

HALCON RESOURCES CORP
Form SC 13D/A
April 05, 2019

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

SCHEDULE 13D

**Under the Securities Exchange Act of 1934
(Amendment No. 3)***

HALCÓN RESOURCES CORPORATION

(Name of Issuer)

Common Stock, \$0.0001 par value

(Title of Class of Securities)

40537Q605

(CUSIP Number)

Alison S. Ressler, Esq.

Rita-Anne O Neill, Esq.

Sullivan & Cromwell LLP

1888 Century Park East, Suite 2100

Los Angeles, California 90067

(310) 712-6600

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

April 5, 2019

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(Date of Event Which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§ 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box. o

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7 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).

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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CUSIP No. 40537Q605

1. Names of Reporting Persons
AF IV Energy II AIV B1, L.P.
2. Check the Appropriate Box if a Member of a Group (See Instructions)
(a)
(b)
3. SEC Use Only
4. Source of Funds (See Instructions)
OO
5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)
6. Citizenship or Place of Organization
Delaware
7. Sole Voting Power
0
8. Shared Voting Power
5,754,310 (See Items 3, 4, 5 and 6)
9. Sole Dispositive Power
0
10. Shared Dispositive Power
5,754,310 (See Items 3, 4, 5 and 6)
11. Aggregate Amount Beneficially Owned by Each Reporting Person
5,754,310 (See Items 3, 4, 5 and 6)
12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)
13. Percent of Class Represented by Amount in Row (11)
3.6% (See Item 3, 4, 5 and 6)
14. Type of Reporting Person (See Instructions)
PN
- Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

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CUSIP No. 40537Q605

1. Names of Reporting Persons
AF IV Energy II AIV A1, L.P.
2. Check the Appropriate Box if a Member of a Group (See Instructions)
(a)
(b)
3. SEC Use Only
4. Source of Funds (See Instructions)
OO
5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)
6. Citizenship or Place of Organization
Delaware
- | | | |
|---|-----|---|
| Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With | 7. | Sole Voting Power
0 |
| | 8. | Shared Voting Power
913,331 (See Items 3, 4, 5 and 6) |
| | 9. | Sole Dispositive Power
0 |
| | 10. | Shared Dispositive Power
913,331 (See Items 3, 4, 5 and 6) |
11. Aggregate Amount Beneficially Owned by Each Reporting Person
913,331 (See Items 3, 4, 5 and 6)
12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)
13. Percent of Class Represented by Amount in Row (11)
0.6% (See Item 3, 4, 5 and 6)
14. Type of Reporting Person (See Instructions)
PN

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CUSIP No. 40537Q605

1. Names of Reporting Persons
AF IV Energy II AIV A2, L.P.
2. Check the Appropriate Box if a Member of a Group (See Instructions)
(a)
(b)
3. SEC Use Only
4. Source of Funds (See Instructions)
OO
5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)
6. Citizenship or Place of Organization
Delaware
- | | | |
|---|-----|---|
| Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With | 7. | Sole Voting Power
0 |
| | 8. | Shared Voting Power
1,369,850 (See Items 3, 4, 5 and 6) |
| | 9. | Sole Dispositive Power
0 |
| | 10. | Shared Dispositive Power
1,369,850 (See Items 3, 4, 5 and 6) |
11. Aggregate Amount Beneficially Owned by Each Reporting Person
1,369,850 (See Items 3, 4, 5 and 6)
12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)
13. Percent of Class Represented by Amount in Row (11)
0.9% (See Item 3, 4, 5 and 6)
14. Type of Reporting Person (See Instructions)
PN

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CUSIP No. 40537Q605

1. Names of Reporting Persons
AF IV Energy II AIV A3, L.P.
2. Check the Appropriate Box if a Member of a Group (See Instructions)
(a)
(b)
3. SEC Use Only
4. Source of Funds (See Instructions)
OO
5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)
6. Citizenship or Place of Organization
Delaware
- | | | |
|---|-----|---|
| Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With | 7. | Sole Voting Power
0 |
| | 8. | Shared Voting Power
578,350 (See Items 3, 4, 5 and 6) |
| | 9. | Sole Dispositive Power
0 |
| | 10. | Shared Dispositive Power
578,350 (See Items 3, 4, 5 and 6) |
11. Aggregate Amount Beneficially Owned by Each Reporting Person
578,350 (See Items 3, 4, 5 and 6)
12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)
13. Percent of Class Represented by Amount in Row (11)
0.4% (See Item 3, 4, 5 and 6)
14. Type of Reporting Person (See Instructions)
PN

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CUSIP No. 40537Q605

1. Names of Reporting Persons
AF IV Energy II AIV A4, L.P.
2. Check the Appropriate Box if a Member of a Group (See Instructions)
(a)
(b)
3. SEC Use Only
4. Source of Funds (See Instructions)
OO
5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)
6. Citizenship or Place of Organization
Delaware
- | | | |
|---|-----|---|
| Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With | 7. | Sole Voting Power
0 |
| | 8. | Shared Voting Power
591,392 (See Items 3, 4, 5 and 6) |
| | 9. | Sole Dispositive Power
0 |
| | 10. | Shared Dispositive Power
591,392 (See Items 3, 4, 5 and 6) |
11. Aggregate Amount Beneficially Owned by Each Reporting Person
591,392 (See Items 3, 4, 5 and 6)
12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)
13. Percent of Class Represented by Amount in Row (11)
0.4% (See Item 3, 4, 5 and 6)
14. Type of Reporting Person (See Instructions)
PN

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CUSIP No. 40537Q605

1. Names of Reporting Persons
AF IV Energy II AIV A5, L.P.
2. Check the Appropriate Box if a Member of a Group (See Instructions)
(a)
(b)
3. SEC Use Only
4. Source of Funds (See Instructions)
OO
5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)
6. Citizenship or Place of Organization
Delaware
7. Sole Voting Power
0
8. Shared Voting Power
757,973 (See Items 3, 4, 5 and 6)
9. Sole Dispositive Power
0
10. Shared Dispositive Power
757,973 (See Items 3, 4, 5 and 6)
11. Aggregate Amount Beneficially Owned by Each Reporting Person
757,973 (See Items 3, 4, 5 and 6)
12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)
13. Percent of Class Represented by Amount in Row (11)
0.5% (See Item 3, 4, 5 and 6)
14. Type of Reporting Person (See Instructions)
PN

