

PETROHAWK ENERGY CORP
Form 8-K
May 05, 2010

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): April 29, 2010

PETROHAWK ENERGY CORPORATION

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

001-33334
(Commission File Number)

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

1000 Louisiana, Suite 5600
Houston, Texas
(Address of principal executive offices)

77002
(Zip Code)

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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))

Item 2.02 Results of Operations and Financial Condition

On May 5, 2010, we issued a press release with respect to our first quarter 2010 operating and financial results. The press release is furnished as Exhibit 99.1 to this Current Report. The press release contains certain measures (discussed below) which may be deemed non-GAAP financial measures as defined in Item 10 of Regulation S-K of the Securities Exchange Act of 1934, as amended. In each case, the most directly comparable GAAP financial measure and information reconciling the GAAP and non-GAAP measures is also included in the press release.

Exhibit 99.1 shall not be deemed to be filed for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended, and will not be incorporated by reference into any registration statement filed under the Securities Act of 1933, as amended, unless specifically identified therein as being incorporated therein by reference.

From time to time management discloses cash flow from operations before changes in working capital (cash flow from operations) and cash flow from operations per diluted share (cash flow per share). These non-GAAP financial measures and reconciliations to the most comparable GAAP financial measures are included in Exhibit 99.1 to this Current Report, furnished to the Securities and Exchange Commission.

Cash flow from operations and related cash flow per share, as defined above, are widely accepted as financial indicators of an oil and gas company's ability to generate cash which is used to internally fund exploration and development activities, pay dividends and service debt. Cash flow from operations and cash flow per share, as defined above, are presented based on management's belief that these non-GAAP measures are useful information to investors when comparing our cash flows with the cash flows of other companies that use the Full Cost method of accounting for oil and gas producing activities or have different financing and capital structures or tax rates. Cash flow from operations and cash flow per share, as defined above, are not measures of financial performance under GAAP and should not be considered as an alternative to cash flows from operating activities, as defined by GAAP, or as a measure of liquidity, or as an alternative to net income.

Net income excluding selected items and earnings per share excluding selected items are presented based on management's belief that these non-GAAP measures enable a user of the financial information to understand the impact of these items on reported results. Additionally, this presentation provides a beneficial comparison to similarly adjusted prior periods. Net income excluding selected items and earnings per share excluding selected items are not measures of financial performance under GAAP and should not be considered as alternatives to net income and earnings per share, as defined by GAAP.

Item 8.01 Other Events

On April 29, 2010, our board of directors (the Board) considered and approved new committee assignments to our audit, compensation and nominating and corporate governance committees (the Committees).

James L. Irish III, James W. Christmas and Christopher A. Viggiano will continue to serve on the audit committee of the Board; Stephen P. Smiley was appointed as a new member of the audit committee and Tucker S. Bridwell and Robert C. Stone, Jr. moved from the audit committee to the compensation committee of the Board. Gary A. Merriman and Mr. Viggiano will continue to serve on the compensation committee and Thomas R. Fuller will no longer serve on the compensation committee. Mr. Smiley was appointed to the Board's nominating and corporate governance committee and Mr. Stone will no longer serve on the nominating and corporate governance committee. Messrs. Christmas, Fuller and Merriman will continue to serve on the nominating and corporate governance committee.

The current committee membership following the Board's approval of the new Committee assignments is summarized in the following table:

| Name of Director | Board of Directors | Audit Committee | Nominating and Corporate Governance Committee | Compensation Committee | Reserves Committee |
|----------------------|--------------------|-----------------|---|------------------------|--------------------|
| Floyd C. Wilson | Chairman | | | | |
| James W. Christmas | Vice Chairman | Member | Member | | |
| Tucker S. Bridwell | Member | | | Member | |
| Thomas R. Fuller | Member | | Chairman | | Member |
| James L. Irish III | Member | Chairman | | | |
| Gary A. Merriman | Member | | Member | Chairman | |
| Robert G. Raynolds | Member | | | | Member |
| Stephen P. Smiley | Member | Member | Member | | |
| Robert C. Stone, Jr. | Member | | | Member | Chairman |

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Christopher A. Viggiano

Member

Member

Member

Each of the Committees continue to consist solely of independent directors under the independence standards of our corporate governance guidelines of and in accordance with the listing standards of the New York Stock Exchange.

Item 9.01 Financial Statements and Exhibits.

(c) Exhibits

99.1 Press release issued by Petrohawk Energy Corporation dated May 5, 2010.

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/ C. Byron Charboneau
C. Byron Charboneau

Vice President, Chief Accounting Officer and
Controller

Date: May 5, 2010

EXHIBIT INDEX

99.1 Press release issued by Petrohawk Energy Corporation dated May 5, 2010.