

PETROHAWK ENERGY CORP
Form SC 13D
July 25, 2005

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

SCHEDULE 13D

Under the Securities Exchange Act of 1934*

Petrohawk Energy Corporation

(Name of Issuer)

Shares of Common Stock

(Title of Class of Securities)

716495106

(CUSIP Number)

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COPY TO:

Joshua Beiser, Esq.

Assistant Secretary

Kellen Holdings, LLC

175 Berkeley Street

Boston, Massachusetts 02117

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

July 15, 2005

(Dates of Events which Require Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which 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 §240.13d-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).

1. NAME OF REPORTING PERSONS

S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS

Kellen Holdings, LLC, IRS Identification No. 04-3545984

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3. SEC USE ONLY

4. SOURCE OF FUNDS

OO

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)

6. CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

7. SOLE VOTING POWER

NUMBER OF 3,396,453

SHARES 8. SHARED VOTING POWER

BENEFICIALLY

OWNED BY 0

EACH 9. SOLE DISPOSITIVE POWER

REPORTING

PERSON 3,396,453

WITH 10. SHARED DISPOSITIVE POWER

0

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

3,396,453

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

6.95%

14. TYPE OF REPORTING PERSON

IV

Item 1. Security and Issuer.

The class of equity security to which this statement relates is common stock, par value \$.001 per share (the Common Stock) of Petrohawk Energy Corporation, a Delaware corporation (the Issuer). The address of the principal executive offices of the Issuer is 1100 Louisiana, Suite 4400, Houston, Texas 77002.

Item 2. Identity and Background.

This statement is being filed on behalf of the following person:

Kellen Holdings, LLC (Kellen), a Delaware limited liability company, 175 Berkeley Street, Boston, Massachusetts 02117. Kellen s principal business is investment in hydrocarbons and related energy investments.

In accordance with the provisions of General Instruction C to Schedule 13D, information concerning the directors, executive officers and controlling person of Kellen, required by Item 2 of Schedule 13D is listed on Schedule A hereto and is incorporated by reference herein.

Within the last five years, neither Kellen, nor to the best of their respective knowledge, any executive officer or director of Kellen, has been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors) or has been a party to a civil proceeding or 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 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.

Using funds received from its parent, Kellen first invested in PHAWK LLC (PHAWK) on May 22, 2003.

On July 8, 2005 PHAWK and its members, including Kellen, executed a Class A Common Unit Redemption Agreement and Third Amendment to Amended and Restated Limited Liability Company Agreement (the Redemption Agreement) pursuant to which (i) all the shares of Common Stock owned by PHAWK were to be distributed to the members of PHAWK, (ii) the demand registration rights granted to PHAWK by the Registration Rights Agreement dated as of May 25, 2004 were assigned to EnCap IV and EnCap IV-B Acquisitions, and (iii) the piggyback registration rights granted to PHAWK by the Registration Rights Agreement dated as of May 25, 2004 were assigned to the members of PHAWK including Kellen other than EnCap IV and EnCap IV-B Acquisitions. Pursuant to the Redemption Agreement, on July 15, 2005 PHAWK distributed (i) 2,698,114 shares of Common Stock and (ii) warrants to purchase 683,892 shares of Common Stock to Kellen.

Daniel A. Rioux is a director of the Issuer and an officer of Kellen. Mr. Rioux receives certain stock consideration for his membership on the Issuer s Board of Directors. Pursuant to an agreement dated September 13, 2004, Kellen is to receive those shares. Kellen is in receipt of 14,447 total shares from board compensation, received on July 13, 2004, October 28, 2004, March 31, 2005, May 25, 2005, July 11, 2005, and July 15, 2005 in the amount of 7500, 504, 477, 504, 462, and 5000 shares, respectively.

Item 4. Purpose of Transaction.

Kellen intends to monitor and evaluate its investment in the Issuer in light of pertinent factors, market conditions, the Issuer's performance and prospects, the trading prices of the Common Stock, conditions in the oil and gas industry and general economic conditions. Kellen may make additional purchases of Common Stock in the future through market transactions or otherwise, maintain its current investment, or dispose of some or all of the Common Stock.

