Modification.

Item 5(e) is amended and restated as follows:

Effective January 18, 2013, Kellen has ceased to be a beneficial owner of more than 5% of Halcón Common Stock.

**Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer.**

No Modification.

**Item 7. Material to be Filed as Exhibits.**

No Modification.



SIGNATURES

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.

KELLEN HOLDINGS, LLC

Dated: January 28, 2013

By: /s/ Daniel A. Rioux  
Daniel A. Rioux  
President and Chief Executive Officer

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SCHEDULE A

Controlling Persons

Kellen Holdings, LLC, a Delaware limited liability company, is a direct subsidiary of Liberty Energy Holdings, LLC, a Delaware limited liability company ( LEH ) and is an indirect subsidiary of Liberty Mutual Holding Company Inc., a Massachusetts mutual holding company. Liberty Mutual Holding Company Inc. is the ultimate controlling person of Kellen Holdings, LLC. Liberty Mutual Holding Company Inc. is a mutual holding company wherein its members are entitled to vote at meetings of the company. No such member is entitled to cast 10% or more of the votes. Liberty Mutual Holding Company Inc. has issued no voting securities.

The officer and director information for Kellen Holdings, LLC and Liberty Mutual Holding Company Inc. is as set forth below. The officer and director information for LEH is the same as Kellen.



**Kellen Holdings, LLC**

175 Berkeley Street

Boston, Massachusetts 02116

Executive Officers

A. Alexander Fontanes  
*Chairman of the Board*  
*Citizenship: U.S.A.*

Gregory S. Morzano  
*Chief Executive Officer and*  
*President*  
*Citizenship: U.S.A.*

Daniel A. Rioux  
*Chief Executive Officer,*  
*President and Treasurer*  
*Citizenship: U.S.A.*

Dennis J. Langwell  
*Chief Financial Officer and*  
*Senior Vice President*  
*Citizenship: U.S.A.*

Dexter R. Legg  
*Secretary and*  
*Vice President*  
*Citizenship: U.S.A.*

James F. Kelleher  
*Senior Vice President and*  
*Chief Legal Officer*  
*Citizenship: U.S.A.*

Scott E. Carson  
*Vice President*  
*Citizenship: U.S.A.*

Sean P. O'Neill  
*Vice President*  
*Citizenship: U.S.A.*

Gary Ostrow  
*Vice President*  
*Citizenship: U.S.A.*

Cary Bailey  
*Assistant Treasurer*  
*Citizenship: U.S.A.*

Mark D. Amato  
*Assistant Treasurer*  
*Citizenship: U.S.A.*

David G. Hayter  
*Assistant Treasurer*  
*Citizenship: U.S.A.*

Michael P. Russell  
*Assistant Treasurer*  
*Citizenship: U.S.A.*

Laurance H.S. Yahia  
*Assistant Treasurer*  
*Citizenship: U.S.A.*

Steven M. Zagoren  
*Assistant Treasurer*  
*Citizenship: U.S.A.*

Joshua E. Beiser  
*Assistant Secretary*  
*Citizenship: U.S.A.*

Kristin L. Kelley  
*Assistant Secretary*  
*Citizenship: U.S.A.*

James R. Pugh  
*Assistant Secretary*  
*Citizenship: U.S.A.*

Directors

A. Alexander Fontanes  
*Chairman of the Board*  
*Citizenship: U.S.A.*

Dennis J. Langwell  
*Chief Financial Officer*  
*and Senior Vice President*  
*Citizenship: U.S.A.*

James F. Kelleher  
*Senior Vice President and*  
*Chief Legal Officer*  
*Citizenship: U.S.A.*