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

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CUSIP No. 40537Q605

- | | |
|-----|--|
| 1. | Names of Reporting Persons
AF IV Energy II AIV A6, L.P. |
| 2. | Check the Appropriate Box if a Member of a Group (See Instructions)
(a) <input type="radio"/>
(b) <input checked="" type="radio"/> |
| 3. | SEC Use Only |
| 4. | Source of Funds (See Instructions)
OO |
| 5. | Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) <input type="radio"/> |
| 6. | Citizenship or Place of Organization
Delaware |
| 7. | Sole Voting Power
0 |
| 8. | Shared Voting Power
593,597 (See Items 3, 4, 5 and 6) |
| 9. | Sole Dispositive Power
0 |
| 10. | Shared Dispositive Power
593,597 (See Items 3, 4, 5 and 6) |
| 11. | Aggregate Amount Beneficially Owned by Each Reporting Person
593,597 (See Items 3, 4, 5 and 6) |
| 12. | Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) <input type="radio"/> |
| 13. | Percent of Class Represented by Amount in Row (11)
0.4% (See Item 3, 4, 5 and 6) |
| 14. | Type of Reporting Person (See Instructions)
PN |

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

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CUSIP No. 40537Q605

- | | |
|-----|--|
| 1. | Names of Reporting Persons
AF IV Energy II AIV A7, L.P. |
| 2. | Check the Appropriate Box if a Member of a Group (See Instructions)
(a) <input type="radio"/>
(b) <input checked="" type="radio"/> |
| 3. | SEC Use Only |
| 4. | Source of Funds (See Instructions)
OO |
| 5. | Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) <input type="radio"/> |
| 6. | Citizenship or Place of Organization
Delaware |
| 7. | Sole Voting Power
0 |
| 8. | Shared Voting Power
304,461 (See Items 3, 4, 5 and 6) |
| 9. | Sole Dispositive Power
0 |
| 10. | Shared Dispositive Power
304,461 (See Items 3, 4, 5 and 6) |
| 11. | Aggregate Amount Beneficially Owned by Each Reporting Person
304,461 (See Items 3, 4, 5 and 6) |
| 12. | Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) <input type="radio"/> |
| 13. | Percent of Class Represented by Amount in Row (11)
0.2% (See Item 3, 4, 5 and 6) |
| 14. | Type of Reporting Person (See Instructions)
PN |

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

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CUSIP No. 40537Q605

- | | |
|-----|--|
| 1. | Names of Reporting Persons
AF IV Energy II AIV A8, L.P. |
| 2. | Check the Appropriate Box if a Member of a Group (See Instructions)
(a) <input type="radio"/>
(b) <input checked="" type="radio"/> |
| 3. | SEC Use Only |
| 4. | Source of Funds (See Instructions)
OO |
| 5. | Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) <input type="radio"/> |
| 6. | Citizenship or Place of Organization
Delaware |
| 7. | Sole Voting Power
0 |
| 8. | Shared Voting Power
590,608 (See Items 3, 4, 5 and 6) |
| 9. | Sole Dispositive Power
0 |
| 10. | Shared Dispositive Power
590,608 (See Items 3, 4, 5 and 6) |
| 11. | Aggregate Amount Beneficially Owned by Each Reporting Person
590,608 (See Items 3, 4, 5 and 6) |
| 12. | Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) <input type="radio"/> |
| 13. | Percent of Class Represented by Amount in Row (11)
0.4% (See Item 3, 4, 5 and 6) |
| 14. | Type of Reporting Person (See Instructions)
PN |

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

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CUSIP No. 40537Q605

- | | |
|-----|--|
| 1. | Names of Reporting Persons
AF IV Energy II AIV A9, L.P. |
| 2. | Check the Appropriate Box if a Member of a Group (See Instructions)
(a) <input type="radio"/>
(b) <input checked="" type="radio"/> |
| 3. | SEC Use Only |
| 4. | Source of Funds (See Instructions)
OO |
| 5. | Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) <input type="radio"/> |
| 6. | Citizenship or Place of Organization
Delaware |
| 7. | Sole Voting Power
0 |
| 8. | Shared Voting Power
612,219 (See Items 3, 4, 5 and 6) |
| 9. | Sole Dispositive Power
0 |
| 10. | Shared Dispositive Power
612,219 (See Items 3, 4, 5 and 6) |
| 11. | Aggregate Amount Beneficially Owned by Each Reporting Person
612,219 (See Items 3, 4, 5 and 6) |
| 12. | Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) <input type="radio"/> |
| 13. | Percent of Class Represented by Amount in Row (11)
0.4% (See Item 3, 4, 5 and 6) |
| 14. | Type of Reporting Person (See Instructions)
PN |

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

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CUSIP No. 40537Q605

- | | |
|-----|--|
| 1. | Names of Reporting Persons
AF IV Energy II AIV A10, L.P. |
| 2. | Check the Appropriate Box if a Member of a Group (See Instructions)
(a) <input type="radio"/>
(b) <input checked="" type="radio"/> |
| 3. | SEC Use Only |
| 4. | Source of Funds (See Instructions)
OO |
| 5. | Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) <input type="radio"/> |
| 6. | Citizenship or Place of Organization
Delaware |
| 7. | Sole Voting Power
0 |
| 8. | Shared Voting Power
913,331 (See Items 3, 4, 5 and 6) |
| 9. | Sole Dispositive Power
0 |
| 10. | Shared Dispositive Power
913,331 (See Items 3, 4, 5 and 6) |
| 11. | Aggregate Amount Beneficially Owned by Each Reporting Person
913,331 (See Items 3, 4, 5 and 6) |
| 12. | Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) <input type="radio"/> |
| 13. | Percent of Class Represented by Amount in Row (11)
0.6% (See Item 3, 4, 5 and 6) |
| 14. | Type of Reporting Person (See Instructions)
PN |

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

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CUSIP No. 40537Q605

1. Names of Reporting Persons
AF IV Energy II AIV A11, L.P.
2. Check the Appropriate Box if a Member of a Group (See Instructions)
(a)
(b)
3. SEC Use Only
4. Source of Funds (See Instructions)
OO
5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)
6. Citizenship or Place of Organization
Delaware
- | | | |
|---|-----|---|
| Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With | 7. | Sole Voting Power
0 |
| | 8. | Shared Voting Power
342,435 (See Items 3, 4, 5 and 6) |
| | 9. | Sole Dispositive Power
0 |
| | 10. | Shared Dispositive Power
342,435 (See Items 3, 4, 5 and 6) |
11. Aggregate Amount Beneficially Owned by Each Reporting Person
342,435 (See Items 3, 4, 5 and 6)
12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)
13. Percent of Class Represented by Amount in Row (11)
0.2% (See Item 3, 4, 5 and 6)
14. Type of Reporting Person (See Instructions)
PN