Except as set forth above, Kellen has no present plans or proposals that relate to or that would result in any of the actions specified in clauses (a) through (j) of Item 4 of Schedule 13D.

Item 5. Interest in Securities of the Issuer.

(a) Kellen owns 2,712,561 shares of Common Stock and 683,892 warrants which upon exercise or conversion are issuable as Common Stock, together which constitute approximately 6.95% of the 48.9 million total shares issued and outstanding, as reflected in the Issuer's Form S-3, Amendment No. 2 as filed on July 14, 2005.

(b) Kellen has the sole power to vote or direct the vote of, and the sole power to dispose or direct the disposition of, 3,396,453 shares. Kellen has no shared power to either vote or dispose of the shares.

(c) Except as otherwise described herein, including in Item 3, or in any Exhibit filed herewith, to the knowledge of the reporting person, none of the persons named in response to paragraph (a) above has effected any transaction in shares of the Common Stock during the past 60 days.

(d) With respect to Kellen, to the best of its knowledge, no other person is known to have the right to receive or the power to direct the receipt of dividends from, or the proceedings from the sale of, such securities, where such interest relates to either more or less than five percent of the class.

(e) Not applicable.

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

Daniel Rioux, an officer of Kellen, has the right to receive securities of the Issuer, pursuant to his membership on the Issuer's Board of Directors. Pursuant to an agreement dated September 13, 2004 any future board compensation shares will be issued directly to Kellen.

Item 7. Material to be Filed as Exhibits.

Exhibit A Letter agreement dated September 13, 2004.

Page 4 of 10 Pages

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.

KELLEN HOLDINGS LLC

By: /s/ Daniel A. Rioux

Daniel A. Rioux
Vice President and Treasurer

Dated this 25th day of July, 2005.

Page 5 of 10 Pages

SCHEDULE A

Controlling Persons

Kellen Holdings, LLC, a Delaware limited liability company, is a direct subsidiary of Liberty Energy Holdings, LLC, a Delaware LLC (LEH) and is an indirect subsidiary of Liberty Mutual Holding Company Inc., a Massachusetts mutual holding company. Liberty Mutual Holding Company Inc. is the ultimate controlling person of Kellen Holdings, LLC. Liberty Mutual Holding Company Inc. is a mutual holding company wherein its members are entitled to vote at meetings of the company. No such member is entitled to cast 10% or more of the votes. Liberty Mutual Holding Company Inc. has issued no voting securities.

The officer and director information for Kellen Holdings, LLC and Liberty Mutual Holding Company Inc. is as set forth below. The officer and director information for LEH is the same as Kellen.

Kellen Holdings, LLC

175 Berkeley Street
Boston, Massachusetts 02117

Executive Officers

A. Alexander Fontanes	Gregory S. Morzano	Laurance H.S. Yahia
<i>Chairman of the Board</i>	<i>Vice President</i>	<i>Assistant Treasurer and Manager,</i>
<i>Citizenship: U.S.A.</i>	<i>Citizenship: U.S.A.</i>	<i>Corporate Treasury Operations</i>
		<i>Citizenship: U.S.A.</i>
Everardo Goyanes	Gary J. Ostrow	Steven M. Zagoren
<i>President and Chief</i>	<i>Vice President</i>	<i>Assistant Treasurer</i>
<i>Executive Officer</i>	<i>Citizenship: U.S.A.</i>	<i>Citizenship: U.S.A.</i>
<i>Citizenship: U.S.A.</i>		
Dennis J. Langwell	Daniel A. Rioux	Diane S. Bainton
<i>Senior Vice President and</i>	<i>Vice President and</i>	<i>Assistant Secretary</i>
<i>Chief Financial Officer</i>	<i>Treasurer</i>	<i>Citizenship: U.S.A.</i>
<i>Citizenship: U.S.A.</i>	<i>Citizenship: U.S.A.</i>	
Christopher C. Mansfield	Richard C. Cloran	Joshua E. Beiser
<i>Senior Vice President and</i>	<i>Assistant Treasurer</i>	<i>Assistant Secretary</i>
<i>General Counsel</i>	<i>Citizenship: U.S.A.</i>	<i>Citizenship: U.S.A.</i>
<i>Citizenship: U.S.A.</i>		
Robert J. Gray	Don D. Myers	MaryAnne M. McGruder
<i>Vice President</i>	<i>Assistant Treasurer</i>	<i>Assistant Secretary</i>
<i>Citizenship: United Kingdom.</i>	<i>Citizenship: U.S.A.</i>	<i>Citizenship: U.S.A.</i>
Dexter R. Legg	Michelle M. O Mara	James R. Pugh
<i>Vice President and Clerk</i>	<i>Assistant Treasurer</i>	<i>Assistant Secretary</i>
<i>Citizenship: U.S.A.</i>	<i>Citizenship: U.S.A.</i>	<i>Citizenship: U.S.A.</i>

