

HALCON RESOURCES CORP

Form S-4/A

June 25, 2012

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AS FILED WITH THE SECURITIES AND EXCHANGE COMMISSION ON JUNE 25, 2012

REGISTRATION NO. 333-181537

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**AMENDMENT NO. 1**  
**TO**  
**FORM S-4**  
**REGISTRATION STATEMENT**

*UNDER*

*THE SECURITIES ACT OF 1933*

**Halcón Resources Corporation**

(Exact Name of Registrant as Specified in Its Charter)

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<b>DELAWARE</b> (State or Other Jurisdiction of Incorporation or Organization)	<b>1311</b> (Primary Standard Industrial Classification Code Number)	<b>20-0700684</b> (I.R.S. Employer Identification Number)
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**1000 Louisiana St., Suite 6700**

**Houston, Texas 77002**

**(832) 538-0300**

(Address, Including Zip Code, and Telephone Number, Including Area Code, of Registrant's Principal Executive Offices)

**Floyd C. Wilson**

**Chief Executive Officer**

**Halcón Resources Corporation**

**1000 Louisiana St., Suite 6700**

**Houston, Texas 77002**

**(832) 538-0300**

(Name, Address, Including Zip Code, and Telephone Number, Including Area Code, of Agent for Service)

*Copies To:*

<b>William T. Heller IV</b> <b>Thompson &amp; Knight LLP</b> <b>333 Clay St., Suite 3300</b> <b>Houston, Texas 77002</b> <b>(713) 654-8111</b>	<b>Frank A. Lodzinski</b> <b>President and Chief Executive Officer</b> <b>GeoResources, Inc.</b> <b>110 Cypress Station Drive, Suite 220</b> <b>Houston, Texas 77090</b> <b>(281) 537-9920</b>	<b>Reid A. Godbolt</b> <b>Jones &amp; Keller, P.C.</b> <b>1999 Broadway, Suite 3150</b> <b>Denver, Colorado 80202</b> <b>(303) 573-1600</b>
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**Approximate date of commencement of proposed sale of the securities to the public:** As soon as practicable after the effectiveness of this registration statement and the satisfaction or waiver of all other conditions to the closing of the merger described herein.

If the securities being registered on this form are to be offered in connection with the formation of a holding company and there is compliance with General Instruction G, check the following box. "

If this form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. "

If this form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. "

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer " Accelerated filer x  
Non-accelerated filer " (Do not check if a smaller reporting company) Smaller reporting company "

If applicable, place an X in the box to designate the appropriate rule provision relied upon in conducting this transaction:

Exchange Act Rule 13e-4(i) (Cross-Border Issuer Tender Offer) "

Exchange Act Rule 14d-1(d) (Cross-Border Issuer Third Party Tender Offer) "

**The Registrant hereby amends this Registration Statement on such date or dates as may be necessary to delay its effective date until the Registrant shall file a further amendment that specifically states that this Registration Statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act, or until the Registration Statement shall become effective on such date as the Securities and Exchange Commission, acting pursuant to said Section 8(a), may determine.**

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**The information in this joint proxy statement/prospectus is not complete and may be changed. Halcón Resources Corporation may not sell the securities offered by this joint proxy statement/prospectus until the registration statement filed with the Securities and Exchange Commission is effective. This joint proxy statement/prospectus is not an offer to sell these securities nor should it be considered a solicitation of an offer to buy these securities in any jurisdiction where the offer or sale is not permitted.**

**SUBJECT TO COMPLETION, DATED JUNE 25, 2012**

**MERGER PROPOSED YOUR VOTE IS VERY IMPORTANT**

Halcón Resources Corporation, which we refer to as Halcón, and GeoResources, Inc., which we refer to as GeoResources, have entered into an agreement and plan of merger dated as of April 24, 2012, as it may be amended from time to time, which we refer to as the merger agreement and which is attached as Annex A to this joint proxy statement/prospectus and incorporated herein by reference. Under the merger agreement, a wholly owned subsidiary of Halcón, which we refer to as Merger Sub, will merge with and into GeoResources, at which time the separate existence of Merger Sub will cease, and Halcón will be the parent company of GeoResources and its subsidiaries. We refer to this as the merger. Promptly following the completion of the merger, GeoResources as the surviving corporation from the merger will merge with and into another wholly owned subsidiary of Halcón, which we refer to as Second Merger Sub, with Second Merger Sub surviving the second merger. We refer to this as the subsequent merger. The obligations of Halcón and GeoResources to effect the merger are subject to the satisfaction or waiver of several conditions set forth in the merger agreement. If the merger is completed pursuant to the merger agreement, each GeoResources stockholder will receive \$20.00 in cash and 1.932 shares of Halcón common stock, which we collectively refer to as the merger consideration, for each share of GeoResources common stock held immediately prior to the effective time. The stock exchange ratio and cash amount are fixed and will not be adjusted to reflect changes in the stock price of Halcón common stock or GeoResources common stock.

In connection with the proposed merger, Halcón and GeoResources will each hold a special meeting of their respective stockholders. At Halcón's special meeting, Halcón stockholders will be asked to vote on (i) a proposal to approve the issuance of shares of Halcón common stock to GeoResources stockholders pursuant to the merger agreement, (ii) a proposal to elect, conditioned upon closing of the merger, one individual, as mutually agreed by Halcón and GeoResources, as an additional Class A director to the Halcón board of directors and (iii) a proposal to adjourn the special meeting, if necessary or appropriate, to solicit additional proxies in favor of the proposal to approve the issuance of shares of Halcón common stock to GeoResources stockholders pursuant to the merger agreement or to elect one additional Class A director to Halcón's board of directors at the time of the special meeting. At GeoResources's special meeting, GeoResources stockholders will be asked to vote on (i) a proposal to approve and adopt the merger agreement, (ii) a non-binding, advisory proposal to approve the compensation that may become payable to GeoResources named executive officers in connection with the merger and (iii) a proposal to adjourn the special meeting, if necessary or appropriate, to solicit additional proxies in favor of the proposal to approve and adopt the merger agreement at the time of the special meeting.

The board of directors of Halcón unanimously: (i) has determined that the merger agreement and the transactions contemplated thereby, including the merger, are fair to, and in the best interests of, Halcón and its stockholders; (ii) has approved the merger agreement, the merger and the other transactions contemplated thereby; and (iii) recommends that the stockholders of Halcón vote FOR the approval of the issuance of shares of Halcón common stock in connection with the merger, FOR the proposal to elect one additional Class A director to the Halcón board of directors, and FOR the proposal to authorize Halcón's board of directors to adjourn the special meeting. The issuance of shares of Halcón common stock in the merger requires the affirmative vote of a majority of the votes cast in person or by proxy and entitled to vote at the Halcón special meeting. The election of the Class A director requires the affirmative vote by a plurality of votes cast in person or by proxy and entitled to vote at the Halcón special meeting. To approve the proposal to authorize Halcón's board of directors to adjourn the special meeting requires the affirmative vote of a majority of the stock present in person or by proxy and entitled to vote at the Halcón special meeting.

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The board of directors of GeoResources unanimously: (i) has determined that the merger agreement, the merger, in accordance with the terms of the merger agreement, and the other transactions contemplated thereby are advisable, fair to, and in the best interests of GeoResources and its stockholders; (ii) has approved and adopted the merger agreement and approved the merger and the other transactions contemplated thereby; (iii) has directed that the merger agreement be submitted to a vote of the GeoResources stockholders at the GeoResources special meeting; and (iv) recommends that the stockholders of GeoResources vote **FOR** the proposal to approve and adopt the merger agreement, **FOR** the proposal to approve, on an advisory basis, the compensation that may become payable to GeoResources named executive officers in connection with the merger, and **FOR** any proposal to authorize GeoResources board of directors, in its discretion, to adjourn the special meeting, if necessary or appropriate, to solicit additional proxies in favor of the proposal to approve and adopt the merger agreement at the time of the special meeting. The approval of the merger agreement requires the affirmative vote of the holders of at least a majority of the shares of GeoResources common stock issued and outstanding and entitled to vote at the GeoResources special meeting. The affirmative vote of a majority of the votes cast by holders of GeoResources common stock at the GeoResources special meeting is required to approve (i) on a non-binding, advisory basis, the compensation that may be paid or become payable to GeoResources named executive officers that is based on or otherwise relates to the merger and (ii) the proposal to adjourn the GeoResources special meeting, if necessary or appropriate, to solicit additional proxies if there are insufficient votes at the time of the GeoResources special meeting to approve and adopt the merger agreement.

**Your vote is important.** We cannot complete the merger unless the GeoResources stockholders approve and adopt the merger agreement and the Halcón stockholders approve the issuance of shares of Halcón common stock to GeoResources stockholders pursuant to the merger agreement at their respective stockholder meetings. The obligations of Halcón and GeoResources to complete the merger are also subject to the satisfaction or waiver of certain other conditions to the merger. The places, dates and times of the respective stockholder meetings of Halcón and GeoResources are as follows:

<p><b>For Halcón stockholders:</b></p> <p><b>1000 Louisiana St., Suite 6700</b></p> <p><b>Houston, Texas 77002</b></p> <p><b>10:00 a.m. local time,</b></p> <p><b>July 31, 2012</b></p>	<p><b>For GeoResources stockholders:</b></p> <p><b>110 Cypress Station Drive, Suite 220</b></p> <p><b>Houston, Texas 77090</b></p> <p><b>10:00 a.m. local time,</b></p> <p><b>July 31, 2012</b></p>
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This joint proxy statement/prospectus gives you detailed information about the respective stockholder meetings of Halcón and GeoResources and the proposed merger. **We urge you to read this joint proxy statement/prospectus carefully, including Risk Factors beginning on page 30 for a discussion of the risks relating to the merger.** Whether or not you plan to attend your meeting, to ensure your shares are represented at the meeting, please vote as soon as possible by either completing and submitting the enclosed proxy card or voting using the telephone or Internet voting procedures described on your proxy card.

Halcón common stock is traded on the New York Stock Exchange under the symbol **HK**. GeoResources common stock is traded on the NASDAQ Global Select Market under the symbol **GEOI**.