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CUSIP No. 40537Q605

- | | |
|-----|--|
| 1. | Names of Reporting Persons
AF IV Energy II AIV A12, L.P. |
| 2. | Check the Appropriate Box if a Member of a Group (See Instructions)
(a) <input type="radio"/>
(b) <input checked="" type="radio"/> |
| 3. | SEC Use Only |
| 4. | Source of Funds (See Instructions)
OO |
| 5. | Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) <input type="radio"/> |
| 6. | Citizenship or Place of Organization
Delaware |
| 7. | Sole Voting Power
0 |
| 8. | Shared Voting Power
608,749 (See Items 3, 4, 5 and 6) |
| 9. | Sole Dispositive Power
0 |
| 10. | Shared Dispositive Power
608,749 (See Items 3, 4, 5 and 6) |
| 11. | Aggregate Amount Beneficially Owned by Each Reporting Person
608,749 (See Items 3, 4, 5 and 6) |
| 12. | Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) <input type="radio"/> |
| 13. | Percent of Class Represented by Amount in Row (11)
0.4% (See Item 3, 4, 5 and 6) |
| 14. | Type of Reporting Person (See Instructions)
PN |

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

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CUSIP No. 40537Q605

1. Names of Reporting Persons
SSF III Halcon AIV B1, L.P.
2. Check the Appropriate Box if a Member of a Group (See Instructions)
(a)
(b)
3. SEC Use Only
4. Source of Funds (See Instructions)
OO
5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)
6. Citizenship or Place of Organization
Delaware
7. Sole Voting Power
0
8. Shared Voting Power
259,761 (See Items 3, 4, 5 and 6)
9. Sole Dispositive Power
0
10. Shared Dispositive Power
259,761 (See Items 3, 4, 5 and 6)
11. Aggregate Amount Beneficially Owned by Each Reporting Person
259,761 (See Items 3, 4, 5 and 6)
12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)
13. Percent of Class Represented by Amount in Row (11)
0.2% (See Item 3, 4, 5 and 6)
14. Type of Reporting Person (See Instructions)
PN

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

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CUSIP No. 40537Q605

1. Names of Reporting Persons
SSF III Halcon AIV 1, L.P.
2. Check the Appropriate Box if a Member of a Group (See Instructions)
(a)
(b)
3. SEC Use Only
4. Source of Funds (See Instructions)
OO
5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)
6. Citizenship or Place of Organization
Delaware
- | | | |
|---|-----|---|
| Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With | 7. | Sole Voting Power
0 |
| | 8. | Shared Voting Power
1,113,192 (See Items 3, 4, 5 and 6) |
| | 9. | Sole Dispositive Power
0 |
| | 10. | Shared Dispositive Power
1,113,192 (See Items 3, 4, 5 and 6) |
11. Aggregate Amount Beneficially Owned by Each Reporting Person
1,113,192 (See Items 3, 4, 5 and 6)
12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)
13. Percent of Class Represented by Amount in Row (11)
0.7% (See Item 3, 4, 5 and 6)
14. Type of Reporting Person (See Instructions)
PN

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CUSIP No. 40537Q605

1. Names of Reporting Persons
SSF III Halcon AIV 2, L.P.
2. Check the Appropriate Box if a Member of a Group (See Instructions)
(a)
(b)
3. SEC Use Only
4. Source of Funds (See Instructions)
OO
5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)
6. Citizenship or Place of Organization
Delaware
7. Sole Voting Power
0
8. Shared Voting Power
167,006 (See Items 3, 4, 5 and 6)
9. Sole Dispositive Power
0
10. Shared Dispositive Power
167,006 (See Items 3, 4, 5 and 6)
11. Aggregate Amount Beneficially Owned by Each Reporting Person
167,006 (See Items 3, 4, 5 and 6)
12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)
13. Percent of Class Represented by Amount in Row (11)
0.1% (See Item 3, 4, 5 and 6)
14. Type of Reporting Person (See Instructions)
PN

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

CUSIP No. 40537Q605

1. Names of Reporting Persons
SSF III Halcon AIV 3, L.P.
2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)	<input type="radio"/>
(b)	<input checked="" type="radio"/>
3. SEC Use Only
4. Source of Funds (See Instructions)
OO
5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)
6. Citizenship or Place of Organization
Delaware

7.	Sole Voting Power	0
8.	Shared Voting Power	319,144 (See Items 3, 4, 5 and 6)
9.	Sole Dispositive Power	0
10.	Shared Dispositive Power	319,144 (See Items 3, 4, 5 and 6)
11. Aggregate Amount Beneficially Owned by Each Reporting Person
319,144 (See Items 3, 4, 5 and 6)
12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)
13. Percent of Class Represented by Amount in Row (11)
0.2% (See Item 3, 4, 5 and 6)
14. Type of Reporting Person (See Instructions)
PN

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

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CUSIP No. 40537Q605

1. Names of Reporting Persons
SSF IV Halcon AIV B1, L.P.
2. Check the Appropriate Box if a Member of a Group (See Instructions)
(a)
(b)
3. SEC Use Only
4. Source of Funds (See Instructions)
OO
5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)
6. Citizenship or Place of Organization
Delaware
- | | | |
|---|-----|---|
| Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With | 7. | Sole Voting Power
0 |
| | 8. | Shared Voting Power
1,918,377 (See Items 3, 4, 5 and 6) |
| | 9. | Sole Dispositive Power
0 |
| | 10. | Shared Dispositive Power
1,918,377 (See Items 3, 4, 5 and 6) |
| | 11. | Aggregate Amount Beneficially Owned by Each Reporting Person
1,918,377 (See Items 3, 4, 5 and 6) |
12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)
13. Percent of Class Represented by Amount in Row (11)
1.2% (See Item 3, 4, 5 and 6)
14. Type of Reporting Person (See Instructions)
PN

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CUSIP No. 40537Q605

1. Names of Reporting Persons
SSF IV Halcon AIV 1, L.P.
2. Check the Appropriate Box if a Member of a Group (See Instructions)
(a)
(b)
3. SEC Use Only
4. Source of Funds (See Instructions)
OO
5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)
6. Citizenship or Place of Organization
Delaware
7. Sole Voting Power
0
8. Shared Voting Power
89,255 (See Items 3, 4, 5 and 6)
9. Sole Dispositive Power
0
10. Shared Dispositive Power
89,255 (See Items 3, 4, 5 and 6)
11. Aggregate Amount Beneficially Owned by Each Reporting Person
89,255 (See Items 3, 4, 5 and 6)
12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)
13. Percent of Class Represented by Amount in Row (11)
0.1% (See Item 3, 4, 5 and 6)
14. Type of Reporting Person (See Instructions)
PN