**Executive Officers and Directors of Ultimate Control Person**

**Liberty Mutual Holding Company Inc.**

175 Berkeley Street

Boston, Massachusetts 02116

Executive Officers

|   |  |  |
|---|--|--|
| Edmund F. Kelly<br><i>Chairman of the Board</i><br><i>Citizenship: U.S.A.</i>   | David H. Long<br><i>Chief Executive Officer</i><br><i>and President</i><br><i>Citizenship: U.S.A.</i>                    | James P. Condrin, III<br><i>Executive Vice President</i><br><i>Citizenship: U.S.A.</i>   |
| A. Alexander Fontanes<br><i>Executive Vice President and</i><br><i>Chief Investment Officer</i><br><i>Citizenship: U.S.A.</i> | Christopher L. Peirce<br><i>Executive Vice President</i><br><i>Citizenship: U.S.A.</i>                                   | Timothy M. Sweeney<br><i>Executive Vice President</i><br><i>Citizenship: U.S.A.</i>      |
| Luis Bonell<br><i>Executive Vice President</i><br><i>Citizenship: Spain</i>   | James M. McGlennon<br><i>Senior Vice President and</i><br><i>Chief Information Officer</i><br><i>Citizenship: U.S.A.</i> | Laurance H.S. Yahia<br><i>Vice President and Treasurer</i><br><i>Citizenship: U.S.A.</i> |
| Dennis J. Langwell<br><i>Senior Vice President and</i><br><i>Chief Financial Officer</i><br><i>Citizenship: U.S.A.</i>        | James F. Kelleher<br><i>Senior Vice President and</i><br><i>Chief Legal Officer</i><br><i>Citizenship: U.S.A.</i>        | Paul G. Alexander<br><i>Senior Vice President</i><br><i>Citizenship: U.S.A.</i>          |
| Dexter R. Legg<br><i>Vice President and Secretary</i><br><i>Citizenship: U.S.A.</i>   | J. Eric Brosius<br><i>Senior Vice President and</i><br><i>Corporate Actuary</i><br><i>Citizenship: U.S.A.</i>            | Melanie M. Foley<br><i>Senior Vice President</i><br><i>Citizenship: U.S.A.</i>           |
| Steven M. Zagoren<br><i>Assistant Treasurer</i>   | Gary J. Ostrow<br><i>Vice President</i>  | John D. Doyle  |

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*Citizenship: U.S.A.*

*Citizenship: U.S.A.*

*Vice President and Comptroller  
Citizenship: U.S.A.*

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**Liberty Mutual Holding Company Inc.**

175 Berkeley Street

Boston, Massachusetts 02116

Directors

|  |                                   |                                    |
|--|-----------------------------------|------------------------------------|
| Edmund F. Kelly                        | David H. Long                     | Michael J. Babcock                 |
| <i>Chairman of the Board</i>           | <i>Chief Executive Officer</i>    | <i>Private Investor</i>            |
| <i>c/o Liberty Mutual Holding</i>      | <i>and President</i>              | <i>c/o Liberty Mutual Holding</i>  |
| <i>Company Inc.</i>                    | <i>c/o Liberty Mutual Holding</i> | <i>Company Inc.</i>                |
| <i>Citizenship: U.S.A.</i>             | <i>Company Inc.</i>               | <i>Citizenship: U.S.A.</i>         |
|  | <i>Citizenship: U.S.A.</i>        |                                    |
| Charles I. Clough, Jr.                 | Nicholas M. Donofrio              | Francis A. Doyle, III              |
| <i>Chairman and</i>                    | <i>Private Investor</i>           | <i>President and</i>               |
| <i>Chief Executive Officer</i>         | <i>c/o Liberty Mutual Holding</i> | <i>Chief Operating Officer and</i> |
| <i>Clough Capital Partners, LP</i>     | <i>Company Inc.</i>               | <i>President</i>                   |
| <i>c/o Liberty Mutual Holding</i>      | <i>Citizenship: U.S.A.</i>        | <i>Connell Limited Partnership</i> |
| <i>Company Inc.</i>                    |                                   | <i>c/o Liberty Mutual Holding</i>  |
| <i>Citizenship: U.S.A.</i>             |                                   | <i>Company Inc.</i>                |
|  |                                   | <i>Citizenship: U.S.A.</i>         |
| Marian L. Heard                        | John P. Manning                   | Thomas J. May                      |
| <i>President and</i>                   | <i>Chief Executive Officer</i>    | <i>Chairman, President and</i>     |
| <i>Chief Executive Officer</i>         | <i>Boston Capital Corporation</i> | <i>Chief Executive Officer</i>     |
| <i>Oxen Hill Partners</i>              | <i>c/o Liberty Mutual Holding</i> | <i>NSTAR</i>                       |
| <i>c/o Liberty Mutual Holding</i>      | <i>Company Inc.</i>               | <i>c/o Liberty Mutual Holding</i>  |
| <i>Company Inc.</i>                    | <i>Citizenship: U.S.A.</i>        | <i>Company Inc.</i>                |
| <i>Citizenship: U.S.A.</i>             |                                   | <i>Citizenship: U.S.A.</i>         |
| Ellen A. Rudnick                       | Martin P. Slark                   | William C. Van Faasen              |
| <i>Executive Director and Clinical</i> | <i>Vice Chairman and</i>          | <i>Private Investor</i>            |

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*Professor, Polsky Center for Entrepreneurship,  
University of*

*Chicago Booth School of Business*

*c/o Liberty Mutual Holding*

*Company Inc.*

*Citizenship: U.S.A.*

*Annette M. Verschuren*

*Private Investor*

*c/o Liberty Mutual Holding*

*Company Inc.*

*Citizenship: Canada*

*Chief Executive Officer*

*Molex Incorporated*

*c/o Liberty Mutual Holding*

*Company Inc.*

*Citizenship: U.S.A.*

*c/o Liberty Mutual Holding*

*Company Inc.*

*Citizenship: U.S.A.*