

HALLADOR PETROLEUM CO
Form SC 13D
September 25, 2009

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

SCHEDULE 13D

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

Hallador Petroleum Company
(Name of Issuer)
Common Stock, par value \$.01 per share
(Title of Class of Securities)
406092304
(CUSIP Number)
Bryan H. Lawrence
Yorktown Energy Partners VIII, L.P.
410 Park Avenue
19th Floor
New York, New York 10022
(212) 515-2100

Copies to:

Jeffrey A. Zlotky
Thompson & Knight LLP
One Arts Plaza
1722 Routh Street, Suite 1500
Dallas, Texas 75201-2533
(214) 969-1700

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

September 15, 2009

(Date of Event Which Requires Filing of this Statement)

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

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7 for other parties to whom copies are to be sent.

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 (Act) or otherwise subject to the liabilities of that section of the Act

but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 406092304

NAMES OF REPORTING PERSONS

1 YORKTOWN ENERGY PARTNERS VIII, L.P.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2 (a)
(b)

SEC USE ONLY

3

SOURCE OF FUNDS (SEE INSTRUCTIONS)

4 OO

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

5

CITIZENSHIP OR PLACE OF ORGANIZATION

6 Delaware

SOLE VOTING POWER

7

NUMBER OF 2,950,000

SHARED VOTING POWER

8 SHARES BENEFICIALLY OWNED BY

0

SOLE DISPOSITIVE POWER

9 EACH REPORTING

PERSON 2,950,000

WITH SHARED DISPOSITIVE POWER

10

0

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11

2,950,000 (1)

CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

12

o

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

11.1%(2)

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

14

PN

(1) Yorktown VIII Company LP is the sole general partner of Yorktown Energy Partners VIII, L.P. Yorktown VIII Associates LLC is the sole general partner of Yorktown VIII Company LP. As a result, Yorktown VIII Associates LLC may be deemed to have the power to vote or direct the vote or to dispose or direct the disposition of the shares owned by Yorktown Energy Partners VIII, L.P. Yorktown VIII Company LP and Yorktown VIII Associates LLC disclaim beneficial ownership of the securities owned by Yorktown Energy Partners VIII, L.P. in excess of their pecuniary interests therein.

(2) Based on 26,608,028 shares of common stock issued and outstanding as of September 15, 2009, as confirmed by Hallador Petroleum Company.

CUSIP No. 406092304

NAMES OF REPORTING PERSONS

1

YORKTOWN VIII COMPANY LP

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2

(a)

(b)

SEC USE ONLY

3

SOURCE OF FUNDS (SEE INSTRUCTIONS)

4

OO

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

5

CITIZENSHIP OR PLACE OF ORGANIZATION

6

Delaware

SOLE VOTING POWER

7

NUMBER OF 2,950,000

SHARED VOTING POWER

SHARES BENEFICIALLY OWNED BY 8

0

SOLE DISPOSITIVE POWER

EACH REPORTING 9

PERSON 2,950,000

WITH SHARED DISPOSITIVE POWER

10

0

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11

2,950,000 (1)

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CUSIP No. 406092304

NAMES OF REPORTING PERSONS

1

YORKTOWN VIII ASSOCIATES LLC

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2

(a)

(b)

SEC USE ONLY

3

SOURCE OF FUNDS (SEE INSTRUCTIONS)

4

OO

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

5

CITIZENSHIP OR PLACE OF ORGANIZATION

6

Delaware

SOLE VOTING POWER

7

NUMBER OF 2,950,000

SHARED VOTING POWER

SHARES BENEFICIALLY OWNED BY 8

0

SOLE DISPOSITIVE POWER

EACH REPORTING 9

PERSON 2,950,000

WITH SHARED DISPOSITIVE POWER

10

0

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2,950,000 (1)

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(2) Based on 26,608,028 shares of common stock issued and outstanding as of September 15, 2009, as confirmed by Hallador Petroleum Company.

Item 1. Security and Issuer.

This Schedule 13D relates to the common stock, par value \$.01 per share (the Common Stock), of Hallador Petroleum Company (the Company) whose principal executive offices are located at 1660 Lincoln Street, Suite 2700, Denver, Colorado 80264.

Item 2. Identity and Background.