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

Edgar Filing: HALCON RESOURCES CORP - Form SC 13D/A

CUSIP No. 40537Q605

1. Names of Reporting Persons
SSF IV Halcon AIV 2, L.P.
2. Check the Appropriate Box if a Member of a Group (See Instructions)
(a)
(b)
3. SEC Use Only
4. Source of Funds (See Instructions)
OO
5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)
6. Citizenship or Place of Organization
Delaware
7. Sole Voting Power
0
8. Shared Voting Power
657,855 (See Items 3, 4, 5 and 6)
9. Sole Dispositive Power
0
10. Shared Dispositive Power
657,855 (See Items 3, 4, 5 and 6)
11. Aggregate Amount Beneficially Owned by Each Reporting Person
657,855 (See Items 3, 4, 5 and 6)
12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)
13. Percent of Class Represented by Amount in Row (11)
0.4% (See Item 3, 4, 5 and 6)
14. Type of Reporting Person (See Instructions)
PN

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

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CUSIP No. 40537Q605

1. Names of Reporting Persons
SSF IV Halcon AIV 3, L.P.
2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)	<input type="radio"/>
(b)	<input checked="" type="radio"/>
3. SEC Use Only
4. Source of Funds (See Instructions)
OO
5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)
6. Citizenship or Place of Organization
Delaware

7.	Sole Voting Power	0
8.	Shared Voting Power	714,460 (See Items 3, 4, 5 and 6)
9.	Sole Dispositive Power	0
10.	Shared Dispositive Power	714,460 (See Items 3, 4, 5 and 6)
11. Aggregate Amount Beneficially Owned by Each Reporting Person
714,460 (See Items 3, 4, 5 and 6)
12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)
13. Percent of Class Represented by Amount in Row (11)
0.4% (See Item 3, 4, 5 and 6)
14. Type of Reporting Person (See Instructions)
PN

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

CUSIP No. 40537Q605

1. Names of Reporting Persons
SSF IV Halcon AIV 4, L.P.
2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)	<input type="radio"/>
(b)	<input checked="" type="radio"/>
3. SEC Use Only
4. Source of Funds (See Instructions)
OO
5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)
6. Citizenship or Place of Organization
Delaware

7.	Sole Voting Power	0
8.	Shared Voting Power	178,663 (See Items 3, 4, 5 and 6)
9.	Sole Dispositive Power	0
10.	Shared Dispositive Power	178,663 (See Items 3, 4, 5 and 6)
11. Aggregate Amount Beneficially Owned by Each Reporting Person
178,663 (See Items 3, 4, 5 and 6)
12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)
13. Percent of Class Represented by Amount in Row (11)
0.1% (See Item 3, 4, 5 and 6)
14. Type of Reporting Person (See Instructions)
PN

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

CUSIP No. 40537Q605

1. Names of Reporting Persons
SSF IV Halcon AIV 5, L.P.
 2. Check the Appropriate Box if a Member of a Group (See Instructions)
 - (a)
 - (b)
 3. SEC Use Only
 4. Source of Funds (See Instructions)
OO
 5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)
 6. Citizenship or Place of Organization
Delaware
- | | | |
|---|-----|---|
| Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With | 7. | Sole Voting Power
0 |
| | 8. | Shared Voting Power
394,073 (See Items 3, 4, 5 and 6) |
| | 9. | Sole Dispositive Power
0 |
| | 10. | Shared Dispositive Power
394,073 (See Items 3, 4, 5 and 6) |
11. Aggregate Amount Beneficially Owned by Each Reporting Person
394,073 (See Items 3, 4, 5 and 6)
 12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)
 13. Percent of Class Represented by Amount in Row (11)
0.2% (See Item 3, 4, 5 and 6)
 14. Type of Reporting Person (See Instructions)
PN

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CUSIP No. 40537Q605

1. Names of Reporting Persons
SSF IV Halcon AIV 6, L.P.
2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)	<input type="radio"/>
(b)	<input checked="" type="radio"/>
3. SEC Use Only
4. Source of Funds (See Instructions)
OO
5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)
6. Citizenship or Place of Organization
Delaware

7.	Sole Voting Power	0
8.	Shared Voting Power	662,845 (See Items 3, 4, 5 and 6)
9.	Sole Dispositive Power	0
10.	Shared Dispositive Power	662,845 (See Items 3, 4, 5 and 6)
11. Aggregate Amount Beneficially Owned by Each Reporting Person
662,845 (See Items 3, 4, 5 and 6)
12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)
13. Percent of Class Represented by Amount in Row (11)
0.4% (See Item 3, 4, 5 and 6)
14. Type of Reporting Person (See Instructions)
PN

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

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CUSIP No. 40537Q605

1. Names of Reporting Persons
SSF IV Halcon AIV 7, L.P.
2. Check the Appropriate Box if a Member of a Group (See Instructions)
(a)
(b)
3. SEC Use Only
4. Source of Funds (See Instructions)
OO
5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)
6. Citizenship or Place of Organization
Delaware
7. Sole Voting Power
0
8. Shared Voting Power
796,582 (See Items 3, 4, 5 and 6)
9. Sole Dispositive Power
0
10. Shared Dispositive Power
796,582 (See Items 3, 4, 5 and 6)
11. Aggregate Amount Beneficially Owned by Each Reporting Person
796,582 (See Items 3, 4, 5 and 6)
12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)
13. Percent of Class Represented by Amount in Row (11)
0.5% (See Item 3, 4, 5 and 6)
14. Type of Reporting Person (See Instructions)
PN

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

CUSIP No. 40537Q605

1. Names of Reporting Persons
Ares Management LLC
2. Check the Appropriate Box if a Member of a Group (See Instructions)
 - (a)
 - (b)
3. SEC Use Only
4. Source of Funds (See Instructions)
OO
5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)
6. Citizenship or Place of Organization
Delaware
 7. Sole Voting Power
0
 8. Shared Voting Power
21,288,676 (See Items 3, 4, 5 and 6)
 9. Sole Dispositive Power
0
 10. Shared Dispositive Power
21,288,676 (See Items 3, 4, 5 and 6)
11. Aggregate Amount Beneficially Owned by Each Reporting Person
21,288,676 (See Items 3, 4, 5 and 6)
12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)
13. Percent of Class Represented by Amount in Row (11)
13.3% (See Item 3, 4, 5 and 6)
14. Type of Reporting Person (See Instructions)
OO

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

CUSIP No. 40537Q605

1. Names of Reporting Persons
Ares Management Holdings L.P.
 2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)	<input type="radio"/>
(b)	<input checked="" type="radio"/>
 3. SEC Use Only
 4. Source of Funds (See Instructions)
OO
 5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)
 6. Citizenship or Place of Organization
Delaware
- | | | | |
|---|-----|--------------------------|--------------------------------------|
| | 7. | Sole Voting Power | 0 |
| Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With | 8. | Shared Voting Power | 21,288,676 (See Items 3, 4, 5 and 6) |
| | 9. | Sole Dispositive Power | 0 |
| | 10. | Shared Dispositive Power | 21,288,676 (See Items 3, 4, 5 and 6) |
11. Aggregate Amount Beneficially Owned by Each Reporting Person
21,288,676 (See Items 3, 4, 5 and 6)
 12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)
 13. Percent of Class Represented by Amount in Row (11)
13.3% (See Item 3, 4, 5 and 6)
 14. Type of Reporting Person (See Instructions)
PN

