

HALCON RESOURCES CORP
Form 5
February 10, 2016

FORM 5

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b). Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

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)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
12/31/2015

___ Director ___X___ 10% Owner
___ Officer (give title below) ___X___ Other (specify below)
Director by Deputization

ONE QUEEN STREET EAST,
SUITE 2500

(Street)

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

6. Individual or Joint/Group Reporting

(check applicable line)

TORONTO, A6 M5C 2W5

(City) (State) (Zip)

___ 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 at end of Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|--------------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------|
| Common Stock | 06/01/2015 | ^ | J ⁽¹⁾ | 497,503 A \$ 0 | 1,351,437 ⁽²⁾ | D | ^ |
| Common Stock | ^ | ^ | ^ | ^ ^ ^ ^ | 8,775,513 ⁽³⁾ | I | See Footnote ⁽⁴⁾ |

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 (Instr. 8) | 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) |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|
| | | | | | (A) (D) | Date Exercisable Expiration Date | Title Amount or Number of Shares |
| Series A Convertible Preferred Stock | Â | Â | Â | Â | Â Â | Â <u>(5)</u> Â <u>(5)</u> | Common Stock 1,299,545 <u>(6)</u> |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|-----------------------------------------------------------------------------------------------------|---------------|-----------|---------|--------------------------|
| | Director | 10% Owner | Officer | Other |
| CANADA PENSION PLAN INVESTMENT BOARD ONE QUEEN STREET EAST, SUITE 2500 TORONTO, Â A6Â M5C 2W5 | Â | Â X | Â | Director by Deputization |
| CPP Investment Board PMI-2 Inc. ONE QUEEN STREET EAST, SUITE 2500 TORONTO, Â A6Â M5C 2W5 | Â | Â X | Â | Â |

Signatures

| | | |
|----------------------------------------------------------------------------------------------------|---------------------------------|------------|
| /s/ Benjamin Barron, Canada Pension Plan Investment Board, by Benjamin Barron, as Attorney-in-Fact | **Signature of Reporting Person | 02/10/2016 |
| | | Date |
| /s/ Benjamin Barron, CPP Investment Board PMI-2 Inc., by Benjamin Barron, as Attorney-in-Fact | **Signature of Reporting Person | 02/10/2016 |
| | | 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) On June 1, 2015, the Issuer paid a quarterly dividend on its 5.75% Series A Cumulative Perpetual Convertible Preferred Stock ("Convertible Preferred Stock") to holders of record on May 13, 2015. The dividend was paid in shares of common stock having a fair market value (as determined under the certificate of designation governing the Convertible Preferred Stock) equal to the aggregate dividend amount. Canada Pension Plan Investment Board ("CPPIB") received 497,503 shares of common stock pursuant to this dividend payment.

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- (2) Effective January 4, 2016, the common stock of the Issuer split 1-for-5, resulting in the reduction in the reporting persons' ownership of common stock by 5,405,749.
- (3) Effective January 4, 2016, the common stock of the Issuer split 1-for-5, resulting in the reduction in the reporting persons' ownership of common stock by 35,102,053.
- On December 17, 2012, CPPIB filed a joint Form 3 regarding these shares with CPP Investment Board PMI-2 Inc. ("CPPIB PMI-2").
- (4) CPPIB PMI-2 directly owns these shares of common stock of the Issuer. CPPIB PMI-2 is a wholly owned subsidiary of CPPIB, thus CPPIB is an indirect beneficial owner of the securities.
- The Convertible Preferred Stock is convertible into common stock at any time at an initial rate of 162.4431 shares of common stock per share of Convertible Preferred Stock (which is equivalent to an initial conversion price of approximately \$6.16 per share of Issuer common stock), subject to customary anti-dilution adjustments. The Convertible Preferred Stock has no expiration date.
- (5)
- (6) Effective January 4, 2016, the common stock of the Issuer split 1-for-5, resulting in the reduction in the reporting persons' ownership of common stock by 5,198,179.

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Remarks:

ExhibitÂ List:

ExhibitÂ 24.1Â -Â PowerÂ ofÂ AttorneyÂ (CanadaÂ PensionÂ PlanÂ InvestmentÂ Board)Â (attachedÂ asÂ ExhibitÂ 24.2)

ExhibitÂ 24.2Â -Â PowerÂ ofÂ AttorneyÂ (CPPÂ InvestmentÂ BoardÂ PMI-2Â Inc.)Â (attachedÂ asÂ ExhibitÂ 24.1Â toÂ

Note: File three copies of this Form, one of which must be manually signed. If space provided is insufficient, *see* Instruction 6 for procedure.

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