

HALCON RESOURCES CORP  
Form 4  
May 27, 2014

**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 \*  
CANADA PENSION PLAN  
INVESTMENT BOARD

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)  
  
ONE QUEEN STREET EAST,  
SUITE 2500  
  
(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)  
05/22/2014

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

TORONTO, A6 M5C 2W5

(City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
\_\_\_ Form filed by One Reporting Person  
\_X\_ Form filed by More than One Reporting Person

**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 Ownership (Instr. 4)
			Code	V Amount (D) Price			
Common Stock	05/22/2014		A <sup>(1)</sup>	28,300 A \$ 0	5,641,530 <sup>(2)</sup>	D	
Common Stock					43,885,366	I	See Footnote <sup>(3)</sup>

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

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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	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
Series A Convertible Preferred Stock	(4)					(4) (4)	Common Stock	6,497,724

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CANADA PENSION PLAN INVESTMENT BOARD ONE QUEEN STREET EAST, SUITE 2500 TORONTO, A6 M5C 2W5		X		
CPP Investment Board PMI-2 Inc. ONE QUEEN STREET EAST, SUITE 2500 TORONTO, A6 M5C 2W5		X		

## Signatures

/s/ Benjamin Barron, Canada Pension Plan Investment Board, by Benjamin Barron, as Attorney-in-Fact 05/27/2014

\_\_Signature of Reporting Person Date

/s/ Benjamin Barron, CPP Investment Board PMI-2 Inc., by Benjamin Barron, as Attorney-in-Fact 05/27/2014

\_\_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) Canada Pension Plan Investment Board ("CPPIB") is the employer of Kevin Godwin, a non-employee director of the Issuer. The Issuer and Mr. Godwin have agreed that any options or other rights to acquire securities that would otherwise be paid or given to Mr. Godwin by the Issuer as a result of his service as a director of the Issuer shall instead be issued to CPPIB as Mr. Godwin's employer. Accordingly, the Issuer issued these restricted shares directly to CPPIB on May 22, 2014. Mr. Godwin has no beneficial ownership of or pecuniary interest in these restricted shares.