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CUSIP No. 40537Q605

- | | |
|-----|--|
| 1. | Names of Reporting Persons
Ares Holdco LLC |
| 2. | Check the Appropriate Box if a Member of a Group (See Instructions)
(a) <input type="radio"/>
(b) <input checked="" type="radio"/> |
| 3. | SEC Use Only |
| 4. | Source of Funds (See Instructions)
OO |
| 5. | Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) <input type="radio"/> |
| 6. | Citizenship or Place of Organization
Delaware |
| 7. | Sole Voting Power
0 |
| 8. | Shared Voting Power
21,288,676 (See Items 3, 4, 5 and 6) |
| 9. | Sole Dispositive Power
0 |
| 10. | Shared Dispositive Power
21,288,676 (See Items 3, 4, 5 and 6) |
| 11. | Aggregate Amount Beneficially Owned by Each Reporting Person
21,288,676 (See Items 3, 4, 5 and 6) |
| 12. | Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) <input type="radio"/> |
| 13. | Percent of Class Represented by Amount in Row (11)
13.3% (See Item 3, 4, 5 and 6) |
| 14. | Type of Reporting Person (See Instructions)
OO |

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

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CUSIP No. 40537Q605

- | | |
|-----|--|
| 1. | Names of Reporting Persons
Ares Holdings Inc. |
| 2. | Check the Appropriate Box if a Member of a Group (See Instructions)
(a) <input type="radio"/>
(b) <input checked="" type="radio"/> |
| 3. | SEC Use Only |
| 4. | Source of Funds (See Instructions)
OO |
| 5. | Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) <input type="radio"/> |
| 6. | Citizenship or Place of Organization
Delaware |
| 7. | Sole Voting Power
0 |
| 8. | Shared Voting Power
21,288,676 (See Items 3, 4, 5 and 6) |
| 9. | Sole Dispositive Power
0 |
| 10. | Shared Dispositive Power
21,288,676 (See Items 3, 4, 5 and 6) |
| 11. | Aggregate Amount Beneficially Owned by Each Reporting Person
21,288,676 (See Items 3, 4, 5 and 6) |
| 12. | Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) <input type="radio"/> |
| 13. | Percent of Class Represented by Amount in Row (11)
13.3% (See Item 3, 4, 5 and 6) |
| 14. | Type of Reporting Person (See Instructions)
CO |

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

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CUSIP No. 40537Q605

- | | |
|-----|--|
| 1. | Names of Reporting Persons
Ares Management Corporation |
| 2. | Check the Appropriate Box if a Member of a Group (See Instructions)
(a) <input type="radio"/>
(b) <input checked="" type="radio"/> |
| 3. | SEC Use Only |
| 4. | Source of Funds (See Instructions)
OO |
| 5. | Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) <input type="radio"/> |
| 6. | Citizenship or Place of Organization
Delaware |
| 7. | Sole Voting Power
0 |
| 8. | Shared Voting Power
21,288,676 (See Items 3, 4, 5 and 6) |
| 9. | Sole Dispositive Power
0 |
| 10. | Shared Dispositive Power
21,288,676 (See Items 3, 4, 5 and 6) |
| 11. | Aggregate Amount Beneficially Owned by Each Reporting Person
21,288,676 (See Items 3, 4, 5 and 6) |
| 12. | Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) <input type="radio"/> |
| 13. | Percent of Class Represented by Amount in Row (11)
13.3% (See Item 3, 4, 5 and 6) |
| 14. | Type of Reporting Person (See Instructions)
CO |

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

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CUSIP No. 40537Q605

- | | |
|-----|--|
| 1. | Names of Reporting Persons
Ares Voting LLC |
| 2. | Check the Appropriate Box if a Member of a Group (See Instructions)
(a) <input type="radio"/>
(b) <input checked="" type="radio"/> |
| 3. | SEC Use Only |
| 4. | Source of Funds (See Instructions)
OO |
| 5. | Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) <input type="radio"/> |
| 6. | Citizenship or Place of Organization
Delaware |
| 7. | Sole Voting Power
0 |
| 8. | Shared Voting Power
21,288,676 (See Items 3, 4, 5 and 6) |
| 9. | Sole Dispositive Power
0 |
| 10. | Shared Dispositive Power
21,288,676 (See Items 3, 4, 5 and 6) |
| 11. | Aggregate Amount Beneficially Owned by Each Reporting Person
21,288,676 (See Items 3, 4, 5 and 6) |
| 12. | Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) <input type="radio"/> |
| 13. | Percent of Class Represented by Amount in Row (11)
13.3% (See Item 3, 4, 5 and 6) |
| 14. | Type of Reporting Person (See Instructions)
OO |

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

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CUSIP No. 40537Q605

- | | |
|-----|--|
| 1. | Names of Reporting Persons
Ares Management GP LLC |
| 2. | Check the Appropriate Box if a Member of a Group (See Instructions)
(a) <input type="radio"/>
(b) <input checked="" type="radio"/> |
| 3. | SEC Use Only |
| 4. | Source of Funds (See Instructions)
OO |
| 5. | Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) <input type="radio"/> |
| 6. | Citizenship or Place of Organization
Delaware |
| 7. | Sole Voting Power
0 |
| 8. | Shared Voting Power
21,288,676 (See Items 3, 4, 5 and 6) |
| 9. | Sole Dispositive Power
0 |
| 10. | Shared Dispositive Power
21,288,676 (See Items 3, 4, 5 and 6) |
| 11. | Aggregate Amount Beneficially Owned by Each Reporting Person
21,288,676 (See Items 3, 4, 5 and 6) |
| 12. | Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) <input type="radio"/> |
| 13. | Percent of Class Represented by Amount in Row (11)
13.3% (See Item 3, 4, 5 and 6) |
| 14. | Type of Reporting Person (See Instructions)
OO |

