

Ares Holdco LLC
 Form 4
 May 16, 2018

FORM 4

**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).

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 *
ARES MANAGEMENT LLC

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. Date of Earliest Transaction
 (Month/Day/Year)
05/14/2018

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

2000 AVENUE OF THE STARS, 12TH FLOOR

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)

Form filed by One Reporting Person
 Form filed by More than One Reporting Person

LOS ANGELES, CA 90067

(City) (State) (Zip)

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)	
				(A) or (D)	Price			
				Code	V	Amount		
Common Stock, \$0.0001 par value	05/14/2018		A	(1)	33,743	A	\$ 0 86,857	D
Common Stock, \$0.0001 par value						I	21,855,284	See footnotes (2) (3) (4) (5) (6)

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

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(9-02)

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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 3)
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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		

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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 Aghili, by Authorized Signatory of ARES MANAGEMENT LLC __Signature of Reporting Person	05/16/2018 Date
/s/ Naseem Sagati Aghili, by Authorized Signatory of ARES HOLDCO LLC, general partner for ARES MANAGEMENT HOLDINGS L.P. __Signature of Reporting Person	05/16/2018 Date
/s/ Naseem Sagati Aghili, by Authorized Signatory of ARES HOLDCO LLC __Signature of Reporting Person	05/16/2018 Date
/s/ Naseem Sagati Aghili, by Authorized Signatory of ARES HOLDINGS INC. __Signature of Reporting Person	05/16/2018 Date
/s/ Naseem Sagati Aghili, by Authorized Signatory of ARES MANAGEMENT GP LLC, general partner for ARES MANAGEMENT, L.P. __Signature of Reporting Person	05/16/2018 Date
/s/ Naseem Sagati Aghili, by Authorized Signatory of ARES MANAGEMENT GP LLC __Signature of Reporting Person	05/16/2018 Date
/s/ Naseem Sagati Aghili, by Authorized Signatory of ARES PARTNERS HOLDCO LLC __Signature of Reporting Person	05/16/2018 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) The amount reported consists of 33,743 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 14, 2018. Mr. Walton does not have any beneficial ownership of or pecuniary interest in such restricted shares.
- (2) The amount reported reflects an aggregate of 21,855,284 shares of Common Stock, in the following amounts: 5,648,690 shares by AF IV Energy II AIV B1, L.P., 896,567 shares by AF IV Energy II AIV A1, L.P., 1,344,714 shares by AF IV Energy II AIV A2, L.P., 567,737 shares by AF IV Energy II AIV A3, L.P., 580,546 shares by AF IV Energy II AIV A4, L.P., 744,057 shares by AF IV Energy II AIV A5, L.P., 582,698 shares by AF IV Energy II AIV A6, L.P., 298,870 shares by AF IV Energy II AIV A7, L.P., 579,768 shares by AF IV Energy II AIV A8, L.P., 600,983 shares by AF IV Energy II AIV A9, L.P., 896,567 shares by AF IV Energy II AIV A10, L.P., 336,156 shares by AF IV Energy II AIV A11, L.P., 597,583 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., 1,897,859 shares by SSF IV Halcon AIV B1, L.P., 88,306 shares by SSF IV Halcon AIV 1, L.P., 650,824 shares by SSF IV Halcon AIV 2, L.P., 706,823 shares by SSF IV Halcon AIV 3, L.P., 176,753 shares by SSF IV Halcon AIV 4, L.P., 389,862 shares by SSF IV Halcon AIV 5, L.P., 655,756 shares by SSF IV Halcon AIV 6, L.P., 788,066 shares by SSF IV Halcon AIV 7, L.P., 292,519 shares by Ares Dynamic Credit Allocation Fund, Inc., 229,338 shares by Ares Enhanced Credit

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Opportunities Master Fund II, 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 Issuer's Common Stock held by the entities listed in footnotes 2-3 (collectively, the "Purchasers") is managed, directly or indirectly, by Ares Management LLC. 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

(4) 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, Ryan Berry, R. Kipp deVeer, David Kaplan, Michael McFerran, Antony Ressler and Bennett Rosenthal. Mr. Ressler generally has veto authority over decisions by Ares Partners' board of managers. Each of the Ares Entities (other than each Purchaser, with respect to the securities held directly by it) and

(5) 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.

(6) 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.

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

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