**Neither the Securities and Exchange Commission, which we refer to as the SEC, nor any state securities commission has approved or disapproved of the merger or the securities to be issued under this joint proxy statement/prospectus or has passed upon the adequacy or accuracy of the disclosures in this joint proxy statement/prospectus. Any representation to the contrary is a criminal offense.**

**This joint proxy statement/prospectus is dated June 25, 2012 and is first being mailed to Halcón stockholders and GeoResources stockholders on or about June 28, 2012.**

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**HALCÓN RESOURCES CORPORATION**

**1000 Louisiana St., Suite 6700**

**Houston, Texas 77002**

**(832) 538-0300**

**NOTICE OF SPECIAL MEETING OF STOCKHOLDERS**

**TO BE HELD ON JULY 31, 2012**

To the Stockholders of Halcón Resources Corporation:

We are pleased to invite you to attend a special meeting of the stockholders of Halcón Resources Corporation, a Delaware corporation, which we refer to as Halcón, which will be held at Halcón's corporate headquarters located at 1000 Louisiana St., Suite 6700, Houston, Texas 77002, on July 31, 2012 at 10:00 a.m., local time, for the following purposes:

1. To consider and vote upon a proposal to approve the issuance of shares of common stock, par value \$0.0001 per share, of Halcón pursuant to the Agreement and Plan of Merger dated as of April 24, 2012 by and among Halcón, two wholly owned subsidiaries of Halcón, and GeoResources, Inc., a Colorado corporation, referred to as GeoResources.
2. To elect, conditioned upon closing of the merger, Michael A. Vlastic to the board of directors to serve as a Class A director until his successor is duly elected or until his earlier death, resignation, or removal.
3. To consider and vote on any proposal to authorize Halcón's board of directors, in its discretion, to adjourn the special meeting to a later date or dates, if necessary or appropriate, to solicit additional proxies in favor of the proposal to approve the issuance of shares of Halcón common stock to GeoResources stockholders pursuant to the merger agreement at the time of the special meeting.

We do not expect to transact any other business at the special meeting. Halcón's board of directors has fixed the close of business on June 18, 2012 as the record date for determining those Halcón stockholders entitled to vote at the special meeting and any adjournment or postponement thereof. Accordingly, only stockholders of record at the close of business on that date are entitled to notice of, and to vote at, the special meeting. A complete list of the Halcón stockholders will be available for examination at the offices of Halcón in Houston, Texas during ordinary business hours for a period of 10 days prior to the special meeting.

**The board of directors of Halcón recommends that Halcón stockholders vote FOR each of the proposals to be voted on at the special meeting.**

We cordially invite you to attend the special meeting in person. However, to ensure your representation at the special meeting, please complete and promptly mail your proxy card in the return envelope enclosed, or authorize the individuals named on your proxy card to vote your shares by calling the toll-free telephone number or by using the Internet as described in the instructions included with your proxy card or voting instruction card. This will not prevent you from voting in person, but will help to secure a quorum and avoid added solicitation costs. If your shares are held in street name by your broker or other nominee, only that holder can vote your shares and the vote cannot be cast unless you provide instructions to your broker. You should follow the directions provided by your broker regarding how to instruct your broker to vote your shares. Your proxy may be revoked at any time before it is voted. Please review the joint proxy statement/prospectus accompanying this notice for more complete information regarding the matters to be voted on at the meeting.

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By Order of the Board of Directors

Floyd C. Wilson  
Chairman and Chief Executive Officer

Houston, Texas

June 25, 2012

**IMPORTANT: WHETHER OR NOT YOU PLAN TO ATTEND THE SPECIAL MEETING, WE ASK YOU TO COMPLETE AND PROMPTLY RETURN THE ENCLOSED PROXY CARD IN THE ENVELOPE PROVIDED OR TO VOTE BY TELEPHONE OR ON THE INTERNET USING THE INSTRUCTIONS ON THE PROXY CARD.**

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**GEORESOURCES, INC.**

**110 Cypress Station Drive, Suite 220**

**Houston, Texas 77090**

**(281) 537-9920**

**NOTICE OF SPECIAL MEETING OF STOCKHOLDERS**

**TO BE HELD ON JULY 31, 2012**

To the Stockholders of GeoResources, Inc.:

We are pleased to invite you to attend a special meeting of the stockholders of GeoResources, Inc., a Colorado corporation, which we refer to as GeoResources, which will be held at GeoResources principal executive offices located at 110 Cypress Station Drive, Suite 220, Houston, Texas 77090, on July 31, 2012 at 10:00 a.m., local time, for the following purposes:

1. To consider and vote upon a proposal to approve and adopt the Agreement and Plan of Merger dated as of April 24, 2012, as it may be amended from time to time, which we refer to as the merger agreement, by and among Halcón Resources Corporation, which we refer to as Halcón, two wholly owned subsidiaries of Halcón, and GeoResources, pursuant to which a wholly owned subsidiary of Halcón will merge with and into GeoResources.
2. To consider and vote on the proposal to approve, on a non-binding, advisory basis, the compensation that may be paid or become payable to GeoResources named executive officers that is based on or otherwise relates to the merger; and
3. To consider and vote on any proposal to authorize GeoResources board of directors, in its discretion, to adjourn the special meeting to a later date or dates, if necessary or appropriate, to solicit additional proxies in favor of the proposal to approve and adopt the merger agreement at the time of the special meeting.

We do not expect to transact any other business at the special meeting. GeoResources board of directors has fixed the close of business on June 18, 2012 as the record date for determining those GeoResources stockholders entitled to vote at the special meeting and any adjournment or postponement thereof. Accordingly, only stockholders of record at the close of business on that date are entitled to notice of, and to vote at, the special meeting. A complete list of the GeoResources stockholders will be available for examination at the principal executive offices of GeoResources in Houston, Texas during regular business hours beginning July 3, 2012 through the special meeting, and any adjournment thereof.

**The board of directors of GeoResources recommends that GeoResources stockholders vote FOR the proposals to be voted on at the special meeting.**

Under the Colorado Business Corporation Act, if the merger is completed, holders of GeoResources common stock who do not vote in favor of approval and adoption of the merger agreement will have the right to seek appraisal of the fair value of their shares, but only if they submit a written demand for such an appraisal prior to the vote on the merger agreement and they comply with the other Colorado law procedures and requirements explained in the accompanying joint proxy statement/prospectus. A copy of Article 113 of the Colorado Business Corporation Act is attached to this joint proxy statement/prospectus as Annex F.



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We cordially invite you to attend the special meeting in person. However, to ensure your representation at the special meeting, please complete and promptly mail your proxy card in the return envelope enclosed, or authorize the individuals named on your proxy card to vote your shares by calling the toll-free telephone number or by using the Internet as described in the instructions included with your proxy card or voting instruction card. This will not prevent you from voting in person, but will help to secure a quorum and avoid added solicitation costs. If your shares are held in street name by your broker or other nominee, only that holder can vote your shares and the vote cannot be cast unless you provide instructions to your broker. You should follow the directions provided by your broker regarding how to instruct your broker to vote your shares. Your proxy may be revoked at any time before it is voted. Please review the joint proxy statement/prospectus accompanying this notice for more complete information regarding the merger and the special meeting.

By Order of the Board of Directors

Frank A. Lodzinski  
Chairman, President and Chief Executive Officer

Houston, Texas

June 25, 2012

**IMPORTANT: WHETHER OR NOT YOU PLAN TO ATTEND THE SPECIAL MEETING, WE ASK YOU TO COMPLETE AND PROMPTLY RETURN THE ENCLOSED PROXY CARD IN THE ENVELOPE PROVIDED OR TO VOTE BY TELEPHONE OR ON THE INTERNET USING THE INSTRUCTIONS ON THE PROXY CARD.**

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**ADDITIONAL INFORMATION**

This joint proxy statement/prospectus incorporates by reference important business and financial information about Halcón and GeoResources from documents that are not included in or delivered with this joint proxy statement/prospectus. See *Where You Can Find More Information* beginning on page 152. This information is available to you without charge upon your written or oral request. You can obtain documents incorporated by reference in this joint proxy statement/prospectus by requesting them in writing or by telephone from Halcón or GeoResources at the following addresses:

Halcón Resources Corporation	GeoResources, Inc.
1000 Louisiana St., Suite 6700	110 Cypress Station Drive, Suite 220
Houston, Texas 77002	Houston, Texas 77090
(832) 538-0300	(281) 537-9920
Attention: Investor Relations	Attention: Investor Relations or
	Georgeson Inc.
	199 Water Street, 26 <sup>th</sup> Floor
	New York, New York 10038
	(866) 296-6841

You also may obtain these documents at the SEC's website, [www.sec.gov](http://www.sec.gov), and you may obtain certain of these documents at Halcón's website, [www.halconresources.com](http://www.halconresources.com), by selecting *Investor Relations*, then selecting *Financial Information* and then selecting *SEC Filings*, and at GeoResources' website, [www.georesourcesinc.com](http://www.georesourcesinc.com), by selecting *Investor Relations* and then selecting *SEC Documents*. Information contained on the Halcón and GeoResources websites is expressly not incorporated by reference into this joint proxy statement/prospectus. **To receive timely delivery of the documents in advance of the Halcón special meeting of stockholders or the GeoResources special meeting of stockholders, your request should be received no later than July 26, 2012.**

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**QUESTIONS AND ANSWERS ABOUT THE MERGER**

**Q: What is the proposed transaction?**

A: Halcón and GeoResources have entered into a merger agreement pursuant to which Merger Sub will merge with and into GeoResources, with GeoResources surviving the merger as a wholly owned subsidiary of Halcón. We refer to this as the merger. Promptly following the completion of the merger, GeoResources as the surviving corporation from the merger will merge with and into Second Merger Sub, with Second Merger Sub surviving the second merger. We refer to this as the subsequent merger. At the effective time of the merger, each issued and outstanding share of GeoResources common stock (other than dissenting shares) will be converted automatically into the right to receive (i) \$20.00 in cash, and (ii) 1.932 shares of Halcón common stock, par value \$0.0001 per share, as described under The Merger Agreement Merger Consideration beginning on page 98.

**Q: Why are Halcón and GeoResources proposing the merger?**

A: The boards of directors of Halcón and GeoResources have each concluded that the merger is in the best interests of their stockholders.

As set forth in greater detail elsewhere in this joint proxy statement/prospectus, Halcón's board of directors considered many factors in making its recommendations to Halcón's stockholders. Among the factors considered were:

The combination will increase estimated proved reserves to approximately 50.3 MMBoe, 70% of which is oil and natural gas liquids;

The combination will increase average net daily production to approximately 10,200 Boe, based on fourth quarter 2011 production rates;

The merger will provide Halcón with a larger portfolio of exploitation and exploration opportunities in liquids prone resource plays within areas targeted by Halcón; and

The presentation and opinion of Barclays to the effect that, as of the date of the opinion and based upon the assumptions, limitations, qualifications and conditions stated in the opinion letter, from a financial point of view, the merger consideration was fair to Halcón, as more fully described below under the caption Opinion of Barclays to the Halcón Board of Directors.

For more information regarding the factors considered by Halcón's board of directors, see The Merger Recommendation of Halcón's Board of Directors and Reasons for the Merger beginning on page 61.

As set forth more in greater detail elsewhere in this joint proxy statement/prospectus, GeoResources' board of directors considered many factors in making its recommendations to GeoResources' stockholders. Among the factors considered were:

GeoResources' stockholders would receive, for each share of GeoResources common stock they hold, \$20.00 in cash and 1.932 shares of Halcón common stock, and the stock portion of the merger consideration should be received on a tax-deferred basis;

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The merger consideration represented a premium of approximately 23% and 19% based on the closing prices of GeoResources common stock and Halcón common stock, respectively, on the last trading day prior to execution of the merger agreement and over the 30-day trading period ending on such date;

GeoResources stockholders will have the opportunity to participate in the combined company's growth and share appreciation in the future should they retain their Halcón common stock after the merger; and

the opinion of Wells Fargo Securities, dated April 24, 2012 and based on the assumptions, limitations, qualifications and conditions stated in the opinion letter, as to the fairness, from a financial point of view, of the merger consideration to be received by holders of GeoResources common stock (other than Halcón and its affiliates) pursuant to the merger agreement, as more fully described below under the caption Opinion of Wells Fargo Securities to the GeoResources Board of Directors.



