

PETROHAWK ENERGY CORP
Form SC TO-T/A
July 27, 2011

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

**SCHEDULE TO
(RULE 14d-100)
TENDER OFFER STATEMENT UNDER SECTION 14(d)(1)
OR SECTION 13(e)(1) OF THE SECURITIES EXCHANGE ACT OF 1934.
(Amendment No. 1)**

PETROHAWK ENERGY CORPORATION
(Name of Subject Company (Issuer))

NORTH AMERICA HOLDINGS II INC.
a wholly owned subsidiary of

BHP BILLITON PETROLEUM (NORTH AMERICA) INC.
a wholly owned subsidiary of

BHP BILLITON LIMITED
(Names of Filing Persons (Offerors))

Common Stock, par value \$0.001 per share
(Title of Class of Securities)

716495106
(CUSIP Number of Class of Securities)

Kirsten Gray
Vice President Group Legal
BHP Billiton Limited
180 Lonsdale Street
Melbourne Victoria 3000
Australia
+61 1300 55 47 57
*(Name, address and telephone number of person authorized
to receive notices and communications on behalf of filing persons)*

with copies to:

James C. Morphy
Krishna Veeraraghavan
Sullivan & Cromwell LLP
125 Broad Street
New York, NY 10004
(212) 558-4000

CALCULATION OF FILING FEE

Transaction Valuation*	Amount of Filing Fee**
\$12,158,162,297	\$ 1,411,563

* The transaction valuation is an estimate calculated solely for purposes of determining the amount of the filing fee. The transaction valuation is equal to the sum of (a) an amount equal to \$38.75, the per share tender offer price, multiplied by the sum of 303,892,075, the number of shares of common stock issued and outstanding (including 2,227,908 shares of restricted stock), plus (b) an amount equal to 9,866,952, the number of shares of common stock that were reserved for issuance pursuant to stock option and stock appreciation rights plans, multiplied by \$38.75. No shares of common stock were held by the issuer in its treasury. The foregoing share figures have been provided by the issuer to the offerors and are as of July 15, 2011, the most recent practicable date.

** The amount of the filing fee is calculated in accordance with Rule 0-11 of the Securities Exchange Act of 1934, as amended, and Fee Advisory #5 for fiscal year 2011, issued December 22, 2010, by multiplying the transaction valuation by 0.0001161.

Check the box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

Amount Previously Paid:	\$1,411,563	Filing Party:	Purchaser, Parent and BHP Billiton Limited (each as defined below)
Form or Registration No.:	Schedule To	Date Filed:	July 25, 2011

Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

Check the appropriate boxes below to designate any transactions to which the statement relates:

third-party tender offer subject to Rule 14d-1.

issuer tender offer subject to Rule 13e-4.

going-private transaction subject to Rule 13e-3.

amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of the tender offer:

If applicable, check the appropriate box(es) below to designate the appropriate rule provision(s) relied upon:

Rule 13e-4(i) (Cross-Border Issuer Tender Offer).

Rule 14d-1(d) (Cross-Border Third-Party Tender Offer).

This Amendment No. 1 (this Amendment) amends and supplements Item 3 and Item 11 in the Tender Offer Statement on Schedule TO, filed on July 25, 2011 (the Schedule TO) with the Securities and Exchange Commission by BHP Billiton Limited, a corporation organized under the laws of Victoria, Australia (BHP Billiton Limited), BHP Billiton Petroleum (North America) Inc., a Delaware corporation (Parent) and a wholly owned subsidiary of BHP Billiton Limited and North America Holdings II Inc., a Delaware corporation (Purchaser) and a wholly owned subsidiary of Parent.

Except as otherwise indicated in this Amendment, the information set forth in the Schedule TO remains unchanged. Capitalized terms used but not defined herein have the meanings ascribed to them in the Schedule TO.

Item 3. Identity and Background of Filing Person.

(a)-(c) The information set forth in Annex B of the Offer to Purchase is hereby amended to delete the following entry from the table listing Purchaser's directors and executive officers:

Herbert Alejandro Archila DeHesa	Vice President Planning & Portfolio Management
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The information set forth in the second paragraph of Annex C of the Offer to Purchase is hereby amended by replacing the last sentence thereof with the following:

BHP Billiton Limited holds 100% of the capital stock of BHP Billiton Petroleum International Pty. Ltd.

Item 11. Additional Information.

(a) The information set forth in the section of the Offer to Purchase entitled Certain Legal Matters; Regulatory Approvals Litigation is hereby amended and restated in its entirety to read as follows:

Petrohawk and the members of its board of directors are named as defendants in purported class action lawsuits brought by Petrohawk's stockholders challenging the proposed transaction (the Stockholder Actions). The Stockholder Actions were filed in: the Court of Chancery of the State of Delaware, *Astor BK Realty Trust v. Petrohawk Energy Corp., et al.*, C.A. No. 6675-CS, *Grossman v. Petrohawk Energy Corp., et al.*, C.A. No. 6688-CS, *Marina Gincherman, IRA v. Petrohawk Energy Corp., et al.*, C.A. No. 6700, and *Binkowski v. Petrohawk Energy Corp., et al.*, C.A. No. 6706, and the District of Harris County, Texas, *Iron Workers District Counsel of Tennessee Valley & Vicinity Pension Plan v. Petrohawk Energy Corp., et al.*, C.A. No. 42124, *Iron Workers Mid-South Pension Fund v. Petrohawk Energy Corp., et al.*, C.A. No. 42590, and *L.A. Murphy v. Wilson, et al.*, C.A. No. 42772. BHP Billiton Limited, Parent and Purchaser are named as defendants in the *Grossman*, *Gincherman* and the two *Iron Workers* actions, and BHP Billiton Limited and Parent are named as defendants in the *Binkowski* action. The Stockholder Actions seek certification of a class of Petrohawk stockholders and generally allege, among other things, that: (i) each member of the Petrohawk Board breached his fiduciary duties in connection with the transactions contemplated by the Merger Agreement by failing to maximize stockholder value, agreeing to preclusive deal protection provisions, and failing to protect against conflicts of interest; (ii) Petrohawk aided and abetted Petrohawk's directors' purported breaches of their fiduciary duties; and/or (iii) the BHP Billiton Limited, Parent and Purchaser parties aided and abetted the purported breaches of fiduciary duties by Petrohawk's directors. The Stockholder Actions seek, among other relief, an injunction prohibiting the transactions contemplated by the Merger Agreement, rescission in the event such transactions are consummated, damages and attorneys' fees and costs. BHP Billiton Limited, Parent and Purchaser believe the Stockholder Actions are without merit and intend to defend themselves vigorously.

SIGNATURES

After due inquiry and to the best of their knowledge and belief, each of the undersigned certifies that the information set forth in this statement is true, complete and correct.

NORTH AMERICA HOLDINGS II INC.

Name: David Powell
By: /s/ David Powell
Title: Vice President

BHP BILLITON PETROLEUM (NORTH AMERICA) INC.

Name: David Powell
By: /s/ David Powell
Title: Vice President

BHP BILLITON LIMITED

Name: David A. Williamson
By: /s/ David A. Williamson
Title: Head of Group Legal and Chief Compliance Officer

Dated: July 27, 2011