Directors

A. Alexander Fontanes

Chairman of the Board

Citizenship: U.S.A.

Dennis J. Langwell

Senior Vice President and

Chief Financial Officer

Citizenship: U.S.A.

Christopher C. Mansfield

Senior Vice President and

General Counsel

Citizenship: U.S.A.

Liberty Mutual Holding Company Inc.

175 Berkeley Street
Boston, Massachusetts 02117

Officers

Edmund F. Kelly	Stuart M. McGuigan	John D. Doyle
<i>Chairman of the Board,</i>	<i>Senior Vice President and</i>	<i>Vice President and Comptroller</i>
<i>President and</i>	<i>Chief Information Officer</i>	<i>Citizenship: U.S.A</i>
<i>Chief Executive Officer</i>	<i>Citizenship: U.S.A.</i>	
<i>Citizenship: U.S.A.</i>		
J. Paul Condrin, III	A. Alexander Fontanes	Steven M. Zagoren
<i>Executive Vice President</i>	<i>Executive Vice President and</i>	<i>Assistant Treasurer</i>
<i>Citizenship: U.S.A.</i>	<i>Chief Investment Officer</i>	<i>Citizenship: U.S.A.</i>
	<i>Citizenship: U.S.A.</i>	
Gary R. Gregg	Christopher C. Mansfield	Dexter R. Legg
<i>Executive Vice President</i>	<i>Senior Vice President and</i>	<i>Vice President and Secretary</i>
<i>Citizenship: U.S.A.</i>	<i>General Counsel</i>	<i>Citizenship: U.S.A.</i>
	<i>Citizenship: U.S.A.</i>	
Roger L. Jean	Helen E.R. Sayles	Robert T. Muleski
<i>Executive Vice President</i>	<i>Senior Vice President</i>	<i>Senior Vice President and</i>
<i>Citizenship: U.S.A.</i>	<i>Citizenship: U.S.A.</i>	<i>Corporate Actuary</i>
		<i>Citizenship: U.S.A.</i>
Thomas C. Ramey	Stephen G. Sullivan	Diane S. Bainton
<i>Executive Vice President</i>	<i>Senior Vice President</i>	<i>Assistant Secretary</i>
<i>Citizenship: U.S.A.</i>	<i>Citizenship: U.S.A.</i>	<i>Citizenship: U.S.A.</i>
Dennis J. Langwell	Laurance H.S. Yahia	
<i>Senior Vice President and</i>	<i>Vice President and Treasurer</i>	

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Chief Financial Officer

Citizenship: U.S.A.

Citizenship: U.S.A.

Page 8 of 10 Pages

Liberty Mutual Holding Company Inc.