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For more information regarding the factors considered by GeoResources' board of directors, see "The Merger" Recommendation of GeoResources' Board of Directors and Reasons for the Merger" beginning on page 63.

### **Q: Why am I receiving this joint proxy statement/prospectus?**

A: Halcón and GeoResources' boards of directors are using this joint proxy statement/prospectus to solicit proxies of Halcón and GeoResources stockholders in connection with the merger agreement and the merger. In addition, Halcón is using this joint proxy statement/prospectus as a prospectus for GeoResources stockholders because Halcón is offering shares of its common stock to be issued in exchange for shares of GeoResources common stock in the merger.

In order to complete the merger, Halcón stockholders must vote to approve the issuance of shares of Halcón common stock to GeoResources stockholders and to elect, conditioned upon closing of the merger, Michael A. Vlasic, who has been mutually agreed by Halcón and GeoResources to be elected as an additional Class A director to the Halcón board of directors pursuant to the merger agreement; and GeoResources stockholders must vote to approve and adopt the merger agreement. GeoResources stockholders will also vote on a non-binding, advisory proposal to approve the compensation that may become payable to GeoResources' named executive officers in connection with the merger.

Halcón and GeoResources will hold separate special meetings of their respective stockholders to obtain these approvals. This joint proxy statement/prospectus contains important information about the merger and the special meetings of the stockholders of Halcón and GeoResources, and you should read it carefully. The enclosed voting materials allow you to vote your shares of Halcón common stock and/or GeoResources common stock, as applicable, without attending the applicable special meeting.

We encourage you to submit your proxy as promptly as possible.

### **Q: When and where is the special meeting of Halcón stockholders?**

A: Halcón's special meeting will be held at Halcón's corporate headquarters located at 1000 Louisiana St., Suite 6700, Houston, Texas 77002, on July 31, 2012 at 10:00 a.m., local time.

### **Q: When and where is the special meeting of GeoResources stockholders?**

A: GeoResources' special meeting will be held at GeoResources' principal executive offices located at 110 Cypress Station Drive, Suite 220, Houston, Texas 77090, on July 31, 2012 at 10:00 a.m., local time.

### **Q: Who can vote at the special meetings?**

A: All Halcón stockholders of record as of the close of business on June 18, 2012, the record date for determining stockholders entitled to notice of and to vote at Halcón's special meeting, are entitled to receive notice of and to vote at Halcón's special meeting. As of the record date, there were 144,031,546 shares of Halcón common stock outstanding and entitled to vote at the Halcón special meeting, held by approximately 110 holders of record. Each share of Halcón common stock is entitled to one vote on each proposal presented at Halcón's special meeting.

All GeoResources stockholders of record as of the close of business on June 18, 2012, the record date for determining stockholders entitled to notice of and to vote at GeoResources' special meeting, are entitled to receive notice of and to vote at GeoResources' special meeting. As of the record date, there were 25,630,977 shares of GeoResources common stock outstanding and entitled to vote at the GeoResources special meeting, held by approximately 500 holders of record. Each share of GeoResources common stock is entitled to one vote on each proposal presented at GeoResources' special meeting.

**Q: What constitutes a quorum?**

A: Halcón's bylaws provide that a majority of the outstanding shares of Halcón common stock entitled to vote generally in the election of directors, represented in person or by proxy, constitutes a quorum at a meeting of its stockholders.

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GeoResources' bylaws provide that a majority of the outstanding shares of GeoResources common stock entitled to vote at the meeting, represented in person or by proxy, constitutes a quorum at a meeting of its stockholders.

Shares that are voted and shares abstaining from voting are treated as being present at each of the Halcón special meeting and the GeoResources special meeting, as applicable, for purposes of determining whether a quorum is present.

### **Q: What vote is required to approve the proposals at Halcón's special meeting and GeoResources' special meeting?**

A: Approval of the proposal of Halcón to approve the issuance of shares of Halcón common stock to GeoResources stockholders pursuant to the merger agreement requires the affirmative vote of the holders of at least a majority of the votes cast on such proposal, provided that the total votes cast on the proposal represent at least a majority of the outstanding shares of Halcón common stock. Approval of the proposal of Halcón to elect one additional Class A director to Halcón's board of directors requires the affirmative vote of the holders of at least a plurality of the votes cast. Approval of the proposal of Halcón to authorize Halcón's board of directors, in its discretion, to adjourn the special meeting, if necessary or appropriate, to solicit additional proxies in favor of the proposal to approve the issuance of shares of Halcón common stock pursuant to the merger agreement or the proposal to elect one additional Class A director requires the affirmative vote of the holders of at least a majority of the outstanding shares of Halcón common stock represented in person or by proxy at the special meeting and entitled to vote on such proposal.

Approval of the proposal of GeoResources to approve and adopt the merger agreement requires the affirmative vote of the holders of at least a majority of the outstanding shares of GeoResources common stock entitled to vote. Approval of (i) the non-binding, advisory proposal to approve the compensation that may become payable to GeoResources' named executive officers in connection with the merger and (ii) the proposal to authorize GeoResources' board of directors, in its discretion, to adjourn the special meeting, if necessary or appropriate, to solicit additional proxies in favor of the proposal to approve and adopt the merger agreement at the time of the special meeting each requires the affirmative vote of the holders of at least a majority of the shares of GeoResources common stock represented in person or by proxy at the special meeting and entitled to vote on such proposal.

Your vote is important. We encourage you to submit your proxy as promptly as possible.

### **Q: If my shares of Halcón common stock or GeoResources common stock are held in street name by my broker or other nominee, will my broker or other nominee vote my shares of Halcón common stock or GeoResources common stock for me? What happens if I do not vote for a proposal?**

A: Unless you instruct your broker or other nominee how to vote your shares of Halcón common stock or GeoResources common stock, as applicable, held in street name, your shares will NOT be voted. This is referred to as a broker non-vote. If you hold your shares in a stock brokerage account or if your shares are held by a bank or other nominee (that is, in street name), you must provide your broker or other nominee with instructions on how to vote your shares. Please follow the voting instructions provided by your broker or other nominee on the enclosed voting instruction card. You should also be aware that you may not vote shares of Halcón common stock or GeoResources common stock held in street name by returning a proxy card directly to Halcón or GeoResources or by voting in person at the Halcón or GeoResources special meetings unless you provide a legal proxy, which you must obtain from your broker or other nominee.

If you are a Halcón stockholder, abstentions will be counted in determining the presence of a quorum, but broker non-votes will not be counted in determining the presence of a quorum. Broker non-votes will not be counted as votes cast with regard to the proposal to approve the issuance of shares of Halcón common stock to GeoResources stockholders pursuant to the merger agreement, and as such, broker non-votes could result in there not being sufficient votes cast on such proposal. Abstentions will have the same effect as votes cast AGAINST the proposal to authorize Halcón's board of directors, in its discretion, to adjourn the special

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meeting, if necessary or appropriate, to solicit additional proxies in favor of the proposal to approve the issuance of shares of Halcón common stock to GeoResources stockholders pursuant to the merger agreement or the proposal to elect one additional Class A director, but broker non-votes will have no effect on such proposal.

If you are a GeoResources stockholder, abstentions will be counted in determining the presence of a quorum, but broker non-votes will not be counted in determining the presence of a quorum. Abstentions will have the same effect as votes cast AGAINST (i) the proposal to approve and adopt the merger agreement, (ii) the non-binding, advisory proposal to approve the compensation that may become payable to GeoResources named executive officers in connection with the merger and (iii) the proposal to authorize GeoResources board of directors, in its discretion, to adjourn the special meeting, if necessary or appropriate, to solicit additional proxies in favor of the proposal to approve and adopt the merger agreement at the time of the special meeting. Broker non-votes will have the same effect as votes cast AGAINST the approval and adoption of the merger agreement, but will have no effect on the non-binding, advisory proposal to approve the compensation that may become payable to GeoResources named executive officers in connection with the merger or the proposal to authorize GeoResources board of directors, in its discretion, to adjourn the special meeting, if necessary or appropriate, to solicit additional proxies in favor of the proposal to approve and adopt the merger agreement at the time of the special meeting.

### **Q: If I am a GeoResources stockholder, should I send in my stock certificates with my proxy card?**

A: NO. Please DO NOT send your GeoResources stock certificates with your proxy card. If the merger is approved and adopted, you will be sent written instructions for exchanging your stock certificates.

### **Q: What are the tax consequences of the merger?**

A: The merger, combined with the subsequent merger, is intended to qualify as a reorganization pursuant to section 368(a) of the Internal Revenue Code of 1986, as amended, which we refer to as the Code. Assuming the merger and the subsequent merger, on a combined basis, qualifies as a reorganization, a GeoResources stockholder generally will recognize (i.e., take into account for tax purposes) gain (but not loss) equal to the lesser of (1) the excess of the sum of the cash (including cash instead of a fractional share of Halcón common stock) and the fair market value of the Halcón common stock received over such stockholder's adjusted tax basis in the GeoResources stock surrendered, or (2) the amount of cash received.

If you are a non-U.S. holder of GeoResources common stock, your tax treatment and whether you are taxable as a result of the merger will differ from what is described above and will depend on the percentage of GeoResources common stock that you own and your individual circumstances at the effective time of the merger.

Tax matters are very complicated, and the tax consequences of the merger to a particular stockholder will depend on such stockholder's circumstances. Accordingly, GeoResources and Halcón urge you to consult your tax advisor for a full understanding of the tax consequences of the merger to you, including the applicability and effect of U.S. federal, state, local and foreign income and other tax laws. For a more complete discussion of the material U.S. federal income tax consequences of the merger, see Material U.S. Federal Income Tax Consequences beginning on page 117.

### **Q: Are GeoResources stockholders entitled to appraisal rights?**

A: Yes. GeoResources stockholders who do not vote in favor of the proposal of GeoResources to adopt the merger agreement will be entitled to dissent to the merger pursuant to Article 113 of the Colorado Business Corporation Act, which we refer to as the CBCA, and obtain the fair value of the stockholders' shares if such rights are properly demanded and perfected and not withdrawn or lost and the merger is completed.

**Q: How does Halcón's board of directors recommend that Halcón stockholders vote?**

A: Halcón's board of directors has unanimously (i) determined that the merger agreement, the merger and the other transactions contemplated thereby are advisable, fair to, and in the best interests of Halcón and its

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stockholders, (ii) approved the merger agreement, the merger and the other transactions contemplated thereby, and (iii) approved the election of one additional Class A director.