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

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CUSIP No. 40537Q605

1. Names of Reporting Persons
Ares Partners Holdco LLC
2. Check the Appropriate Box if a Member of a Group (See Instructions)
(a)
(b)
3. SEC Use Only
4. Source of Funds (See Instructions)
OO
5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)
6. Citizenship or Place of Organization
Delaware
- | | | |
|---|-----|--|
| Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With | 7. | Sole Voting Power
0 |
| | 8. | Shared Voting Power
21,288,676 (See Items 3, 4, 5 and 6) |
| | 9. | Sole Dispositive Power
0 |
| | 10. | Shared Dispositive Power
21,288,676 (See Items 3, 4, 5 and 6) |
11. Aggregate Amount Beneficially Owned by Each Reporting Person
21,288,676 (See Items 3, 4, 5 and 6)
12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)
13. Percent of Class Represented by Amount in Row (11)
13.3% (See Item 3, 4, 5 and 6)
14. Type of Reporting Person (See Instructions)
OO

Explanatory Note

This Amendment No. 3 (this Amendment No. 3) to the statement on Schedule 13D amends and supplements the statement on Schedule 13D filed by certain of the Reporting Persons on September 16, 2016 (the Original Schedule 13D), as amended by Amendment No. 1 to the Original Schedule 13D filed by certain of the Reporting Persons on January 26, 2017, as amended by Amendment No. 2 to the Original Schedule 13D filed by certain of the Reporting Persons on March 1, 2017 (as so amended, the 13D Filing , and together with this Amendment No. 3, the Schedule 13D). Except as amended in this Amendment No. 3, the 13D Filing remains in full force and effect. Terms defined in the 13D Filing are used in this Amendment No. 3 as so defined, unless otherwise defined in this Amendment No. 3.

Item 1. Security and Issuer

Item 1 of the 13D Filing is hereby amended and restated in its entirety as follows:

This statement on Schedule 13D relates to the common stock, \$0.0001 par value per share (the Common Stock), of Halcon Resources Corporation, a Delaware corporation (the Issuer). The address of the principal executive offices of the Issuer is 1000 Louisiana Street, Suite 1500, Houston, Texas 77002.

Item 2. Identity and Background

Item 2 of the 13D Filing is hereby amended and restated in its entirety as follows:

(a) This statement is being filed jointly by (i) AF IV Energy II AIV B1, L.P., (ii) AF IV Energy II AIV A1, L.P., (iii) AF IV Energy II AIV A2, L.P., (iv) AF IV Energy II AIV A3, L.P., (v) AF IV Energy II AIV A4, L.P., (vi) AF IV Energy II AIV A5, L.P., (vii) AF IV Energy II AIV A6, L.P., (viii) AF IV Energy II AIV A7, L.P., (ix) AF IV Energy II AIV A8, L.P., (x) AF IV Energy II AIV A9, L.P., (xi) AF IV Energy II AIV A10, L.P., (xii) AF IV Energy II AIV A11, L.P., (xiii) AF IV Energy II AIV A12, L.P., (xiv) SSF III Halcon AIV B1, L.P., (xv) SSF III Halcon AIV 1, L.P., (xvi) SSF III Halcon AIV 2, L.P., (xvii) SSF III Halcon AIV 3, L.P., (xviii) SSF IV Halcon AIV B1, L.P., (xix) SSF IV Halcon AIV 1, L.P., (xx) SSF IV Halcon AIV 2, L.P., (xxi) SSF IV Halcon AIV 3, L.P., (xxii) SSF IV Halcon AIV 4, L.P., (xxiii) SSF IV Halcon AIV 5, L.P., (xxiv) SSF IV Halcon AIV 6, L.P., (xxv) SSF IV Halcon AIV 7, L.P., (xxvi) Ares Management LLC, (xxvii) Ares Management Holdings L.P. (Ares Management Holdings), (xxviii) Ares Holdco LLC (Ares Holdco), (xxix) Ares Holdings Inc. (Ares Holdings), (xxx) Ares Management Corporation (Ares Management), (xxxi) Ares Voting LLC (Ares Voting), (xxxii) Ares Management GP LLC (Ares Management GP) and (xxxiii) Ares Partners Holdco LLC (Ares Partners) (collectively, the Reporting Persons). The Reporting Persons have entered into a joint filing agreement, dated as of April 5, 2019, a copy of which is attached hereto as Exhibit 99.2.

(b) The address of the principal business and principal office of each of the Reporting Persons and the Board Members (as defined herein) and the other individuals set forth in Schedule A hereto (such other individuals together with the Board Members, the Managers) is c/o Ares Management LLC, 2000 Avenue of the Stars, 12th Floor, Los Angeles, California 90067.

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(c) The Reporting Persons are either holding companies without operations, or are principally engaged in the business of investment management and investing in securities. The manager of the Purchasers (as defined in Item 5 below) is Ares Management LLC. The sole member of Ares Management LLC is Ares Management Holdings and the general partner of Ares Management Holdings is Ares Holdco. The sole member of Ares Holdco is Ares Holdings. The sole stockholder of Ares Holdings is Ares Management. Ares Management GP is the sole holder of the Class B common stock, \$0.01 par value per share, of Ares Management (the Class B Common Stock) and Ares Voting is the sole holder of the Class C common stock, \$0.01 par value per share, of Ares Management (the Class C Common Stock). Pursuant to Ares Management's Certificate of Incorporation in effect as of the date hereof, the holders of the Class B Common Stock and the Class C Common Stock, collectively, will generally have the majority of the votes on any matter submitted to the stockholders of Ares Management if certain conditions are met. The executive officers and directors of Ares Management and their principal occupations are set forth in Schedule A hereto. The sole member of both Ares Management GP and Ares Voting is Ares Partners. Ares Partners is managed by a board of managers, which is composed of Michael J Arougheti, Ryan Berry, R. Kipp deVeer, David B. Kaplan, Michael R. McFerran, Antony P. Ressler and Bennett Rosenthal (collectively, the Board Members). Mr. Ressler generally has veto authority over Board Members' decisions. The present principal occupation of each of the Board Members is set forth in Schedule A hereto.

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Each of the Reporting Persons (other than the Purchasers and Ares Management LLC with respect to the securities held directly by them), and the Managers and the other directors, officers, partners, stockholders, members and managers of the Reporting Persons, expressly disclaims beneficial ownership of the shares of Common Stock and Warrants, for purposes of Section 13(d) of the Act and the rules thereunder.

(d) During the last five years, none of the Reporting Persons or the Managers have been convicted in any criminal proceeding (excluding traffic violations or similar misdemeanors).

(e) During the last five years, none of the Reporting Persons or the Managers have been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction as a result of which proceeding he or she 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.

(f) Each of the Reporting Persons is organized in the State of Delaware. Each of the Managers, other than Ryan Berry, is a citizen of the United States. Ryan Berry is a citizen of Canada.

Item 3. Source and Amount of Funds or Other Consideration

Item 3 of the 13D Filing is hereby amended by adding the following:

Since the filing of Amendment No. 2 to the Original Schedule 13D, the Reporting Persons have purchased a total of 1,113,466 shares of Common Stock of the Issuer for an aggregate purchase price of \$7,682,915. The purchase of the Common Stock was financed with cash on hand from contributions of partners of the Purchasers.

