

HALCON RESOURCES CORP
Form SC 13D
September 26, 2012

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934*

(Amendment No.)

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

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175 Berkeley Street

Boston, MA 02116

(617) 357-9500

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

September 17, 2012

(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

14,666,666

OWNED BY

8. SHARED VOTING POWER

EACH

REPORTING

0 shares

9. SOLE DISPOSITIVE POWER

PERSON

WITH

14,666,666

10. SHARED DISPOSITIVE POWER

0 shares

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

14,666,666

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)

6.8%

14. TYPE OF REPORTING PERSON

OO

Item 1. Security and Issuer.

The class of equity securities to which this Statement on Schedule 13D (the Statement) relates is the common stock, par value \$0.0001 per share (the Common Stock or Halcón Common Stock) of Halcón Resources Corporation, a Delaware corporation (the Issuer or Halcón). The principal executive offices of the Issuer are located at 1000 Louisiana Street, Suite 6700, Houston, Texas 77002.

Item 2. Identity and Background.

This Statement is filed on behalf of the following person:

Kellen Holdings, LLC (Kellen), a Delaware limited liability company, c/o Liberty Energy Holdings, LLC 175 Berkeley Street, Boston, Massachusetts 02116. Kellen s principal business is investment in hydrocarbons and related energy investments.

In accordance with the provisions of General Instruction C to Schedule 13D, information concerning the directors, executive officers and controlling persons of Kellen, required by Item 2 of Schedule 13D is listed on Schedule A hereto and is incorporated by reference herein.

Within the last five years, neither Kellen, nor to the best of their respective knowledge, any executive officer or director of Kellen, has been convicted in any criminal proceeding (excluding traffic violations or similar misdemeanors) or has been 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.

The securities of the Issuer as to which this schedule is filed were acquired by Kellen as part of a distribution of Halcón Common Stock by HALRES LLC. On September 17, 2012, HALRES LLC distributed shares of Halcón Common Stock to its members. Kellen is a member in HALRES LLC and was issued 14,666,666 shares of Halcón Common Stock.

Item 4. Purpose of Transaction.

Kellen originally acquired the securities in HALRES LLC for investment purposes and received and intends to maintain the Issuer s securities distributed to it from HALRES LLC for investment purposes. Depending on market conditions, its continuing evaluation of the business and prospects of the Issuer and other factors, Kellen may dispose of or acquire additional securities of the Issuer. Kellen intends to monitor and evaluate its investment in the Issuer in light of pertinent factors, market conditions, the Issuer s performance and prospects, the trading prices of Halcón Common Stock, conditions in the industry and general economic conditions. Kellen may make additional purchases of Halcón Common Stock in the future through market transactions or otherwise, maintain its current investment, or dispose of some of all of Halcón Common Stock. Except as set forth below, Kellen does not have any current plans or proposals which would relate to or would result in (a) the acquisition by any person of additional securities of the Issuer, or the disposition of securities of the Issuer; (b) an extraordinary corporate transaction, such as a merger, reorganization or liquidation, involving the Issuer or any of its subsidiaries; (c) a sale or transfer of a material amount of assets of the Issuer or any of its subsidiaries; (d) any change in the present board of directors or management of the Issuer, including any plans or proposals to change

the number or term of directors or to fill any existing vacancies on the board; (e) any material change in the present capitalization or dividend policy of the Issuer; (f) any other material change in the Issuer's business or corporate structure, including but not limited to, if the Issuer is a registered closed-end-investment company, any plans or proposals to make any changes in its investment policy for which a vote is required by Section 13 of the Investment Company Act of 1940; (g) changes in the Issuer's charter, bylaws or instruments corresponding thereto or other actions which may impede the acquisition of control of the Issuer by any person; (h) causing a class of securities of the Issuer to be delisted from a national securities exchange or to cease to be authorized to be quoted on an inter-dealer quotation system of a registered national securities association; (i) a class of equity securities of the Issuer becoming eligible for termination of registration pursuant to Section 12(g)(4) of the Securities Exchange Act of 1934, as amended, or (j) any action similar to any of those enumerated above.

Item 5. Interest in Securities of the Issuer.

The ownership percentages set for below are based on 216,217,425 shares of the Issuer's Common Stock outstanding as reported in the Form 3 Registration Statement of the Issuer filed with the Securities and Exchange Commission on September 12, 2012.

(a) Kellen owns an aggregate amount of 14,666,666 shares of Halcón Common Stock, which constitutes approximately 6.8% of the 216,217,425 issued and outstanding shares of Halcón Common Stock.

(b) Kellen has the sole power to vote or direct the vote of, and the sole power to dispose or direct the disposition of, 14,666,666 shares. Kellen has no shared power to either vote or dispose of the shares.

(c) Except as otherwise described herein, including in Item 3, or in any Exhibit filed herewith, to the knowledge of the reporting person, none of the persons named in response to paragraph (a) above has effected any transaction in shares of Halcón Common Stock during the past 60 days.

(d) With respect to Kellen, to the best of its knowledge, no other person is known to have the right to receive or the power to direct the receipt of dividends from, or the proceedings from the sale of, such securities, where such interest relates to either more or less than five percent of the class.

(e) Not applicable.

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

Daniel Rioux, an officer of Kellen, sits on the Issuer's Board of Directors. Pursuant to a director's stock agreement, Kellen is to receive 5,000 shares of Halcón Restricted Stock which vests on December 7, 2012.

Item 7. Material to be Filed as Exhibits.

None

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: September 26, 2012

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.

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

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

Caury Bailey
Assistant Treasurer
Citizenship: U.S.A.

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

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

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

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

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

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

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

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

Directors

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

Christopher C. Mansfield
Senior Vice President and
General Counsel
Citizenship: U.S.A.

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

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

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

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

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.

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

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.