Halcón's board of directors unanimously recommends that Halcón stockholders vote FOR the proposal to approve the issuance of shares of Halcón common stock to GeoResources stockholders pursuant to the merger agreement, FOR the proposal to elect Michael A. Vlastic as a Class A director to Halcón's board and FOR any proposal to authorize Halcón's board of directors, in its discretion, to adjourn the special meeting, if necessary or appropriate, to solicit additional proxies in favor of the proposal to approve the issuance of shares of Halcón common stock to GeoResources stockholders pursuant to the merger agreement. For a more complete description of the recommendation of Halcón's board of directors, see The Merger Recommendation of Halcón's Board of Directors and Reasons for the Merger beginning on page 61.

### **Q: How does GeoResources' board of directors recommend that GeoResources stockholders vote?**

A: GeoResources' board of directors has unanimously (i) determined that the merger agreement, the merger and the other transactions contemplated thereby are advisable, fair to, and in the best interests of GeoResources and its stockholders, and (ii) approved the merger agreement, the merger and the other transactions contemplated by the merger agreement.

GeoResources' board of directors unanimously recommends that GeoResources stockholders vote FOR the proposal to approve and adopt the merger agreement, FOR the proposal to approve, on a non-binding, advisory basis, the compensation that may become payable to GeoResources named executive officers in connection with the merger, and FOR any proposal to authorize GeoResources' board of directors, in its discretion, to adjourn the special meeting, if necessary or appropriate, to solicit additional proxies in favor of the proposal to approve and adopt the merger agreement at the time of the special meeting. For a more complete description of the recommendation of GeoResources' board of directors, see The Merger Recommendation of GeoResources' Board of Directors and Reasons for the Merger beginning on page 63.

### **Q: How will Halcón stockholders be affected by the merger and share issuance?**

A: After the merger, each Halcón stockholder will continue to own the shares of Halcón common stock that the stockholder held immediately prior to the merger. However, because Halcón will be issuing new shares of Halcón common stock to GeoResources stockholders in the merger, each outstanding share of Halcón common stock immediately prior to the merger will represent a smaller percentage of the aggregate number of shares of Halcón common stock outstanding after the merger. As a result of the merger, each Halcón stockholder will own shares in a larger company with more assets.

### **Q: What do I need to do now?**

A: After you have carefully read this joint proxy statement/prospectus, please respond by completing, signing and dating your proxy card or voting instruction card and returning it in the enclosed preaddressed postage-paid envelope or, if available, by submitting your proxy by one of the other methods specified in your proxy card or voting instruction card as promptly as possible so that your shares of Halcón common stock or GeoResources common stock will be represented and voted at Halcón's special meeting or GeoResources' special meeting, as applicable.

Please refer to your proxy card or voting instruction card forwarded by your broker or other nominee to see which voting options are available to you.

The method by which you submit a proxy will in no way limit your right to vote at Halcón's special meeting or GeoResources' special meeting if you later decide to attend the meeting in person. However, if your shares of Halcón common stock or GeoResources common stock are held in the name of a broker or other nominee, you must obtain a legal proxy, executed in your favor, from your broker or other nominee, to be able to vote in person at Halcón's special meeting or GeoResources' special meeting.

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**Q: How will my proxy be voted?**

A: All shares of Halcón common stock entitled to vote and represented by properly completed proxies received prior to Halcón's special meeting, and not revoked, will be voted at Halcón's special meeting as instructed on the proxies. If you properly sign, date and return a proxy card, but do not indicate how your shares of Halcón common stock should be voted on a matter, the shares of Halcón common stock represented by your proxy will be voted as Halcón's board of directors recommends and therefore FOR the approval of the issuance of shares of Halcón common stock to GeoResources stockholders pursuant to the merger agreement, FOR the election of Michael A. Vlastic as a Class A director to Halcón's board, and FOR the proposal to authorize Halcón's board of directors, in its discretion, to adjourn the special meeting, if necessary or appropriate, to solicit additional proxies in favor of the proposal to approve the issuance of shares of Halcón common stock to GeoResources stockholders pursuant to the merger agreement. If you do not provide voting instructions to your broker or other nominee, your shares of Halcón common stock will NOT be voted at the meeting and will be considered broker non-votes.

All shares of GeoResources common stock entitled to vote and represented by properly completed proxies received prior to GeoResources special meeting, and not revoked, will be voted at GeoResources special meeting as instructed on the proxies. If you properly sign, date and return a proxy card (to GeoResources for shares not held in street name, or to your broker or other nominee), but do not indicate how your shares of GeoResources common stock should be voted on a matter, the shares of GeoResources common stock represented by your proxy will be voted as GeoResources board of directors recommends and therefore FOR the proposal to approve and adopt the merger agreement, FOR the proposal to approve, on a non-binding, advisory basis, the compensation that may become payable to GeoResources named executive officers in connection with the merger and FOR the proposal to authorize GeoResources board of directors, in its discretion, to adjourn the special meeting, if necessary or appropriate, to solicit additional proxies in favor of the proposal to approve and adopt the merger agreement at the time of the special meeting. If you do not provide voting instructions to your broker or other nominee, your shares of GeoResources common stock will NOT be voted at the meeting and will be considered broker non-votes.

**Q: Can I revoke my proxy or change my vote after I have delivered my proxy?**

A: Yes. You may revoke your proxy or change your vote at any time before your proxy is voted at Halcón's special meeting or GeoResources special meeting, as applicable. If you are a holder of record, you can do this in any of the three following ways:

by sending a written notice to the Secretary of Halcón or the Secretary of GeoResources, as applicable, at the address set forth below, in time to be received before Halcón's special meeting or GeoResources special meeting, as applicable, stating that you would like to revoke your proxy;

by completing, signing and dating another proxy card and returning it by mail in time to be received before Halcón's special meeting or GeoResources special meeting, as applicable, or by submitting a later dated proxy by the Internet or telephone in which case your later-submitted proxy will be recorded and your earlier proxy revoked; or

by attending the Halcón special meeting or the GeoResources special meeting, as applicable, and voting in person. Simply attending Halcón's special meeting or GeoResources special meeting without voting will not revoke your proxy or change your vote.

If your shares of Halcón common stock or GeoResources common stock are held in an account at a broker or other nominee and you desire to change your vote or vote in person, you should contact your broker or other nominee for instructions on how to do so.

**Q: What should I do if I receive more than one set of voting materials for Halcón's special meeting or GeoResources meeting?**

A: You may receive more than one set of voting materials for Halcón's special meeting or GeoResources special meeting, including multiple copies of this joint proxy statement/prospectus and multiple proxy cards





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or voting instruction cards. For example, if you hold your shares of Halcón common stock or GeoResources common stock in more than one brokerage account, you will receive a separate voting instruction card for each brokerage account in which you hold shares of Halcón common stock or GeoResources common stock. If you are a holder of record and your shares of Halcón common stock or GeoResources common stock are registered in more than one name, you may receive more than one proxy card. Please complete, sign, date and return each proxy card and voting instruction card that you receive or if available, please submit your proxy by telephone or over the Internet.

**Q: What happens if I am a stockholder of both Halcón and GeoResources?**

A: You will receive separate proxy cards for each company and must complete, sign and date each proxy card and return each proxy card in the appropriate preaddressed postage-paid envelope or, if available, by submitting a proxy by one of the other methods specified in your proxy card or voting instruction card for each company.

**Q: Who can I call with questions about the stockholders meetings, the merger and the other matters to be voted upon?**

A: If you have any questions about these matters or how to submit your proxy or voting instruction card, or if you need additional copies of this document or the enclosed proxy card or voting instruction card, you should contact:

if you are a Halcón stockholder:  
Halcón Resources Corporation

1000 Louisiana St., Suite 6700

Houston, Texas 77002

(832) 538-0300

Attention: Investor Relations

if you are a GeoResources stockholder:  
GeoResources, Inc.

110 Cypress Station Drive, Suite 220

Houston, Texas 77090

(281) 537-9920

Attention: Investor Relations

or

Georgeson Inc.

199 Water Street, 26<sup>th</sup> Floor

New York, New York 10038

(866) 296-6841

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**CAUTIONARY STATEMENT CONCERNING FORWARD-LOOKING STATEMENTS**

This joint proxy statement/prospectus, including information included or incorporated by reference in this joint proxy statement/prospectus, contains certain forward-looking statements with respect to the financial condition, results of operations, plans, objectives, intentions, future performance and business of each of Halcón and GeoResources that are not historical facts and are subject to risks and uncertainties. These statements are based on the beliefs and assumptions of the management of the companies and on the information currently available to such management. Forward-looking statements include information concerning possible or assumed future results of Halcón, GeoResources and the combined company and may be preceded by, followed by, or otherwise include the words probable, may, expect, estimate, project, plan, intend, achievable, anticipate, will, continue, potential, should, could or similar expressions. These statements occur in, among other

Questions and Answers About the Merger;

Summary Selected Consolidated Historical Financial Data of Halcón; Selected Consolidated Historical Financial Data of GeoResources; Selected Unaudited Pro Forma Condensed Combined Financial Information; Summary Pro Forma Combined Oil and Natural Gas Reserve and Production Data; Comparative Per Share Information; and Comparative Per Share Market Price and Dividend Information;

Risk Factors;

The Merger Background of the Merger; Recommendation of Halcón's Board of Directors and Reasons for the Merger; and Recommendation of GeoResources' Board of Directors and Reasons for the Merger;

The Merger Opinion of Barclays to the Halcón Board of Directors; and Opinion of Wells Fargo Securities to the GeoResources Board of Directors;

The Merger Projected Financial Information;

Unaudited Pro Forma Condensed Combined Financial Information; and

Statements contained elsewhere in this document concerning Halcón's and GeoResources' plans for the combined company's growth and future operations or financial position.

These forward-looking statements involve certain risks and uncertainties. Actual results may differ materially from those contemplated in the forward-looking statements due to, among others, the factors discussed under Risk Factors beginning on page 30 of this joint proxy statement/prospectus, as well as the following factors:

the possibility that GeoResources may be unable to obtain stockholder approvals required for the merger;

the possibility that problems may arise in successfully integrating the businesses of the two companies;

the possibility that the merger may involve unexpected costs;

the possibility that the businesses may suffer as a result of uncertainty surrounding the merger;

the potential that Halcón's probable acquisition of certain producing and nonproducing oil and natural gas properties in east Texas, which we refer to as the East Texas Assets, will not close or that title or environmental defects will reduce the net acreage, reserves and/or production actually acquired;

the possibility that the domestic oil and gas exploration and production industry may be subject to future regulatory or legislative actions (including any additional taxes);

the volatility in commodity prices for oil and gas and in the supply of and demand for oil and natural gas;

the presence or recoverability of estimated oil and gas reserves and the actual future production rates and associated costs;

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the ability of Halcón and GeoResources to replace oil and gas reserves;

environmental risks;

drilling and operating risks;

exploration and development risks;

competition;

the ability of the combined company's management to execute its plans to meet its goals;

the ability of the combined company to retain key members of its senior management and key employees;

Halcón's ability to generate sufficient cash flow from operations, borrowings or other sources to fully execute its business plan;

general economic conditions, whether internationally, nationally or in the regional and local market areas in which Halcón and GeoResources conduct their businesses, may be less favorable than expected, including the possibility that economic conditions in the United States will worsen and that capital markets are disrupted, which could adversely affect demand for oil and natural gas and make it difficult to access financial markets;

social unrest, political instability, armed conflict, or acts of terrorism or sabotage in oil and natural gas producing regions, such as the Middle East or our markets; and

other economic, competitive, governmental, legislative, regulatory, geopolitical and technological factors that may negatively impact the business, operations or pricing of Halcón and GeoResources.