Item 4. Purpose of Transaction

Item 4 of the 13D Filing is hereby amended and restated in its entirety as follows:

On September 9, 2016 (the Effective Date), the Issuer consummated its Plan (as defined below) and issued shares of its Common Stock and the Warrants (as defined below) to certain of its creditors, including the Purchasers. As previously disclosed by the Issuer, on July 27, 2016, the Issuer and certain of its subsidiaries (collectively, the Debtors) filed voluntary petitions for relief under Chapter 11 of title 11 of the United States Code in the United States Bankruptcy Court for the District of Delaware, in order to effect the Debtors' pre-packaged plan of reorganization (the Plan). The Plan included a restructuring support agreement (the Restructuring Support Agreement) among the Debtors and certain stakeholders of the Debtors, including certain affiliates of the Reporting Persons, pursuant to which the stakeholders would receive shares of Common Stock and warrants to purchase shares of Common Stock of the Issuer, as part of the reorganization pursuant to the Plan.

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Prior to the Effective Date, the Purchasers were holders of certain of the Third Lien Notes and certain of the Unsecured Notes (each as defined in the Plan) and, as such, on the Effective Date, the Purchasers received (a) 17,981,822 shares of Common Stock in the aggregate and (b) warrants to purchase an additional 340,906 shares of Common Stock of the Issuer (the Warrants). The Third Lien Notes and the Unsecured Notes held by the Purchasers were cancelled as of the Effective Date. Additionally, pursuant to the Plan and the Restructuring Support Agreement, the Reporting Persons received the right to appoint three members to the board of directors of the Issuer (the Board), provided that one such appointment was subject to the written consent of Franklin Advisers, Inc., as further described in the Plan. Each of Nathan Walton, Darryll Schall and Ronald Scott were appointed to the Board as of the Effective Date pursuant to the designation of the Reporting Persons. The descriptions of the Plan and the Restructuring Support Agreement are qualified in their entirety by reference to the agreements, copies of which are filed as Exhibit 1 and Exhibit 2 to this Schedule 13D and incorporated by reference.

The Reporting Persons and their respective representatives have engaged and/or may engage, from time to time, in discussions with the Issuer's management and/or the Board regarding, among other things, the Issuer's business strategies, management, governance, operations, performance, financial matters, capital structure, corporate expenses and strategic and other transactions (including with one or more of the Reporting Persons and/or their respective affiliates and/or portfolio companies) and intend to, from time to time, engage in discussions with other current or prospective holders of Common Stock and/or other equity, debt, notes, instruments or securities, or rights convertible into or exchangeable or exercisable for shares of Common Stock or such other equity, debt, notes, instruments or securities of, the Issuer (collectively, Securities), industry analysts, existing or potential strategic partners, acquirers or competitors, financial sponsors, investment firms, investment professionals, capital or potential capital sources, operators and other third parties regarding such matters (in each case, including with respect to providing or potentially providing capital to the Issuer or to existing or potential strategic

partners or acquirers of the Issuer). These discussions have encompassed, and the Reporting Persons expect will encompass, a broad range of matters relating to the Issuer, including, among other things, the Issuer's business, operations, finances, management, organizational documents, ownership, capital and corporate structure, dividend policy, corporate governance, the Board and committees thereof, management and director incentive programs, strategic alternatives and transactions as a means of enhancing the value of one or more Securities held by the Reporting Persons, including the sale of the Issuer, its Securities or certain of its subsidiaries, businesses or assets or a business combination or other strategic transaction involving the Issuer or its subsidiaries (and potentially involving one or more of the Reporting Persons and/or their respective affiliates and/or portfolio companies), and any regulatory or legal filings, clearances, approvals or waivers relating to the foregoing. The Reporting Persons may exchange information with the Issuer or other persons or entities pursuant to confidentiality or similar agreements. The Reporting Persons intend to consider, explore and develop plans, make proposals and negotiate agreements with respect to or relating to, among other things, the foregoing matters and may take other steps seeking to bring about changes with respect to the Issuer to increase the value of one or more Securities held by the Reporting Persons as well as pursue other plans or proposals that relate to or could result in any of the matters set forth in clauses (a)-(j) of Item 4 of Schedule 13D. The Reporting Persons may also take steps to explore or prepare for various plans, proposals or actions, or propose transactions, regarding any of the foregoing matters, before forming an intention to engage in any such plans, proposals or actions or proceed with any such transactions.

The Reporting Persons intend to review their investment in the Issuer on an ongoing basis. Depending on various factors, including, without limitation, the outcome of any discussions referenced above, the Issuer's business, financial position, results, strategic direction or prospects or any strategic alternatives or transactions, actions taken by the Issuer's management or the Board, price levels of one or more Securities, other investment opportunities available to the Reporting Persons, conditions in the securities, loan or bond markets, general economic or industry conditions or any changes in law or regulations, the Reporting Persons may in the future take such actions with respect to their investment in the Issuer as they deem appropriate, including, without limitation, the actions and matters described in the preceding paragraph, acquiring, or causing to be acquired, additional Securities, including, without limitation, taking a control position in one or more of the Issuer's Securities, or disposing of, or causing to be disposed, some or all of the Securities beneficially owned by them, in the public market, in privately negotiated transactions or otherwise, modifying or seeking to modify the terms of any Securities held by them, including through refinancing such Securities, entering into derivatives transactions and other agreements or instruments that increase or decrease the Reporting Persons' economic exposure with respect to their investment in the Issuer, forming joint ventures with the Issuer or with third parties with respect to the Issuer, its assets or Securities, providing debt financing or other forms of capital to the Issuer or to potential strategic partners or acquirers of the Issuer, pledging their interest in Securities as a means of obtaining liquidity or as credit support for loans or other extensions of credit, entering into strategic or other transactions involving the Issuer, its assets or Securities or its subsidiaries and one or more of the Reporting Persons and/or their affiliates and/or portfolio companies, including a potential take-private transaction, or forming, making or undertaking other purposes, plans or proposals regarding the Issuer or any of its Securities or its subsidiaries, businesses or assets. If the Reporting Persons were to acquire additional Securities, the Reporting Persons' ability to influence the Issuer's management, the Board or the policies of the Issuer may increase.

The information set forth in Item 6 below is incorporated by reference in its entirety into this Item 4.

Item 5. Interest in Securities of the Issuer

Item 5 of the 13D Filing is hereby amended and restated in its entirety as follows:

(a) Aggregate number and percentage of securities.

