

PETROHAWK ENERGY CORP

Form S-8

July 29, 2005

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As filed with the Securities and Exchange Commission on July 29, 2005

Registration Statement No. 333-

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549
FORM S-8
REGISTRATION STATEMENT UNDER THE
SECURITIES ACT OF 1933
PETROHAWK ENERGY CORPORATION
(Exact name of registrant as specified in its charter)**

Delaware
(State of Incorporation)

86-0876964
(IRS Employer Identification No.)

1100 Louisiana, Suite 4400
Houston, Texas
(Address of Principal Executive Offices)

77002
(Zip Code)

Mission Resources Corporation 1994 Stock Incentive Plan
Mission Resources Corporation 1996 Stock Incentive Plan
Mission Resources Corporation 2004 Incentive Plan
Nonstatutory Stock Option Agreement
Nonstatutory Stock Option Agreement
(Full title of each Plan)

Floyd C. Wilson
President and Chief Executive Officer
1100 Louisiana Suite 4400
Houston, Texas 77002
(832) 204-2700
(Name, address and telephone number of agent for service)

Copy to:
Dallas Parker
William T. Heller IV
Thompson & Knight LLP
333 Clay Street, Suite 3300
Houston, Texas 77002
(713) 654-8111

CALCULATION OF REGISTRATION FEE

Title of securities to be registered	Amount to be registered (1)	Proposed maximum offering price per share (2)	Proposed maximum aggregate offering price (2)	Amount of registration fee
Common Stock, par value \$0.001 per share	3,852,433 shares	\$10.93	\$42,107,092.69	\$4,956

(1) Pursuant to Rule 416 under

the Securities Act of 1933 (the Securities Act), shares issuable upon any stock split, stock dividend or similar transaction with respect to the shares covered hereby are also being registered hereunder.

- (2) Pursuant to Rule 457(c), the registration fee is calculated on the basis of the average of the high and low sale prices for the common stock on The Nasdaq Stock Market on July 26, 2005, \$10.93. Pursuant to Rule 457(h), the registration fee is calculated with respect to the maximum number of shares of the Company's common stock issuable under the Plans.
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Consent of KPMG LLP for Mission Resources Corporation

Consent of KPMG LLP for Wynn-Crosby Energy, Inc.

Consent of Ernst & Young LLP for Beta Oil & Gas, Inc.

Consent of Hein & Associates, LLP

Consent of Netherland, Sewell & Associates, Inc.

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**PART I
INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS**

Item 1. Plan Information.*

Item 2. Registrant Information and Employee Plan Annual Information.*

* Note: The document(s) containing the information concerning the plans required by Item 1 of Form S-8 and the statement of availability of registrant information and any other information required by Item 2 of Form S-8 will be sent or given to participants as specified by Rule 428 under the Securities Act. In accordance with Rule 428 and the requirements of Part I of Form S-8, such document(s) are not being filed with the Securities and Exchange Commission (the Commission) either as part of this Registration Statement or as prospectuses or prospectus supplements pursuant to

Rule 424 under the Securities Act. The registrant will maintain a file of such documents in accordance with the provisions of Rule 428. Upon request, the registrant will furnish to the Commission or its staff a copy of any or all of the documents included in such file.

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PART II
INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

The following documents have been filed by us with the Commission and are incorporated by reference in this Registration Statement:

- (a) Our Annual Report on Form 10-K for the fiscal year ended December 31, 2004, filed on March 31, 2005 (File No. 000-25717);
- (b) our Quarterly Report on Form 10-Q for the quarter ended March 31, 2005, filed on May 12, 2005 (File No. 000-25717);
- (c) our Current Report on Form 8-K/A, filed on December 1, 2004 (File No. 000-25717);
- (d) our Current Reports on Form 8-K, filed on January 6, 2005, January 21, 2005, February 10, 2005, February 22, 2005, March 3, 2005, two reports filed on April 4, 2005, April 18, 2005, two reports filed on May 12, 2005, and July 5, 2005 (File No. 000-25717); and
- (e) The description of our common stock contained in the Registration Statement on Form S-4 (No. 333-124391), as filed with the Securities Exchange Commission on April 28, 2005, including any subsequent amendment(s) or report(s) filed for the purposes of updating such description (File No. 000-25717).