Additional factors that could cause actual results to differ materially from those expressed in the forward-looking statements are discussed in reports filed with the SEC by Halcón and GeoResources. See "Where You Can Find More Information" beginning on page 152 of this joint proxy statement/prospectus.

Forward-looking statements speak only as of the date of this joint proxy statement/prospectus or the date of any document incorporated by reference in this document. All subsequent written and oral forward-looking statements concerning the merger or other matters addressed in this joint proxy statement/prospectus and attributable to Halcón or GeoResources or any person acting on their behalf are expressly qualified in their entirety by the cautionary statements contained or referred to in this section. Except to the extent required by applicable law or regulation, neither Halcón nor GeoResources undertakes any obligation to update forward-looking statements to reflect events or circumstances after the date of this joint proxy statement/prospectus or to reflect the occurrence of unanticipated events.

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**SUMMARY**

*The following summary highlights some of the information contained in this joint proxy statement/prospectus. This summary may not contain all of the information that is important to you. For a more complete description of the merger agreement, the merger and the other transactions contemplated thereby, Halcón and GeoResources encourage you to read carefully this entire joint proxy statement/prospectus, including the attached Annexes. In addition, Halcón and GeoResources encourage you to read the information incorporated by reference into this joint proxy statement/prospectus, which includes important business and financial information about Halcón and GeoResources that has been filed with the SEC. You may obtain the information incorporated by reference into this joint proxy statement/prospectus without charge by following the instructions in the section entitled "Where You Can Find More Information." We have defined certain oil and gas industry terms used in this document in the "Glossary of Oil and Gas Terms" beginning on page 155.*

**The Companies**

**(Pages 39 to 42)**

**Halcón Resources Corporation**

1000 Louisiana St., Suite 6700

Houston, Texas 77002

(832) 538-0300

Halcón is an independent energy company engaged in the acquisition, exploration, development and production of onshore oil and natural gas properties in the United States. Halcón's producing properties are principally located in Texas, Oklahoma and Louisiana. In February 2012, HALRES LLC, which we refer to as HALRES, a newly formed company led by Floyd C. Wilson, former Chairman and Chief Executive Officer of Petrohawk Energy Corporation, recapitalized Halcón with a \$550 million investment, Mr. Wilson was appointed Chairman, President and Chief Executive Officer of Halcón and a new board of directors was appointed in connection with the recapitalization transaction. The objective of Halcón's new management team is to increase stockholder value by growing Halcón's oil and natural gas reserves, production and cash flow. Halcón intends to accomplish this objective by acquiring strategic acreage positions in liquids-rich regions, leveraging the latest available technologies and the expertise of Halcón's management team to explore and develop core properties, actively managing Halcón's portfolio of properties, and maintaining financial flexibility to fund potential acquisitions, exploration and development drilling and other corporate opportunities.

**Leopard Sub I, Inc.**

**Leopard Sub II, LLC**

1000 Louisiana St., Suite 6700

Houston, Texas 77002

(832) 538-0300

Leopard Sub I, Inc., which we refer to as Merger Sub, is a Colorado corporation and a direct wholly owned subsidiary of Halcón and was formed solely for the purpose of consummating the merger. Leopard Sub II, LLC, which we refer to as the Second Merger Sub, is a Delaware limited liability company and a direct wholly owned subsidiary of Halcón and was formed solely for the purpose of consummating the subsequent merger. Neither Leopard Sub I, Inc. nor Leopard Sub II, LLC has carried on any activities to date, except for activities incidental to formation and activities undertaken in connection with the merger.

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### **GeoResources, Inc.**

110 Cypress Station Drive, Suite 220

Houston, Texas 77090

(281) 537-9920

GeoResources, Inc. is an independent oil and gas company engaged in the acquisition and development of oil and natural gas reserves through an active and diversified program which includes the acquisition, drilling and development of undeveloped leases, purchases of reserves and exploration activities. GeoResources' recent focus has been on expanding and developing its oil-weighted resource acreage in the Bakken trend of the Williston Basin and in the Austin Chalk and Eagle Ford trends in Texas.

### **The Merger**

**(Pages 51 to 97)**

### **The Structure of the Merger**

Halcón has agreed to acquire GeoResources under the terms and conditions set forth in the merger agreement, which we describe in this joint proxy statement/prospectus. Pursuant to the merger agreement, Merger Sub will merge with and into GeoResources, with GeoResources continuing as the surviving corporation and a wholly owned subsidiary of Halcón. We refer to this as the merger. Promptly following the completion of the merger, GeoResources as the surviving corporation from the merger will merge with and into the Second Merger Sub, with the Second Merger Sub surviving the second merger. We refer to this as the subsequent merger. The subsequent merger, pursuant to a binding commitment, will be effected shortly after the effective time of the merger, which we refer to as the effective time, without further approval, authorization or direction from or by any of the parties to the merger agreement. We have attached the merger agreement as Annex A to this joint proxy statement/prospectus. We encourage you to carefully read the merger agreement in its entirety. We currently expect that the merger and subsequent merger will be completed during the third quarter of 2012. However, we cannot predict the actual timing of the completion of the merger and subsequent merger.

### **Merger Consideration**

The merger agreement provides that at the effective time of the merger each share of GeoResources common stock issued and outstanding immediately prior to the effective time will be converted into the right to receive cash of \$20.00 per share and 1.932 shares of Halcón common stock. In the merger, Halcón anticipates that it will pay approximately \$532 million in cash and issue approximately 51 million shares of common stock based on the outstanding shares of GeoResources common stock at the effective time of the merger. No assurance can be given that the current fair market value of Halcón common stock will be equivalent to the fair market value of Halcón common stock on the date that the merger consideration is received by a GeoResources stockholder or at any other time. The actual fair market value of the Halcón common stock received by GeoResources stockholders depends upon the fair market value of Halcón common stock upon receipt, which may be higher or lower than the market price of Halcón common stock on the date the merger was announced, on the date that this document is mailed to GeoResources' stockholders, or on the date of the special meeting of GeoResources stockholders.

### **Treatment of GeoResources Stock Options, Warrants and Restricted Stock Units**

Each option to purchase shares of GeoResources common stock granted under the GeoResources Amended and Restated 2004 Employees' Stock Incentive Plan, which we refer to as the GeoResources Stock Plan, that is outstanding and unexercised immediately prior to the effective time of the merger will become fully vested immediately prior to the effective time of the merger. Each option has been conditionally exercised by the holder of the option in accordance with the GeoResources Stock Plan on a net cashless basis and will be converted into the right to receive the merger consideration.

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Each restricted stock unit which was issued pursuant to the GeoResources Stock Plan and is outstanding immediately prior to the effective time, and that has not then vested and been settled, shall vest and be settled by GeoResources through the issuance to each holder thereof of one share of GeoResources common stock in respect of each such restricted stock unit (subject to any applicable withholding). Each share of GeoResources common stock issued with respect to such former restricted stock unit shall be converted into the right to receive the merger consideration.

Each warrant to purchase shares of GeoResources common stock that is outstanding and unexercised immediately prior to the effective time of the merger, whether vested or unvested, will, in connection with the merger, be assumed by Halcón and be converted into a warrant to acquire Halcón common stock and cash. For more information about the treatment of the GeoResources warrants, see [The Merger Treatment of GeoResources Warrants](#).

### **Ownership of Halcón After the Merger**

Halcón will issue approximately 51 million shares of Halcón common stock to former GeoResources stockholders pursuant to the merger. Immediately following the completion of the merger, Halcón expects to have approximately 195 million shares of common stock outstanding. GeoResources stockholders are therefore expected to hold approximately 26% of the combined company's common stock outstanding immediately after the merger. Additionally, if the probable acquisition of the East Texas Assets closes, Halcón will issue approximately 20.7 million shares of Halcón common stock to former owners of the East Texas Assets. Halcón expects to have approximately 216 million shares of Halcón common stock outstanding following the completion of the merger and assuming the acquisition of the East Texas Assets and GeoResources stockholders would therefore be expected to hold approximately 24% of the combined company's outstanding common stock. Consequently, GeoResources stockholders, as a general matter, will have less influence over the management and policies of Halcón than they currently exercise over the management and policies of GeoResources.

### **Directors and Executive Officers of Halcón After the Merger**

The directors and executive officers of Halcón prior to the merger will continue to serve as directors and executive officers of Halcón after the merger. Mr. Robert J. Anderson, GeoResources Chief Operating Officer (Northern Division), Executive Vice President Engineering and Acquisitions and a director of GeoResources, is expected to be appointed as Halcón's Executive Vice President and Chief Operating Officer after the effective time of the merger. Halcón has agreed to take all necessary action to cause, at the effective time of the merger, the number of directors on the Halcón board of directors to be increased from 10 to 11 and one individual, as mutually agreed by Halcón and GeoResources, to be elected to the Halcón board of directors as a Class A director in connection with the consummation of the merger. Subsequent to the signing of the merger agreement, Halcón and GeoResources agreed upon Michael A. Vlasic as the additional Class A director to be elected to the Halcón board of directors. In the event that the merger is not completed, the foregoing director election will not take effect.

### **Effective Time and Completion of the Merger**

Halcón and GeoResources hope to complete the merger as soon as reasonably practicable and expect the closing of the merger and the subsequent merger to occur in the third quarter of 2012. However, the merger is subject to regulatory clearances and the satisfaction or waiver of other conditions, and it is possible that factors outside the control of Halcón and GeoResources could result in the merger being completed at an earlier time, a later time or not at all. If the merger has not been completed on or before December 31, 2012, either Halcón or GeoResources may terminate the merger agreement unless the failure to complete the merger by that date is due to the failure of the party seeking to terminate the merger agreement to fulfill any material obligations under the merger agreement or a material breach of the merger agreement by such party.



