

HALCON RESOURCES CORP

Reported by
ARES HOLDCO LLC

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 05/08/17 for the Period Ending 05/04/17

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FORM 4

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

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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).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or
Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person * ARES MANAGEMENT LLC (Last) (First) (Middle) 2000 AVENUE OF THE STARS, 12TH FLOOR (Street) LOS ANGELES, CA 90067 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol HALCON RESOURCES CORP [HK]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)
3. Date of Earliest Transaction (MM/DD/YYYY) <p align="center">5/4/2017</p>		6. Individual or Joint/Group Filing (Check Applicable Line) <input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person
4. If Amendment, Date Original Filed (MM/DD/YYYY)		

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock, \$0.0001 par value	5/4/2017		A		25985 (1)	A	\$0	53114	D	
Common Stock, \$0.0001 par value								20741822	I	See footnotes (2), (3), (4) (5)

Table II - Derivative Securities Beneficially Owned (e.g. , puts, calls, warrants, options, convertible securities)

1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. 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		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				

Explanation of Responses:

- (1) The amount reported consists of 25,985 shares of restricted stock approved by the Issuer's board of directors to be granted to Nathan Walton, in his capacity as non-employee directors of the Issuer. Mr. Walton is associated with Ares Management LLC and the other Ares Entities (as defined below). Pursuant to the policies of the Ares Entities and the direction of Mr. Walton, the Issuer issued these restricted shares directly to Ares Management LLC on May 4, 2017. Mr. Walton does not have any beneficial ownership of or pecuniary interest in such restricted shares.
- (2) The amount reported reflects an aggregate of 20,741,822 shares of Common Stock, in the following amounts: 5,318,165 shares by AF IV Energy II AIV B1, L.P., 844,106 shares by AF IV Energy II AIV A1, L.P., 1,266,030 shares by AF IV Energy II AIV A2, L.P., 534,517 shares by AF IV Energy II AIV A3, L.P., 546,576 shares by AF IV Energy II AIV A4, L.P., 700,520 shares by AF IV Energy II AIV A5, L.P., 548,602 shares by AF IV Energy II AIV A6, L.P., 281,382 shares by AF IV Energy II AIV A7, L.P., 545,844 shares by AF IV Energy II AIV A8, L.P., 565,817 shares by AF IV Energy II AIV A9, L.P., 844,106 shares by AF IV Energy II AIV A10, L.P., 316,486 shares by AF IV Energy II AIV A11, L.P., 562,616 shares by AF IV Energy II AIV A12, L.P., 257,070 shares by SSF III Halcon AIV B1, L.P., 1,101,652 shares by SSF III Halcon AIV 1, L.P., 165,271 shares by SSF III Halcon AIV 2, L.P., (continued in footnote 3)
- (3) 315,830 shares by SSF III Halcon AIV 3, L.P., 1,786,808 shares by SSF IV Halcon AIV B1, L.P., 83,139 shares by SSF IV Halcon AIV 1, L.P., 612,742 shares by SSF IV Halcon AIV 2, L.P., 665,464 shares by SSF IV Halcon AIV 3, L.P., 166,411 shares by SSF IV Halcon AIV 4, L.P., 367,050 shares by SSF IV Halcon AIV 5, L.P., 617,385 shares by SSF IV Halcon AIV 6, L.P., 741,953 shares by SSF IV Halcon AIV 7, L.P., 292,519 shares by Ares Dynamic Credit Allocation Fund, Inc., 229,342 shares by Ares Strategic Investment Partners Ltd., 224,654 shares by Future Fund Board of Guardians, 95,790 shares by ASIP (Holdco) IV S.a.r.l., 42,051 shares by Ares Multi-Strategy Credit Fund V (H), L.P., 67,228 shares by Transatlantic Reinsurance Company and 34,696 shares by RSUI Indemnity Company. The manager of the foregoing entities (collectively, the "Purchasers") is Ares Management LLC. (continued in footnote 4)
- (4) The sole member of Ares Management LLC is Ares Management Holdings L.P. ("Ares Management Holdings") and the general partner of Ares Management Holdings is Ares Holdco LLC ("Ares Holdco"). The sole member of Ares Holdco is Ares Holdings Inc. ("Ares Holdings"), whose sole stockholder is Ares Management, L.P. ("Ares Management"). The general partner of Ares Management is Ares Management GP LLC ("Ares Management GP") and the sole member of Ares Management GP is Ares Partners Holdco LLC ("Ares Partners," and together with the Purchasers, Ares Management