Ares Management LLC, as of the date hereof, holds 86,857 shares of Common Stock. Ares Management LLC also manages the investment vehicles noted in the table below (the Purchasers). The Purchasers, as of the date hereof, hold an aggregate of (i) 20,869,008 shares of Common Stock and (ii) Warrants to purchase an aggregate of up to 332,811 shares of Common Stock, each in the individual amounts noted below:

Ares Investment Vehicle	Aggregate number of shares of Common Stock	Aggregate number of shares of Common Stock issuable upon the exercise of the Warrants
AF IV Energy II AIV B1, L.P.	5,648,690	105,620
AF IV Energy II AIV A1, L.P.	896,567	16,764
AF IV Energy II AIV A2, L.P.	1,344,714	25,136
AF IV Energy II AIV A3, L.P.	567,737	10,613
AF IV Energy II AIV A4, L.P.	580,546	10,846
AF IV Energy II AIV A5, L.P.	744,057	13,916
AF IV Energy II AIV A6, L.P.	582,698	10,899
AF IV Energy II AIV A7, L.P.	298,870	5,591
AF IV Energy II AIV A8, L.P.	579,768	10,840
AF IV Energy II AIV A9, L.P.	600,983	11,236
AF IV Energy II AIV A10, L.P.	896,567	16,764
AF IV Energy II AIV A11, L.P.	336,156	6,279
AF IV Energy II AIV A12, L.P.	597,583	11,166
SSF III Halcon AIV B1, L.P.	257,070	2,691
SSF III Halcon AIV 1, L.P.	1,101,652	11,540
SSF III Halcon AIV 2, L.P.	165,271	1,735
SSF III Halcon AIV 3, L.P.	315,830	3,314
SSF IV Halcon AIV B1, L.P.	1,897,859	20,518
SSF IV Halcon AIV 1, L.P.	88,306	949
SSF IV Halcon AIV 2, L.P.	650,824	7,031
SSF IV Halcon AIV 3, L.P.	706,823	7,637
SSF IV Halcon AIV 4, L.P.	176,753	1,910
SSF IV Halcon AIV 5, L.P.	389,862	4,211
SSF IV Halcon AIV 6, L.P.	655,756	7,089
SSF IV Halcon AIV 7, L.P.	788,066	8,516

See also items 11 and 13 of the cover pages to, and Item 2 of, this Schedule 13D for the aggregate number of shares of Common Stock and percentage of Common Stock beneficially owned by each of the Reporting Persons, that include 332,811 shares of Common Stock issuable upon exercise of the Warrants. The ownership percentages reported in this Schedule 13D are based on an aggregate of (i) 160,261,776 shares of Common Stock outstanding as of March 4, 2019, as reported by the Issuer on its Annual Report on Form 10-K filed on March 12, 2019, and (ii) the number of shares of Common Stock that are issuable upon exercise of the Warrants held by the applicable Purchaser(s).

(b) **Power to vote and dispose.** See items 7 through 10 of the cover pages to, and Item 2 of, this Schedule 13D for the number of shares of Common Stock beneficially owned by each of the Reporting Persons as to which there is sole or shared power to vote or to direct the vote, and sole or shared power to dispose or to direct the disposition. The beneficial ownership disclosed on the cover pages of this Schedule 13D includes 332,811 shares of Common Stock issuable upon exercise of the Warrants.

(c) **Transactions within the past 60 days.** Except for the information set forth herein, including in Items 3, 4 and 6, which is incorporated herein by reference, none of the Reporting Persons has effected any transaction related to the Common Stock during the past 60 days.

(d) **Certain rights of other persons.** Except as described herein, no other person has the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, securities covered by this statement.

(e) **Date ceased to be a 5% owner.** Not applicable.

Item 7. Material to be Filed as Exhibits

Item 7 of the 13D Filing is hereby amended by adding the following:

Exhibit 99.2 Joint Filing Agreement, dated as of April 5, 2019, by and among the Reporting Persons.

SIGNATURE

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

Date: April 5, 2019

**AF IV ENERGY II AIV B1, L.P.,
AF IV ENERGY II AIV A1, L.P.,
AF IV ENERGY II AIV A2, L.P.,
AF IV ENERGY II AIV A3, L.P.,
AF IV ENERGY II AIV A4, L.P.,
AF IV ENERGY II AIV A5, L.P.,
AF IV ENERGY II AIV A6, L.P.,
AF IV ENERGY II AIV A7, L.P.,
AF IV ENERGY II AIV A8, L.P.,
AF IV ENERGY II AIV A9, L.P.,
AF IV ENERGY II AIV A10, L.P.,
AF IV ENERGY II AIV A11, L.P.,
AF IV ENERGY II AIV A12, L.P.,
SSF III HALCON AIV B1, L.P.,
SSF III HALCON AIV 1, L.P.,
SSF III HALCON AIV 2, L.P.,
SSF III HALCON AIV 3, L.P.,
SSF IV HALCON AIV B1, L.P.,
SSF IV HALCON AIV 1, L.P.,
SSF IV HALCON AIV 2, L.P.,
SSF IV HALCON AIV 3, L.P.,
SSF IV HALCON AIV 4, L.P.,
SSF IV HALCON AIV 5, L.P.,
SSF IV HALCON AIV 6, L.P., and
SSF IV HALCON AIV 7, L.P.**

By: ARES MANAGEMENT LLC
Their: Manager

/s/ Naseem Sagati Aghili
By: Naseem Sagati Aghili
Its: Authorized Signatory

ARES MANAGEMENT LLC

/s/ Naseem Sagati Aghili

By: Naseem Sagati Aghili
Its: Authorized Signatory

ARES MANAGEMENT HOLDINGS L.P.

By: ARES HOLDCO LLC
Its: General Partner

/s/ Naseem Sagati Aghili

By: Naseem Sagati Aghili
Its: Authorized Signatory

ARES HOLDCO LLC

/s/ Naseem Sagati Aghili

By: Naseem Sagati Aghili
Its: Authorized Signatory

ARES HOLDINGS INC.

/s/ Naseem Sagati Aghili

By: Naseem Sagati Aghili
Its: Authorized Signatory

ARES MANAGEMENT CORPORATION

/s/ Naseem Sagati Aghili

By: Naseem Sagati Aghili
Its: Authorized Signatory

ARES VOTING LLC

By: ARES PARTNERS HOLDCO LLC
Its: Sole Member

/s/ Naseem Sagati Aghili

By: Naseem Sagati Aghili
Its: Authorized Signatory

ARES MANAGEMENT GP LLC

/s/ Naseem Sagati Aghili

By: Naseem Sagati Aghili

Its: Authorized Signatory

ARES PARTNERS HOLDCO LLC

/s/ Naseem Sagati Aghili

By: Naseem Sagati Aghili

Its: Authorized Signatory

EXHIBIT INDEX

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