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### **Completion of the Merger is Subject to Certain Conditions**

A number of conditions must be satisfied or waived, where legally permissible, before the merger can be consummated. These include, among others:

the approval by Halcón stockholders of the issuance of the shares of Halcón common stock pursuant to the merger agreement;

the approval and adoption of the merger agreement by GeoResources stockholders;

the effectiveness of the Form S-4 registration statement, of which this joint proxy statement/prospectus is a part, and the absence of a stop order suspending the effectiveness of the Form S-4 registration statement or proceedings for such purpose pending before or threatened by the SEC;

the approval for listing on the NYSE of the shares of Halcón common stock to be issued pursuant to the merger agreement, subject to official notice of issuance;

the receipt by each of Halcón and GeoResources of an opinion from its outside counsel to the effect that for federal income tax purposes the merger and the subsequent merger, on a combined basis, will be treated as a reorganization within the meaning of Section 368(a) of the Internal Revenue Code and that each of Halcón and GeoResources will be a party to such reorganization within the meaning of Section 368(b) of the Internal Revenue Code;

the accuracy of the representations and warranties of Halcón and GeoResources in the merger agreement, subject to certain materiality thresholds;

the performance in all material respects by each of Halcón and GeoResources of its respective covenants required to be performed by it under the merger agreement at or prior to the closing date;

receipt of certificates by executive officers of each of Halcón and GeoResources to the effect that the conditions described in the preceding two bullet points have been satisfied; and

there not having occurred a material adverse effect on Halcón or GeoResources since the date of the merger agreement, the effects of which are continuing.

Neither Halcón nor GeoResources can give any assurance as to when or if all of the conditions to the consummation of the merger will be satisfied or waived or that the merger will occur.

### **Termination of the Merger Agreement; Fees Payable**

In general, the merger agreement may be terminated at any time prior to the effective time of the merger in the following ways, subject to certain exceptions discussed in The Merger Agreement Termination of the Merger Agreement :

by mutual written agreement of Halcón and GeoResources;

by either Halcón or GeoResources:

if the merger is not completed on or before December 31, 2012, unless the failure of the closing to occur by such date is due to the failure of the party seeking to terminate the merger agreement to fulfill any material obligation under the merger agreement or a material breach of the merger agreement by such party;

if any court or other governmental entity shall have issued a statute, rule, order, decree or regulation or taken any other action permanently restraining, enjoining or otherwise prohibiting the consummation of the merger or making the merger illegal;

if the GeoResources stockholders fail to approve and adopt the merger agreement by the requisite vote;

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if there has been a material breach of any of the representations, warranties or covenants set forth in the merger agreement on the part of any of the other parties, which breach has not been cured prior the earlier of 30 days following receipt by the breaching party of written notice of such breach from the terminating party or December 31, 2012 (provided that the terminating party is not then in material breach of any representation, warranty, covenant or other agreement contained in the merger agreement); or

if the Halcón stockholders fail to approve the issuance of Halcón common stock to be issued in the merger;

by Halcón if, prior to obtaining the required vote of the GeoResources stockholders to approve and adopt the merger agreement, (i) GeoResources or its board of directors has entered into or recommended, or publicly announced its intention to enter into or recommend, any agreement related to an acquisition proposal or approved or recommended any acquisition proposal, (ii) the board of directors makes an adverse recommendation change, or (iii) a competing tender offer has commenced that constitutes an acquisition proposal unless GeoResources' board of directors recommends rejection of such proposal;

by GeoResources if, prior to obtaining the required vote of the GeoResources stockholders, GeoResources or its board of directors makes an adverse recommendation change and has authorized GeoResources to enter into an agreement with respect to a superior proposal (and GeoResources pays the termination fee to Halcón); or

the other party has undergone a material adverse effect at any time prior to completion of the merger.

For more information regarding the rights of Halcón and GeoResources to terminate the merger agreement, see The Merger Agreement Termination of the Merger Agreement General beginning on page 110.

Except for the termination fee set forth in the merger agreement and as described below, all costs and expenses incurred in connection with the merger agreement and the transactions contemplated therein shall be paid by the party incurring such costs or expenses. Under the merger agreement, GeoResources may be required to pay to Halcón a termination fee of approximately \$27.8 million if the merger agreement is terminated under certain circumstances.

In addition, in the event of a termination resulting from a breach of a party's representations and warranties or covenants in the merger agreement, or if a party's stockholders fail to approve the transactions contemplated by the merger agreement, such party must reimburse the other party for its fees and expenses incurred in connection with the merger agreement in an amount not to exceed \$10 million.

For more information regarding termination fees, see The Merger Agreement Termination of the Merger Agreement Termination Fees beginning on page 111.

**We May Amend the Terms of the Merger and Waive Rights Under the Merger Agreement**

Subject to compliance with applicable law, Halcón and GeoResources may amend the merger agreement at any time before or after approval and adoption of the merger agreement by GeoResources stockholders. However, after such approval and adoption there may not be, without further approval of GeoResources stockholders, any amendment of the merger agreement that alters or changes, in a way that adversely affects the holders of any shares of GeoResources capital stock or alters or changes the merger consideration to be received by the GeoResources stockholders in the merger.

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At any time prior to the effective time of the merger, Halcón and GeoResources may, to the extent legally allowed:

extend the time for the performance of any of the obligations or other acts of the other parties under the merger agreement;

waive any inaccuracies in the other parties' representations and warranties; and

waive the other parties' compliance with any of its agreements or conditions contained in the merger agreement.

Any such waiver or extension is subject to the certain conditions. See The Merger Agreement - Extension, Waiver and Amendment of the Merger Agreement.

## **Regulatory Filings and Approvals Required to Complete the Merger**

We are not aware of any material governmental or regulatory approvals required for the completion of the merger and compliance with the applicable corporate law of the States of Colorado and Delaware.

### **The Special Meetings and Voting**

**(Pages 43 to 50)**

#### **Halcón Special Meeting of Stockholders**

The special meeting of the stockholders of Halcón will be for the following purposes:

to consider and vote on the proposal to approve the issuance of shares of Halcón common stock pursuant to the merger agreement;

to consider and vote on the proposal to elect, conditioned upon closing of the merger, to elect Michael A. Vlasic to the Halcón board of directors to serve as a Class A director until his successor is duly elected or until his earlier death, resignation or removal; and

to consider and vote on the proposal to authorize the Halcón board of directors, in its discretion, to adjourn the special meeting to a later date or dates, if necessary or appropriate, to solicit additional proxies in favor of the proposal to approve the issuance of shares of Halcón common stock to GeoResources stockholders pursuant to the merger agreement or to elect one additional Class A director to Halcón's board of directors at the time of the special meeting.

The Halcón board of directors has fixed the close of business on June 18, 2012 as the record date for determining the holders of shares of Halcón common stock entitled to receive notice of and to vote at the Halcón special meeting and any adjournments or postponements thereof. Each holder of shares of Halcón common stock outstanding on the record date will be entitled to one vote for each share held of record upon each matter properly submitted at the Halcón special meeting and at any adjournment or postponement thereof. In order for Halcón to satisfy its quorum requirements, the holders of at least a majority of the total number of outstanding shares of Halcón common stock entitled to vote at the meeting must be present.

The issuance of shares of Halcón common stock in the merger requires the affirmative vote of a majority of the votes cast in person or by proxy and entitled to vote at the Halcón special meeting. The election of the Class A director requires the affirmative vote of a plurality of votes cast in person or by proxy and entitled to vote at the Halcón special meeting. Approval of the proposal to authorize Halcón's board of directors to adjourn the special meeting requires the affirmative vote of a majority of the stock present in person or by proxy and entitled to vote at the Halcón special meeting.



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### **GeoResources Special Meeting of Stockholders**

The special meeting of the stockholders of GeoResources will be for the following purposes:

to consider and vote on the proposal to approve and adopt the merger agreement, as it may be amended from time to time, and the transactions contemplated by the merger agreement;

to consider and vote on the proposal to approve, on a non-binding, advisory basis, the compensation that may be paid or become payable to GeoResources named executive officers that is based on or otherwise relates to the merger; and

to consider and vote on the proposal to adjourn the GeoResources special meeting, if necessary or appropriate, to solicit additional proxies if there are not sufficient votes to approve the foregoing proposal regarding the merger.

The GeoResources board of directors has fixed the close of business on June 18, 2012 as the record date for determining the holders of shares of GeoResources common stock entitled to receive notice of and to vote at the GeoResources special meeting and any adjournments or postponements thereof. Each holder of shares of GeoResources common stock outstanding on the record date will be entitled to one vote for each share held of record upon each matter properly submitted at the GeoResources special meeting and at any adjournment or postponement thereof. In order for GeoResources to satisfy its quorum requirements, the holders of at least a majority of the total number of outstanding shares of GeoResources common stock entitled to vote at the meeting must be present.

The approval of the merger agreement requires the affirmative vote of the holders of at least a majority of the shares of GeoResources common stock issued and outstanding and entitled to vote at the GeoResources special meeting. The affirmative vote of a majority of the votes cast by holders of GeoResources common stock at the GeoResources special meeting is required to approve (i) on a nonbinding, advisory basis, the compensation that may be paid or become payable to GeoResources named executive officers that is based on or otherwise relates to the merger and (ii) the proposal to adjourn the GeoResources special meeting, if necessary or appropriate, to solicit additional proxies if there are insufficient votes at the time of the GeoResources special meeting to approve and adopt the merger agreement.

### **Voting Agreements**

GeoResources has entered into a voting agreement with HALRES, which owns approximately 51% of the outstanding shares of Halcón common stock as of the record date of the Halcón special meeting of stockholders. The HALRES voting agreement provides, among other things, that HALRES will vote in favor of the transactions contemplated by the merger agreement, including the issuance of shares of Halcón common stock in connection with the merger and the election of one additional Class A director to the Halcón board of directors. HALRES also agreed not to sell, transfer or otherwise dispose of its shares of Halcón common stock, subject to certain exceptions provided in the voting agreement.

Certain of GeoResources officers and directors (and certain of their affiliates) who own in the aggregate approximately 17% of the outstanding shares of GeoResources common stock as of the record date of the GeoResources special meeting of stockholders entered into a voting agreement with Halcón and Merger Sub, in which each stockholder agreed to vote in favor of the merger, against any acquisition proposal other than contemplated by the merger agreement, and against any proposal, action or transaction that would impede, frustrate, prevent or nullify the merger or the other transactions contemplated by the merger agreement. Each stockholder also agreed not to sell, transfer or otherwise dispose of that stockholder's shares of GeoResources common stock, subject to certain exceptions provided in the voting agreement. Additionally, each stockholder agreed to similar non-solicitation provisions as those applicable to GeoResources under the merger agreement.

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For more information regarding these voting arrangements, see [Voting Agreements](#) on page 115.

### **Matters to be Considered in Deciding How to Vote**

(Pages 43 and 47)

#### **Recommendation of the Halcón Board of Directors and Its Reasons for the Merger**

After careful consideration, the Halcón board of directors approved the merger agreement on April 24, 2012. **The Halcón board of directors recommends that Halcón stockholders vote FOR the proposal to approve the issuance of shares of Halcón common stock pursuant to the merger agreement, FOR the proposal to elect, conditioned upon closing of the merger, Michael A. Vlasic as an additional Class A director to the Halcón board of directors, and FOR the proposal to authorize Halcón's board of directors to adjourn the special meeting.**

For the factors considered by the Halcón board of directors in reaching its decision to approve the merger agreement as well as the Halcón board of directors' reasons for, and certain risks related to, the merger, see [The Merger Recommendation of Halcón's Board of Directors and Reasons for the Merger](#) beginning on page 61.