LLC, Ares Management Holdings, Ares Holdco, Ares Holdings, Ares Management, and Ares Management GP, the "Ares Entities"). Ares Partners is managed by a board of managers, which is composed of Michael Arougheti, R. Kipp deVeer, David Kaplan, Antony Ressler and Bennett Rosenthal. (continued in footnote 5)

- (5) Decisions by Ares Partners' board of managers generally are made by a majority of the members, which majority, subject to certain conditions, must include Antony Ressler. Each of the Ares Entities (other than each Purchaser, with respect to the securities held directly by it) and the members of Ares Partners' board of managers and the other directors, officers, partners, stockholders, members and managers of the Ares Entities expressly disclaims beneficial ownership of these securities, except to the extent of any pecuniary interest therein, and this Form 4 shall not be deemed an admission that any such person or entity is the beneficial owner of, or has any pecuniary interest in, such securities for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or for any other purposes. The address of each Ares Entity is 2000 Avenue of the Stars, 12th Floor, Los Angeles, CA 90067.

Remarks:
Ares Management LLC and its affiliates designated three individuals who were appointed to the board of directors of the Issuer on September 9, 2016. Accordingly, Ares Management LLC and its affiliates listed hereon may be deemed to be a director by deputization.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ARES MANAGEMENT LLC 2000 AVENUE OF THE STARS 12TH FLOOR LOS ANGELES, CA 90067	X	X		
Ares Management Holdings L.P. 2000 AVENUE OF THE STARS 12TH FLOOR LOS ANGELES, CA 90067	X	X		
Ares Holdco LLC 2000 AVENUE OF THE STARS 12TH FLOOR LOS ANGELES, CA 90067	X	X		
Ares Holdings Inc. 2000 AVENUE OF THE STARS 12TH FLOOR LOS ANGELES, CA 90067	X	X		
ARES MANAGEMENT LP 2000 AVENUE OF THE STARS 12TH FLOOR LOS ANGELES, CA 90067	X	X		
Ares Management GP LLC 2000 AVENUE OF THE STARS 12TH FLOOR LOS ANGELES, CA 90067	X	X		
Ares Partners Holdco LLC 2000 AVENUE OF THE STARS 12TH FLOOR LOS ANGELES, CA 90067	X	X		

Signatures

/s/ Naseem Sagati, by Authorized Signatory of ARES MANAGEMENT LLC	<u>5/8/2017</u>
--Signature of Reporting Person	Date
/s/ Naseem Sagati, by Authorized Signatory of ARES HOLDCO LLC, general partner for ARES MANAGEMENT HOLDINGS L.P.	<u>5/8/2017</u>
--Signature of Reporting Person	Date
/s/ Naseem Sagati, by Authorized Signatory of ARES HOLDCO LL	<u>5/8/2017</u>
--Signature of Reporting Person	Date
/s/ Naseem Sagati, by Authorized Signatory of ARES HOLDINGS INC.	<u>5/8/2017</u>
--Signature of Reporting Person	Date
/s/ Naseem Sagati, by Authorized Signatory of ARES MANAGEMENT GP LLC, general partner for ARES MANAGEMENT, L.P.	<u>5/8/2017</u>
--Signature of Reporting Person	Date
/s/ Naseem Sagati, by Authorized Signatory of ARES MANAGEMENT GP LLC	<u>5/8/2017</u>

—**Signature of Reporting Person

Date

/s/ Naseem Sagati, by Authorized Signatory of ARES PARTNERS HOLDCO LLC

5/8/2017

—**Signature of Reporting Person

Date

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

* 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).

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

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