This statement is filed by Yorktown Energy Partners VIII, L.P., a Delaware limited partnership (Yorktown), Yorktown VIII Company LP, a Delaware limited partnership (Yorktown Company) and Yorktown VIII Associates LLC, a Delaware limited liability company (Yorktown Associates). The principal office and business address of Yorktown, Yorktown Company and Yorktown Associates is 410 Park Avenue, 19th Floor, New York, New York 10022. The principal business of Yorktown is investing in equity securities of energy companies. The principal business of Yorktown Company is managing Yorktown. The principal business of Yorktown Associates is managing Yorktown Company.

Yorktown, Yorktown Company and Yorktown Associates have not, during the last five years, been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors).

Yorktown, Yorktown Company and Yorktown Associates have not, during the last five years, been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

Item 3. Source and Amount of Funds or Other Consideration.

Yorktown used \$17,700,000 of partnership funds to purchase 2,950,000 shares of Common Stock on September 15, 2009.

Item 4. Purpose of Transaction.

Yorktown acquired its 2,950,000 shares of Common Stock for investment purposes. As of the date hereof, Yorktown, Yorktown Company and Yorktown Associates have not formulated any specific plans or proposals which relate to or would result in: (a) the acquisition by any person of additional securities of the Company or the disposition of securities of the Company; (b) an extraordinary corporate transaction, such as a merger, reorganization or liquidation involving the Company or any of its subsidiaries; (c) a sale or transfer of a material amount of assets of the Company or any of its subsidiaries; (d) any change in the present board of directors or management of the Company, including any plans or proposals to change the number or term of directors or to fill any existing vacancies on the board of the Company; (e) any material change in the present capitalization or dividend policy of the Company; (f) any other material change in the Company's business or corporate structure; (g) changes in the Company's charter, bylaws or instruments corresponding thereto or other actions which may impede the acquisition of control of the Company by any person; (h) causing a class of securities of the Company to be delisted from a national securities exchange or to cease to be authorized to be quoted in an inter-dealer quotation system of a registered national securities association; (i) causing a class of equity securities of the Company to become eligible for termination of registration pursuant to Section 12(g)(4) of the Securities Exchange Act of 1934, as amended; or (j) any action similar to any of those enumerated above.

Item 5. Interest in Securities of the Issuer.

- (a) As of September 24, 2009, Yorktown, Yorktown Company and Yorktown Associates beneficially owned 2,950,000 shares of Common Stock, representing 11.1% of the Company's outstanding shares of common stock (based on 26,608,028 shares of Common Stock issued and outstanding as of September 15, 2009, as confirmed by Hallador Petroleum Company).

- (b) Yorktown VIII Company LP is the sole general partner of Yorktown Energy Partners VIII, L.P. Yorktown VIII Associates LLC is the sole general partner of Yorktown VIII Company LP. Yorktown Associates has the sole power to cause Yorktown Company to cause Yorktown to vote or direct the vote or to dispose or direct the disposition of the shares owned by Yorktown.
- (c) On September 15, 2009, Yorktown acquired from the Company 2,950,000 shares of Common Stock for \$6.00 per share for an aggregate price of \$17,700,000 through a private placement exempt from the registration requirements of the Securities Act of 1933, as amended.
- (d) No person other than Yorktown has the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, the shares of Common Stock reported on this Schedule 13D.
- (e) Inapplicable.

Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer.

None.

Item 7. Material to Be Filed as Exhibits.

Exhibit 1 Joint Filing Agreement dated September 25, 2009

SIGNATURES

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

Date: September 25, 2009

YORKTOWN ENERGY PARTNERS VIII,
L.P.

By: Yorktown VIII Company LP,
its general partner

By: Yorktown VIII Associates LLC,
its general partner

By: /s/ Bryan H. Lawrence

Bryan H. Lawrence, Member

YORKTOWN VIII COMPANY LP

By: Yorktown VIII Associates LLC,
its general partner

By: /s/ Bryan H. Lawrence

Bryan H. Lawrence, Member

YORKTOWN VIII ASSOCIATES LLC

By: /s/ Bryan H. Lawrence

Bryan H. Lawrence, Member

EXHIBIT INDEX

| Exhibit No. | Description |
|--------------------|---|
| Exhibit 1 | Joint Filing Agreement dated September 25, 2009 |