#### **Recommendation of the GeoResources Board of Directors and Its Reasons for the Merger**

After careful consideration, on April 23, 2012, the GeoResources board of directors unanimously (i) determined that the merger is fair to and in the best interests of GeoResources and its stockholders, (ii) declared the merger agreement and the transactions contemplated thereby advisable, and (iii) approved the merger and the merger agreement (and the forms of exhibits thereto) and the transactions contemplated thereby. **The GeoResources board of directors unanimously recommends that GeoResources stockholders vote FOR the proposal to approve and adopt the merger agreement and the transactions contemplated by the merger agreement, FOR the proposal to approve, on a non-binding, advisory basis, the compensation that may be paid or become payable to GeoResources named executive officers that is based on or otherwise relates to the merger, and FOR the adjournment proposal.**

For the factors considered by the GeoResources board of directors in reaching its decision to approve the merger agreement and approve the consummation of the transactions contemplated by the merger agreement, including the merger, as well as the GeoResources board of directors' reasons for, and certain risks related to, the merger, see [The Merger Recommendation of GeoResources' Board of Directors and Reasons for the Merger](#) beginning on page 63.

#### **Fairness Opinion of Barclays to the Halcón Board of Directors**

Barclays Capital Inc., or Barclays, rendered its opinion to Halcón's board of directors that, as of April 24, 2012, based upon and subject to the qualifications, limitations and assumptions stated in its opinion, the merger consideration to be paid by Halcón in the merger was fair, from a financial point of view, to Halcón.

The full text of the written opinion of Barclays, dated April 24, 2012, which sets forth assumptions made, procedures followed, matters considered and limitations on the review undertaken in connection with the opinion, is attached as Annex D to this joint proxy statement/prospectus. Barclays provided its opinion for the information and assistance of Halcón's board of directors in connection with its consideration of the merger. The Barclays opinion is not a recommendation as to how any holder of Halcón's common stock should vote with respect to the issuance of Halcón common stock in the merger or any other matter.

Pursuant to a letter agreement dated February 7, 2012, Halcón engaged Barclays to act as its financial advisor in connection with the contemplated transaction. As compensation for its services in connection with the

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merger, Halcón paid Barclays \$1.0 million upon the delivery of Barclays' fairness opinion. Additional compensation of \$6.0 million will be payable on completion of the merger, against which the amount paid for the opinion will be credited. In addition, Halcón has agreed to reimburse Barclays for its expenses, including attorneys' fees and disbursements, and to indemnify Barclays and related persons against various liabilities.

**Fairness Opinion of Wells Fargo Securities to the GeoResources Board of Directors**

On April 23, 2012, at a meeting of the GeoResources board of directors held to consider the merger agreement, Wells Fargo Securities, LLC, referred to as Wells Fargo Securities, delivered an opinion to the board of directors of GeoResources, which was confirmed by delivery of a written opinion, dated April 24, 2012, that, as of the date of the written opinion, and based on and subject to various assumptions made, procedures followed, matters considered and limitations on the review undertaken by Wells Fargo Securities in connection with the opinion, the experience of its investment bankers and other factors it deemed relevant, the merger consideration of (1) \$20.00 cash, without interest, and (2) 1.932 shares of Halcón common stock per share to be received by the holders of GeoResources common stock pursuant to the merger agreement was fair, from a financial point of view, to such holders (other than Halcón and its affiliates). The full text of the written opinion of Wells Fargo Securities, dated April 24, 2012, which sets forth the assumptions made, procedures followed, matters considered and limitations on the review undertaken in connection with the opinion, is attached as Annex E to this joint proxy statement/prospectus. Wells Fargo Securities provided its opinion for the information and use of the board of directors of GeoResources in connection with its evaluation of the merger. The Wells Fargo Securities opinion does not constitute a recommendation as to how any holder of shares of GeoResources common stock should vote with respect to the merger or any other matter.

Pursuant to an engagement letter between GeoResources and Wells Fargo Securities, GeoResources engaged Wells Fargo Securities to act as its financial advisor and render a fairness opinion in connection with the merger and agreed to pay Wells Fargo Securities an aggregate fee for such services of approximately \$5.5 million, \$2.5 million of which was payable upon delivery of Wells Fargo Securities' opinion and approximately \$3.0 million of which will be payable upon consummation of the merger. In addition, GeoResources has agreed to reimburse Wells Fargo Securities for its expenses, including attorneys' fees and disbursements, and to indemnify Wells Fargo Securities and related persons against various liabilities. We encourage you to read the opinion, which is attached to this joint proxy statement/prospectus as Annex E, in its entirety and the description thereof in the section titled "The Merger - Opinion of Wells Fargo Securities to the GeoResources Board of Directors" beginning on page 75.

**The Merger Generally Will Be Tax-Free to U.S. Holders of GeoResources Common Stock to the Extent They Receive Halcón Common Stock**

Based on the opinions of Jones & Keller, P.C., outside counsel to GeoResources, and Thompson & Knight LLP, outside counsel to Halcón, we expect that the material U.S. federal income tax consequences of the merger and the subsequent merger, on a combined basis, to GeoResources stockholders that are U.S. persons will be as follows:

You generally will recognize (i.e., take into account for tax purposes) gain (but not loss) equal to the lesser of (1) the excess of the sum of the cash (including cash instead of a fractional share of Halcón common stock) and the fair market value of the Halcón common stock received over your adjusted tax basis in the GeoResources stock surrendered, or (2) the amount of cash received.

Your holding period for the Halcón common stock received in the merger generally will include your holding period for the GeoResources common stock exchanged in the merger.

Your aggregate tax basis of the shares of Halcón common stock received in exchange for your GeoResources common stock pursuant to the merger will be the same as the aggregate tax basis of your GeoResources common stock surrendered in the merger decreased by the amount of cash received in the merger and increased by the amount of gain recognized in the merger.



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Please refer to **Material U.S. Federal Income Tax Consequences** beginning on page 117 of this document for a more complete discussion of the U.S. federal income tax consequences of the merger. Determining the actual tax consequences of the merger to you may be complex and will depend on your specific situation. You should consult your tax advisor for a full understanding of the merger's tax consequences for you.

**Interests of GeoResources Directors and Executive Officers in the Merger**

In considering the recommendation of GeoResources' board of directors with respect to the merger, GeoResources stockholders should be aware that the executive officers and directors of GeoResources have certain interests in the merger that may be different from, or in addition to, the interests of GeoResources stockholders. GeoResources' board of directors was aware of these interests and considered them, among other matters, when adopting a resolution to approve and adopt the merger agreement and recommending that GeoResources stockholders vote to approve and adopt the merger agreement. Upon consummation of the merger, and assuming each executive officer experiences a termination immediately thereafter that entitles him to the highest amount of additional merger-related compensation payable, GeoResources' non-employee directors and named executive officers will receive accelerated equity awards and change-in-control payments with an aggregate estimated value of approximately \$10.8 million. See **The Merger Interests of GeoResources Directors and Executive Officers in the Merger** beginning on page 88.

**Comparative Per Share Market Price and Dividend Information**

The following table shows the closing sale prices of Halcón and GeoResources common stock as reported on the New York Stock Exchange, or NYSE, and the NASDAQ Global Select Market, respectively, on April 24, 2012, the last business day preceding the press release announcing the merger agreement, and on June 19, 2012, the last practicable day before the distribution of this joint proxy statement/prospectus. This table also shows the merger consideration equivalent proposed for each share of GeoResources common stock, which we calculated by multiplying the closing price of Halcón common stock on those dates by the exchange ratio of 1.932 and adding the cash consideration of \$20.00.

	<b>Halcón common stock (closing price)</b>	<b>GeoResources common stock (closing price)</b>	<b>GeoResources merger consideration equivalent</b>
April 24, 2012	\$ 9.30	\$ 30.77	\$ 37.97
June 19, 2012	\$ 10.95	\$ 38.31	\$ 41.16

Because the 1.932 exchange ratio is fixed and will not be adjusted as a result of changes in the market price of Halcón common stock, the merger consideration equivalent will fluctuate with the market price of Halcón common stock. The merger agreement does not include a price-based termination right or provisions that would limit the impact of increases or decreases in the market price of Halcón common stock. You should obtain current market quotations for the shares of both companies from a newspaper, the Internet or your broker prior to voting on the merger agreement.

Neither Halcón nor GeoResources paid dividends on its common stock during the past three years and neither company has any current intention of doing so in the foreseeable future.

**Appraisal Rights**

GeoResources stockholders have the right to dissent from the proposed merger and, subject to certain conditions provided for in Article 113 of the CBCA, are entitled to receive payment of the fair value of their GeoResources common stock. GeoResources stockholders will be bound by the terms of the merger unless they dissent by complying with all of the requirements of the Colorado dissenters' rights statutes. See **The Merger Appraisal Rights** beginning on page 94 for a summary of dissenters' rights available to GeoResources.

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stockholders, which summary is not intended to be a complete statement of applicable Colorado law and is qualified in its entirety by reference to Article 113 of the CBCA, which is set forth in its entirety as Annex F to this joint proxy statement/prospectus.

**Comparison of the Rights of Stockholders**

As a result of the merger, the holders of GeoResources securities that receive shares of Halcón common stock will become stockholders of Halcón. Following the merger, these GeoResources stockholders will have different rights as stockholders of Halcón than as stockholders of GeoResources due to the different laws governing each company's jurisdiction of incorporation as well as provisions of the governing documents of Halcón and GeoResources. These differences are described in more detail under Comparison of Rights of Halcón Stockholders and GeoResources Stockholders beginning on page 142.

**Table of Contents****Selected Consolidated Historical Financial Data of Halcón**

Set forth below are selected data derived from Halcón's unaudited consolidated financial statements as of and for the quarters ended March 31, 2012 and 2011, and Halcón's audited consolidated financial statements for the years ended December 31, 2007 through 2011. This information should be read together with Halcón's consolidated financial statements and related notes included in Halcón's quarterly report on Form 10-Q for the quarter ended March 31, 2012 and Annual Report on Form 10-K for the year ended December 31, 2011, and the accompanying notes and management's discussion and analysis of operations and financial condition of Halcón contained in such reports, which reports are incorporated by reference in this joint proxy statement/prospectus. The historical consolidated financial data as of December 31, 2009, 2008 and 2007 and for the two years ended December 31, 2008 are derived from Halcón's audited financial statements that are not included or incorporated by reference herein.

