

PETROHAWK ENERGY CORP

Form 8-K

January 11, 2006

**Table of Contents**

**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 (date of earliest event reported): January 9, 2006  
PETROHAWK ENERGY CORPORATION  
(Exact name of registrant as specified in its charter)**

**Delaware  
(State or other jurisdiction  
of incorporation)**

**000-25717  
(Commission File Number)**

**86-0876964  
(I.R.S. Employer  
Identification No.)**

**1100 Louisiana, Suite 4400  
Houston, Texas  
(Address of principal executive offices)**

**77002  
(Zip Code)**

**Registrant's telephone number, including area code: (832) 204-2700**

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 (*see* General Instruction A.2):

- 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))
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**TABLE OF CONTENTS**

Item 2.02 Results of Operations and Financial Condition

Item 7.01 Regulation FD Disclosure

Item 9.01 Financial Statements and Exhibits

SIGNATURE

EXHIBIT INDEX

Press Release

Operational Update and Our Properties

Unaudited Pro Forma Condensed Combined Financial Information

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**Table of Contents**

**Item 2.02 Results of Operations and Financial Condition**

The information contained in this Item 2.02 and the exhibit attached hereto are being furnished and shall not be deemed filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, and shall not be deemed incorporated by reference to any filing with the Securities and Exchange Commission under the Securities Exchange Act of 1934, as amended, or the Securities Act of 1933, as amended, whether made before or after the date hereof and irrespective of any general incorporation language in any filings.

On January 9, 2006, Petrohawk Energy Corporation ( Petrohawk ) issued a press release with respect to our 2005 operating results and outlook for 2006. The press release is furnished as Exhibit 99.1 to this Current Report.

**Item 7.01 Regulation FD Disclosure**

The information contained in this Item 7.01 and the exhibits attached hereto are being furnished and shall not be deemed filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, and shall not be deemed incorporated by reference to any filing with the Securities and Exchange Commission under the Securities Exchange Act of 1934, as amended, or the Securities Act of 1933, as amended, whether made before or after the date hereof and irrespective of any general incorporation language in any filings.

On December 14, 2005, Petrohawk Energy Corporation announced that it had entered into definitive agreements to purchase all of the issued and outstanding common stock of Winwell Resources, Inc. (the Winwell Stock Purchase ) and certain assets from Redley Company, Burriss Run Company and Red Clay Minerals (the Asset Purchase , collectively with the Winwell Stock Purchase, the North Louisiana Acquisitions ). Petrohawk intends to finance the Winwell Stock Purchase and the Asset Purchase with a combination of cash, bank debt and a portion of the proceeds from an equity issuance in the range of \$150 million to \$190 million. Pursuant to Regulation FD, Petrohawk is hereby furnishing exhibits which contain additional information relating to Petrohawk, as follows:

Guidance Update and Our Properties; and

Unaudited Pro Forma Condensed Combined Financial Information.

**Item 9.01 Financial Statements and Exhibits**

This information contained in this Item 9.01 and the exhibits attached hereto are being furnished and shall not be deemed filed for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended, and shall not be deemed incorporated by reference in any filing with the Securities and Exchange Commission under the Securities Exchange Act of 1934, as amended, or the Securities Act of 1933, as amended, whether made before or after the date hereof and irrespective of any general incorporation language in any filings.

(c) Exhibits. The following exhibits are furnished as part of this Current Report on Form 8-K:

99.1 Press release issued by Petrohawk Energy Corporation dated January 9, 2006

99.2 Guidance Update and Our Properties

99.3 Unaudited Pro Forma Condensed Combined Financial Information

**Table of Contents**

**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.

PETROHAWK ENERGY  
CORPORATION

By: /s/ Shane M. Bayless  
Executive Vice President    Chief Financial  
Officer and Treasurer  
Date: January 11, 2006

**EXHIBIT INDEX**

- 99.1    Press release issued by Petrohawk Energy Corporation dated January 9, 2006.
- 99.2    Guidance Update and Our Properties
- 99.3    Unaudited Pro Forma Condensed Combined Financial Information