

HALCON RESOURCES CORP  
Form 425  
April 27, 2012

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

Washington, D.C. 20549

**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the**

**Securities Exchange Act of 1934**

**Date of Report: April 25, 2012**

**(Date of earliest event reported)**

**GeoResources, Inc.**

**(Exact name of registrant as specified in its charter)**

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(State or other jurisdiction  
of incorporation)

(Commission  
File Number)  
**110 Cypress Station Drive, Suite 220**

(IRS Employer  
Identification No.)

**Houston, Texas 77090**

(Address of principal executive offices) (Zip Code)

**(281) 537-9920**

(Registrant's telephone number, including area code)

**Not Applicable**

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

ITEM 8.01 OTHER EVENTS

On April 25, 2012, GeoResources, Inc., a Colorado corporation (the Registrant) and Halcón Resources Corporation, a Delaware corporation (Parent), held a joint conference call with investors, analysts and other interested parties to provide supplemental information regarding the proposed transaction. A transcript of the conference call is attached hereto as Exhibit 99.1 and is incorporated by reference herein.

**Cautionary Statement for Purposes of the Safe Harbor Provisions of the Private Securities Litigation Reform Act of 1995**

This Current Report on Form 8-K, and the documents incorporated herein by reference, contain forward-looking statements within the meaning of Section 27A of the Securities Act, as amended and Section 21E of the Securities and Exchange Act of 1934, as amended. Statements that are not strictly historical statements constitute forward-looking statements and may often, but not always, be identified by the use of such words such as expects, believes, intends, anticipates, plans, estimates, potential, possible, or probable or statements that certain actions, results may, will, should, or could be taken, occur or be achieved. The forward-looking statements include statements about future operations, estimates of reserve and production volumes and the anticipated timing for closing the proposed merger. Forward-looking statements are based on current expectations and assumptions and analyses made by us in light of our experience and our perception of historical trends, current conditions and expected future developments, as well as other factors we believe are appropriate under the circumstances. However, whether actual results and developments will conform with expectations is subject to a number of risks and uncertainties, including but not limited to: the possibility that the companies may be unable to obtain shareholder or other approvals required for the transaction or satisfy the other conditions to closing; that problems may arise in the integration of the businesses of the two companies; that the acquisition may involve unexpected costs; the risks of the oil and gas industry (for example, operational risks in exploring for, developing and producing crude oil and natural gas; risks and uncertainties involving geology of oil and gas deposits; the uncertainty of reserve estimates; the uncertainty of estimates and projections relating to future production, costs and expenses; potential delays or changes in plans with respect to exploration or development projects or capital expenditures; health, safety and environmental risks and risks related to weather such as hurricanes and other natural disasters); uncertainties as to the availability and cost of financing; fluctuations in oil and gas prices; inability to integrate and realize expected value from acquisitions on a timely basis, inability of management to execute its plans to meet its goals, shortages of drilling equipment, oil field personnel and services, unavailability of gathering systems, pipelines and processing facilities and the possibility that government policies may change or governmental approvals may be delayed or withheld. The Registrant's and Parent's annual reports on Form 10-K for the year ended December 31, 2011, recent current reports on Form 8-K, and other Securities and Exchange Commission filings discuss some of the important risk factors identified that may affect the business, results of operations and financial condition. The Registrant and Parent undertake no obligation to revise or update publicly any forward-looking statements for any reason.

**Additional Information About the Transaction**

The Registrant and Parent intend to file materials relating to the transaction with the SEC, including a registration statement of Parent, which will include a prospectus of Parent and a joint proxy statement of the Registrant and Parent. The definitive joint proxy statement/prospectus will be mailed to shareholders of the Registrant and Parent. INVESTORS AND SECURITY HOLDERS ARE URGED TO CAREFULLY READ THE REGISTRATION STATEMENT AND THE JOINT PROXY

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STATEMENT/PROSPECTUS AND OTHER DOCUMENTS FILED WITH THE SEC IN THEIR ENTIRETY WHEN THEY BECOME AVAILABLE BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION ABOUT THE REGISTRANT, PARENT AND THE PROPOSED TRANSACTION. Investors and security holders may obtain these documents free of charge at the SEC's website at [www.sec.gov](http://www.sec.gov). In addition, the documents filed by the Registrant can be obtained free of charge from the Registrant's website at [www.georesourcesinc.com](http://www.georesourcesinc.com). The documents filed with the SEC by Parent can be obtained free of charge from Parent's website at [www.halconresources.com](http://www.halconresources.com).

#### **Participants in Solicitation**

The Registrant, Parent and their respective executive officers and directors may be deemed to be participants in the solicitation of proxies from the shareholders of the Registrant and Parent in respect of the proposed transaction. Information regarding the Registrant's directors and executive officers is available in its proxy statement for its 2011 annual meeting of shareholders, which was filed with the SEC on April 29, 2011, and information regarding Parent's directors and executive officers is available in its annual report on Form 10-K for the year ended December 31, 2011, which was filed with the SEC on March 5, 2012, and its proxy statement for its 2012 annual meeting of stockholders, which was filed with the SEC on April 12, 2012. Other information regarding the participants in the proxy solicitation and a description of their direct and indirect interests, by security holdings or otherwise, will be contained in the joint proxy statement/prospectus and other relevant materials to be filed with the SEC when they become available.

Contacts:

#### **GeoResources, Inc.:**

Quentin Hicks Director of Acquisitions and Financial Planning

Telephone: (281) 377-9716

#### **Halcón Resources Corporation:**

Scott M. Zuehlke

Director of Investor Relations

Telephone: (832) 538-0314

#### ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS

(d) Exhibits:

The following exhibit are filed with this Current Report on Form 8-K:

| <b>Exhibit No.</b> | <b>Description</b>   |
|--------------------|--|
| 99.1               | Transcript from Investor Conference Call dated April 25, 2012. |

**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**GEORESOURCES, INC.**

By: /s/ Frank A. Lodzinski  
Name: Frank A. Lodzinski  
Title: President and Chief Executive Officer

Date: April 27, 2012

**EXHIBIT INDEX**

| <b>Exhibit<br/>No.</b> | <b>Description</b>  |
|------------------------|---|
| 99.1                   | Transcript from Investor Conference Call dated April 25, 2012 |