	Quarter Ended March 31,		Year Ended December 31,				
	2012	2011	2011	2010	2009	2008	2007
	(In thousands)						
<b>Operating revenues:</b>							
Oil sales	\$ 22,997	\$ 20,412	\$ 82,968	\$ 76,563	\$ 66,281	\$ 117,036	\$ 55,000
Natural gas sales	1,668	2,892	10,673	20,265	20,818	47,884	17,830
Natural gas liquids sales	2,169	2,415	9,880	14,156	11,068	17,770	9,047
Other	36	51	168	157	217	382	488
<b>Total operating revenue</b>	<b>26,870</b>	<b>25,770</b>	<b>103,689</b>	<b>111,141</b>	<b>98,384</b>	<b>183,072</b>	<b>82,365</b>
<b>Operating Expenses:</b>							
<b>Production:</b>							
Lease operating	7,947	7,841	31,363	32,295	34,950	36,873	21,115
Taxes	1,570	1,411	5,740	6,063	5,320	10,480	4,869
Workovers	721	534	1,967	1,596	2,505	1,157	459
Depletion, depreciation and accretion	5,979	5,675	22,986	28,752	33,626	48,719	19,652
Impairment of oil and gas properties					47,613	269,886	
Restructuring costs	104		1,071				
General and administrative	20,334	4,547	20,763	17,909	18,846	22,868	12,880
<b>Total operating expenses</b>	<b>36,655</b>	<b>20,008</b>	<b>83,890</b>	<b>86,615</b>	<b>142,860</b>	<b>389,983</b>	<b>58,975</b>
<b>Income (loss) from operations</b>	<b>(9,785)</b>	<b>5,762</b>	<b>19,799</b>	<b>24,526</b>	<b>(44,476)</b>	<b>(206,911)</b>	<b>23,390</b>
<b>Other Income (Expense):</b>							
Interest expense and other, net	(12,997)	(6,502)	(17,879)	(22,307)	(18,948)	(37,510)	(19,767)
Net gain (loss) on derivative contracts	(4,945)	(14,250)	3,479	1,193	(11,306)	22,785	(12,725)
<b>Income (Loss) Before Income Taxes</b>	<b>(27,727)</b>	<b>(14,990)</b>	<b>5,399</b>	<b>3,412</b>	<b>(74,730)</b>	<b>(221,636)</b>	<b>(9,102)</b>
Income Tax Provision (Benefit)	5,595	(5,079)	6,802	995	(16,347)	(91,683)	(7,852)
<b>Net income (loss)</b>	<b>(33,322)</b>	<b>(9,911)</b>	<b>(1,403)</b>	<b>2,417</b>	<b>(58,383)</b>	<b>(129,953)</b>	<b>(1,250)</b>
Preferred dividend	(1,102)						
<b>Net income (loss) available to common stockholders</b>	<b>\$ (34,424)</b>	<b>\$ (9,911)</b>	<b>\$ (1,403)</b>	<b>\$ 2,417</b>	<b>\$ (58,383)</b>	<b>\$ (129,953)</b>	<b>\$ (1,250)</b>

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	As of and for the Quarter Ended March 31,		As of and for the Year Ended December 31,					2007
	2012	2011	2011	2010	2009	2008		
(In thousands, except per share data)								
<b>Earnings (loss) per share:</b>								
Basic(2)	\$ (0.50)	\$ (0.38)	\$ (0.05)	\$ 0.09	\$ (2.26)	\$ (5.40)	\$ (0.09)	
Diluted(2)	(0.50)	(0.38)	(0.05)	0.09	(2.26)	(5.40)	(0.09)	
<b>Weighted average shares outstanding:</b>								
Basic(2)	68,816	26,120	26,258	26,142	25,867	24,078	14,029	
Diluted(2)	68,816	26,120	26,258	26,142	25,867	24,078	14,029	
<b>Statement of Cash Flow Data</b>								
Cash provided by (used in)								
Operating activities	\$ (9,199)	\$ 4,204	\$ 29,835	\$ 37,875	\$ 32,372	\$ 74,454	\$ 17,042	
Investing activities	(28,378)	(5,366)	(25,376)	14,970	(23,921)	(82,568)	(241,192)	
Financing activities	723,311	1,167	(4,447)	(52,937)	(8,486)	1,405	224,302	
<b>Other Data</b>								
Capital expenditures	\$ 23,986	\$ 5,620	\$ 25,214	\$ 33,535	\$ 29,871	\$ 84,723	\$ 344,795	
<b>Balance Sheet Data</b>								
Total assets	\$ 969,412	\$ 273,902	\$ 267,802	\$ 265,001	\$ 311,162	\$ 403,964	\$ 580,242	
Long-term debt(1)	235,475	205,376	202,000	197,092	246,167	250,696	335,747	
Stockholders' equity (deficit)	672,850	(4,989)	5,948	4,167	(526)	57,840	98,698	

(1) Includes current portion of long-term debt.

(2) Share and per share figures for all historical periods presented have been adjusted to reflect the one-for-three reverse stock split, which was effective February 10, 2012.

**Table of Contents****Selected Consolidated Historical Financial Data of GeoResources**

Set forth below are selected data derived from GeoResources' unaudited consolidated financial statements as of and for the quarters ended March 31, 2012 and 2011, and GeoResources' audited consolidated financial statements for the years ended December 31, 2007 through 2011. This information should be read together with GeoResources' consolidated financial statements and related notes included in GeoResources' quarterly report on Form 10-Q for the quarter ended March 31, 2012 and Annual Report on Form 10-K, as amended, for the year ended December 31, 2011, and the accompanying notes and management's discussion and analysis of operations and financial condition of GeoResources contained in such reports, which reports are incorporated by reference in this joint proxy statement/prospectus. The historical consolidated financial data as of December 31, 2009, 2008 and 2007 and for the two years ended December 31, 2008 are derived from GeoResources' audited financial statements that are not included or incorporated by reference herein.

	Quarter Ended March 31,		2011	Year Ended December 31,			2007
	2012	2011		2010	2009	2008	
(In thousands)							
<b>Revenues and Other Operating Income:</b>							
Oil and gas revenues	\$ 42,564	\$ 26,614	\$ 130,608	\$ 99,913	\$ 71,618	\$ 85,263	\$ 36,518
Partnership management fees	101	111	507	550	1,007	1,725	969
Property operating income	1,805	676	3,562	1,865	1,710	1,430	1,251
Gain on sale of property and equipment	2	736	865	953	1,355	4,362	49
Partnership income	291	410	1,759	2,240	4,318	1,061	184
Interest and other	31	92	447	1,496	990	765	1,144
<b>Total revenues and other operating income</b>	<b>44,794</b>	<b>28,639</b>	<b>137,748</b>	<b>107,017</b>	<b>80,998</b>	<b>94,606</b>	<b>40,115</b>
<b>Operating Expenses:</b>							
<b>Production:</b>							
Lease operating	7,252	5,019	24,806	20,944	18,763	22,914	10,818
Taxes	2,822	1,621	8,028	6,589	4,193	7,517	2,880
Workovers	772	394	2,628	1,962	2,807	3,518	2,092
Exploration expense	279	232	989	849	1,406	2,592	153
General and administrative expense	4,647	2,600	13,875	9,474	8,500	7,168	6,513
Depreciation, depletion and amortization	9,774	5,580	27,659	24,686	22,409	16,007	7,507
Impairment of oil and gas properties			6,043	3,440	2,795	8,339	
Hedge ineffectiveness	66	2,202	569	(891)	137	(123)	287
(Gain)/Loss on derivative contracts				(2)	162	563	
Interest	409	586	1,909	4,712	4,984	4,820	1,916
<b>Total expenses</b>	<b>26,021</b>	<b>18,234</b>	<b>86,506</b>	<b>71,763</b>	<b>66,156</b>	<b>73,315</b>	<b>32,166</b>
<b>Income Before Income Taxes</b>	<b>18,773</b>	<b>10,405</b>	<b>51,242</b>	<b>35,254</b>	<b>14,842</b>	<b>21,291</b>	<b>7,949</b>
<b>Income Tax Provision (Benefit)</b>							
Current	(1,905)	157	(2,644)	8,861	412	866	1,472
Deferred	9,258	3,935	22,635	3,062	4,655	6,903	3,408
	7,353	4,092	19,991	11,923	5,067	7,769	4,880
<b>Net income</b>	<b>\$ 11,420</b>	<b>\$ 6,313</b>	<b>\$ 31,251</b>	<b>\$ 23,331</b>	<b>\$ 9,775</b>	<b>\$ 13,522</b>	<b>\$ 3,069</b>
Less: Net loss attributable to noncontrolling interest			(87)				
<b>Net income attributable to GeoResources, Inc.</b>	<b>\$ 11,420</b>	<b>\$ 6,313</b>	<b>\$ 31,338</b>	<b>\$ 23,331</b>	<b>\$ 9,775</b>	<b>13,522</b>	<b>\$ 3,069</b>

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	As of and for the Quarter Ended March 31,		As of and for the Year Ended December 31,					2007
	2012	2011	2011	2010	2009	2008		
(In thousands, except per share data)								
<b>Earnings per share:</b>								
Basic	\$ 0.45	\$ 0.26	\$ 1.24	\$ 1.18	\$ 0.59	\$ 0.87	\$ 0.25	
Diluted	\$ 0.44	\$ 0.26	\$ 1.22	\$ 1.16	\$ 0.59	\$ 0.86	\$ 0.25	
<b>Weighted average shares outstanding:</b>								
Basic	25,611	24,088	25,172	19,721	16,532	15,598	12,405	
Diluted	26,073	24,678	25,599	20,142	16,559	15,751	12,405	
<b>Statement of Cash Flow Data</b>								
Cash provided by (used in)								
Operating activities	\$ 39,563	\$ 14,266	\$ 96,339	\$ 59,531	\$ 24,044	\$ 42,338	\$ 20,864	
Investing activities	(117,563)	(23,906)	(110,852)	(80,956)	(87,405)	(28,988)	(109,926)	
Financing activities	60,391	42,421	44,287	18,135	62,054	(23,813)	107,275	
<b>Other Data</b>								
Capital expenditures	\$ 117,565	\$ 24,251	\$ 111,294	\$ 81,974	\$ 89,396	\$ 52,802	\$ 111,780	
<b>Balance Sheet Data</b>								
Total assets	\$ 594,026	\$ 418,582	\$ 487,691	\$ 359,690	\$ 304,297	\$ 243,534	\$ 240,358	
Long-term debt	60,000			87,000	69,000	40,000	96,000	
Stockholders' equity	379,139	330,863	368,311	199,502	174,677	140,995	68,032	

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**Selected Unaudited Pro Forma Condensed Combined Financial Information**

The following table shows information about Halcón's financial condition and results of operations, including per share data, on a pro forma basis after giving effect to the merger of Halcón and GeoResources and on a pro forma basis after giving effect to Halcón's probable acquisition of certain producing and nonproducing oil and natural gas properties in east Texas, which we refer to as the East Texas Assets. We refer to this information in this joint proxy statement/prospectus as pro forma financial information. The table sets forth information relating to the merger and the acquisition of the East Texas Assets as if each had become effective on March 31, 2012 (using currently available fair value information), with respect to balance sheet data, and January 1, 2011, with respect to statements of operations data for the three months ended March 31, 2012 and for the year ended December 31, 2011. This unaudited pro forma financial information assumes that the merger and the acquisition of the East Texas Assets will be accounted for using the acquisition method of accounting and represents a current estimate based on available information of pro forma results of operations. The unaudited pro forma balance sheet data includes adjustments to record the assets and liabilities of GeoResources