In addition, all documents filed by us pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Securities Exchange Act of 1934, as amended (the Exchange Act) (excluding any information furnished pursuant to Item 2.02 or Item 7.01 on any current report on Form 8-K), subsequent to the date of this Registration Statement and prior to the filing of a post-effective amendment that indicates that all securities offered have been sold or which deregisters all securities then remaining unsold shall be deemed to be incorporated by reference in this Registration Statement and to be a part hereof from the date of filing of such documents. Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or in any other subsequently filed document which also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement. Upon the written or oral request of any person to whom a copy of this Registration Statement has been delivered, we will provide without charge to such person a copy of any and all documents (excluding exhibits thereto unless such exhibits are specifically incorporated by reference into such documents) that have been incorporated by reference into this Registration Statement but not delivered herewith. Requests for such documents should be addressed to: Petrohawk Energy Corporation, 1100 Louisiana, Suite 4400, Houston, Texas 77002, Attention: Corporate Secretary, (832) 204-2700.

Item 4. Description of Securities.

Not applicable.

Item 5. Interests of Named Experts and Counsel.

Not applicable.

Item 6. Indemnification of Directors and Officers.

Our certificate of incorporation contains certain provisions permitted under the Delaware General Corporation Law (DGCL) relating to the liability of directors. These provisions eliminate a director s personal liability for monetary damages resulting from a breach of fiduciary duty, except that a director will be personally liable:

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for any breach of the director's duty of loyalty to us or our stockholders;

for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law;

under Section 174 of the DGCL relating to unlawful stock repurchases or dividends; and

for any transaction from which the director derives an improper personal benefit.

These provisions do not limit or eliminate our rights or those of any stockholder to seek nonmonetary relief, such as an injunction or rescission, in the event of a breach of a director's fiduciary duty. These provisions will not alter a director's liability under federal securities laws.

Our certificate of incorporation and bylaws also provide that we must indemnify our directors and officers to the fullest extent permitted by Delaware law and also provide that we must advance expenses, as incurred, to our directors and officers in connection with a legal proceeding to the fullest extent permitted by Delaware law, subject to very limited exceptions.

Section 145 of the DGCL, *inter alia*, authorizes a corporation to indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, other than an action by or in the right of the corporation, because such person is or was a director, officer, employee or agent of the corporation or was serving at the request of the corporation as a director, officer, employee or agent of another corporation or other enterprise, against expenses, including attorneys' fees, judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such suit or proceeding if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the corporation, and, with respect to any criminal action or proceeding, had no reason to believe his conduct was unlawful. Similar indemnity is authorized for such persons against expenses, including attorneys' fees, actually and reasonably incurred in defense or settlement of any such pending, completed or threatened action or suit by or in the right of the corporation if such person acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the corporation, and provided further that, unless a court of competent jurisdiction otherwise provides, such person shall not have been adjudged liable to the corporation. Any such indemnification may be made only as authorized in each specific case upon a determination by the stockholders or disinterested directors that indemnification is proper because the indemnitee has met the applicable standard of conduct.

Section 145 further authorizes a corporation to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation or enterprise, against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the corporation would otherwise have the power to indemnify him. We maintain policies insuring our and our subsidiaries' officers and directors against specified liabilities for actions taken in such capacities, including liabilities under the Securities Act of 1933.

We have entered into separate indemnification agreements with our directors and officers that may, in some cases, be broader than the specific indemnification provisions contained in our certificate of incorporation, bylaws or the DGCL. The indemnification agreements may require us, among other things, to indemnify our officers and directors against certain liabilities, other than liabilities arising from willful misconduct, that may arise by reason of their status or service as directors or officers. We believe that these indemnification arrangements are necessary to attract and retain qualified individuals to serve as directors and officers.

Although the above discussion summarizes the material provisions of our certificate of incorporation and bylaws, as amended, and Section 145 of the DGCL, it is not intended to be exhaustive and is qualified in its entirety by each of those documents and that statute.

Item 7. Exemption from Registration Claimed.

Not applicable.

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Item 8. Exhibits.

The following documents are filed as exhibits to this Registration Statement:

- 4.1 Mission Resources Corporation 1994 Stock Incentive Plan (incorporated by reference to Exhibit 10.9 of Mission Resources Corporation's Registration Statement No. 33-76570 filed on March 17, 1994) (File No. 000-9498)
- 4.2 Mission Resources Corporation 1996 Stock Incentive Plan (incorporated by reference to Exhibit A of Mission Resources Corporation's Proxy Statement on Schedule 14A filed on October 21, 1996) (File No. 000-9498)
- 4.3 Mission Resources Corporation 2004 Incentive Plan (incorporated by reference to Appendix C to Mission Resources Corporation's Proxy Statement on Schedule 14A filed on March 30, 2004) (File No. 000-9498)
- 4.4 Nonstatutory Stock Option Grant Agreement dated as of November 1, 2004, between Mission Resources Corporation and Thomas C. Langford (incorporated by reference to Exhibit 10.1 to Mission Resources Corporation's Current Report on Form 8-K filed on November 2, 2004) (File No. 000-9498)
- 4.5 Nonstatutory Stock Option Grant Agreement dated as of March 14, 2005, between Mission Resources Corporation and William R. Picquet (incorporated by reference to Exhibit 10.2 of to Mission Resources Corporation's Current Report on Form 8-K filed on March 16, 2005) (File No. 000-9498)
- 5.1 Opinion of Thompson & Knight LLP
- 23.1 Consent of Thompson & Knight LLP (included in the opinion of Thompson & Knight LLP filed herewith as Exhibit 5.1)
- 23.2 Consent of Deloitte & Touche LLP, independent registered public accounting firm for Petrohawk Energy Corporation
- 23.3 Consent of KPMG LLP, independent registered public accounting firm for Mission Resources Corporation
- 23.4 Consent of KPMG LLP, independent registered public accounting firm for Wynn-Crosby Energy, Inc. and affiliates
- 23.5 Consent of Ernst & Young LLP, independent registered public accounting firm for Beta Oil & Gas, Inc.
- 23.6 Consent of Hein & Associates, LLP, independent registered public accounting firm for Beta Oil & Gas, Inc.
- 23.7 Consent of Netherland, Sewell & Associates, Inc., Petroleum Engineers for Petrohawk Energy Corporation and Mission Resources Corporation
- 24.1 Power of Attorney (included on signature page of this Registration Statement)

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Item 9. Undertakings.

The Registrant hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this Registration Statement:

(i) To include any prospectus required by Section 10(a)(3) of the Securities Act of 1933;

(ii) To reflect in the prospectus any facts or events arising after the effective date of this Registration Statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in this Registration Statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the Form of prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than a 20% change in the maximum aggregate offering price set forth in the Calculation of Registration Fee table in the effective registration statement; and

(iii) To include any material information with respect to the plan of distribution not previously disclosed in this Registration Statement or any material change to such information in this Registration Statement; provided, however, that paragraphs (1)(i) and (1)(ii) do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in periodic reports filed by the Registrant pursuant to Section 13 or Section 15(d) of the Securities Exchange Act of 1934 that are incorporated by reference in this Registration Statement.

(2) That, for the purpose of determining any liability under the Securities Act of 1933, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(4) That, for purposes of determining any liability under the Securities Act of 1933, each filing of the Registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Securities Exchange Act of 1934 (and, where applicable, each filing of an employee benefit plan annual report pursuant to Section 15(d) of the Securities Exchange Act of 1934) that is incorporated by reference in this Registration Statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(5) Insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted to directors, officers and controlling persons of the Registrant pursuant to the foregoing provisions, or otherwise, the Registrant has been advised that in the opinion of the Commission such indemnification is against public policy as expressed in the Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Registrant of expenses incurred or paid by a director, officer or controlling person of the Registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Act and will be governed by the final adjudication of such issue.

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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the city of Houston, state of Texas, on this 28th day of July, 2005.

PETROHAWK ENERGY CORPORATION

By: /s/ Floyd C. Wilson

Floyd C. Wilson
President and Chief Executive Officer

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that the undersigned directors and officers of Petrohawk Energy Corporation, a Delaware corporation, which is filing a Registration Statement on Form S-8 with the Commission under the provisions of the Securities Act of 1933, as amended, hereby constitute and appoint Floyd C. Wilson and Shane M. Bayless, and each of them, his true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities, to sign such Registration Statement and any or all amendments to the Registration Statement, and all other documents in connection therewith to be filed with the Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact as agents or any of them, or their substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

Date	Signature / Title
July 28, 2005	By: /s/ Floyd C. Wilson Floyd C. Wilson Chairman of the Board, President, and Chief Executive Officer
July 28, 2005	By: /s/ Shane M. Bayless Shane M. Bayless Chief Financial Officer, Vice President and Treasurer
July 28, 2005	By: /s/ Tucker S. Bridwell Tucker S. Bridwell Director
July 28, 2005	By: /s/ David A.B. Brown David A.B. Brown Director

July 28, 2005

By: /s/ James L. Irish III

James L. Irish III
Director

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July 28, 2005

By: /s/ David B. Miller

David B. Miller
Director

July 28, 2005

By: /s/ D. Martin Phillips

D. Martin Phillips
Director

July 28, 2005

By: /s/ Daniel A. Rioux

Daniel A. Rioux
Director

July 28, 2005

By: /s/ Robert C. Stone, Jr.

Robert C. Stone, Jr.
Director

July 28, 2005

By: /s/ Herbert C. Williamson, III

Herbert C. Williamson, III
Director

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INDEX TO EXHIBITS

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