Directors

Michael J. Babcock	Francis Albert Doyle, III	Stephen F. Page
<i>Private Investor</i>	<i>President and CEO</i>	<i>Vice Chairman and Chief Financial Officer</i>
c/o Liberty Mutual	c/o Connell Ltd. Partnership	c/o United Technologies Corporation
Insurance Company	One International Place	United Technologies Building
175 Berkeley Street	31 st Floor	1 Financial Plaza
Boston, Massachusetts 02117	Boston, MA 02110	Hartford, Connecticut 06101
<i>Citizenship: U.S.A.</i>	<i>Citizenship: U.S.A.</i>	<i>Citizenship: U.S.A.</i>
Gary C. Butler	John P. Hamill	Dr. Kenneth L. Rose
<i>President and</i>	<i>Chairman and</i>	<i>Vice Chairman and</i>
<i>Chief Operating Officer</i>	<i>Chief Executive Officer</i>	<i>Chief Executive Officer</i>
c/o Automatic Data	c/o Sovereign Bank	c/o Henkels & McCoy, Inc.
Processing, Inc.	New England	985 Jolly Road
One ADP Boulevard	75 State Street	Blue Bell, Pennsylvania 19422-0900
Roseland, New Jersey 07068-1728	Boston, Massachusetts 02109	<i>Citizenship: U.S.A.</i>
<i>Citizenship: U.S.A.</i>	<i>Citizenship: U.S.A.</i>	
Charles I. Clough, Jr.	Marian L. Heard	Ellen A. Rudnick
<i>Chairman and</i>	<i>President and</i>	<i>Executive Director and Clinical</i>
<i>Chief Executive Officer</i>	<i>Chief Executive Officer</i>	<i>Professor, Entrepreneurship Program</i>
c/o Clough Capital Partners, LP	c/o United Way	c/o University of Chicago
260 Franklin Street, Suite 1920	of Massachusetts Bay	Graduate School of Business
Boston, Massachusetts, 02110	245 Summer Street, Suite 1401	1101 East 58th Street
<i>Citizenship: U.S.A.</i>	Boston, Massachusetts 02210	Chicago, Illinois 60637
	<i>Citizenship: U.S.A.</i>	<i>Citizenship: U.S.A.</i>
Gary L. Countryman	Edmund F. Kelly	Glenn P. Strehle
<i>Chairman Emeritus</i>	<i>Chairman, President and</i>	<i>Treasurer Emeritus</i>

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c/o Liberty Mutual
Insurance Company
175 Berkeley Street
Boston, Massachusetts 02117
Citizenship: U.S.A.

Chief Executive Officer
c/o Liberty Mutual
Holding Company, Inc.
175 Berkeley Street
Boston, Massachusetts 02117
Citizenship: U.S.A.

c/o Massachusetts Institute of Technology
77 Massachusetts Avenue, Room 9-223
Cambridge, Massachusetts 02139-4307
Citizenship: U.S.A.

Paul J. Darling, II
*President and
Chief Executive Officer*

Thomas J. May
*Chairman, President and
Chief Executive Officer*

William C. Van Faasen
*Chairman, President and
Chief Executive Officer*

c/o Corey Steel Company
2800 South 61st Court
Cicero, Illinois 60804-3091
Citizenship: U.S.A.

c/o NSTAR
800 Boylston Street
Boston, Massachusetts 02199
Citizenship: U.S.A.

c/o Blue Cross and Blue Shield
of Massachusetts, Inc.
Landmark Center 401 Mark Drive
Boston, Massachusetts 02215-3326
Citizenship: U.S.A.

EXHIBIT A

Kellen Holdings, LLC
175 Berkeley Street
Boston, Massachusetts 02117

September 13, 2004

Petrohawk Energy Corporation
1100 Louisiana, Suite 4400
Houston, TX 77002
Attn: General Counsel

Hinkle Elkouri Law Firm LLC
2000 Epic Center, 301 North Main Street
Wichita, KS 67202-4820
Attn: David S. Elkouri

Re: Board Compensation

Dear Sirs:

This letter is to confirm that the compensation to be paid to Daniel A. Rioux for his services to the Board of Directors of Petrohawk Energy Corporation should be paid directly to Kellen Holdings, LLC. Such compensation should be in the form of stock or stock options to the fullest extent possible.

Kellen Holdings, LLC

/s/ Everardo Goyanes

By: Everardo Goyanes
Its: President and Chief Executive Officer

ACKNOWLEDGED AND AGREED:

/s/ Daniel A. Rioux

Daniel A. Rioux

Page 10 of 10 Pages