

PETROHAWK ENERGY CORP

Form 424B3

June 28, 2005

Table of Contents

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Registration No. 333-124391**

MERGER PROPOSED YOUR VOTE IS VERY IMPORTANT

Petrohawk Energy Corporation (Petrohawk), its wholly owned subsidiary, Petrohawk Acquisition Corporation (Merger Sub), and Mission Resources Corporation (Mission), have entered into an agreement and plan of merger dated as of April 3, 2005, as amended (the merger agreement). Under the merger agreement, Petrohawk will acquire Mission through a merger of Merger Sub with and into Mission (the merger). Following the merger, Mission will be the surviving corporation and a wholly owned subsidiary of Petrohawk. Immediately thereafter, the surviving corporation will merge with and into Petrohawk. The merger agreement is attached as Annex A to this joint proxy statement/ prospectus and is incorporated into this joint proxy statement/ prospectus by reference. In the merger, Petrohawk will issue approximately 19.234 million shares of common stock and will pay approximately \$135.4 million in cash (based on the outstanding shares of Mission common stock on April 1, 2005, and in each case subject to upward adjustment, up to approximately 1.8 million shares of common stock and \$12.7 million in cash, in the event that any additional shares of Mission common stock are issued in accordance with the merger agreement pursuant to the exercise of Mission stock options or otherwise). You may elect to receive either cash or Petrohawk common stock with respect to each share of Mission common stock you hold, subject in each case to allocation procedures set forth in the merger agreement and described in this document. Regardless of whether you elect to receive cash, Petrohawk common stock, or a combination of cash and Petrohawk common stock, or make no election, the merger agreement contains provisions designed to cause the value of the per share consideration you receive to be substantially equivalent. The tables on pages 6 and 61 of this document set forth hypothetical examples of the merger consideration you may receive. The actual amount of cash or number of shares of Petrohawk common stock that you will receive for each share of Mission common stock you hold will not be known at the time of the Mission special meeting to vote upon the proposed merger. Those amounts will be determined after the effective time of the merger based on a formula set forth in the merger agreement and described in this document.

Your vote is important. We cannot complete the merger unless the Mission stockholders adopt the merger agreement and the Petrohawk stockholders approve the issuance of Petrohawk common stock at their respective stockholder meetings. The obligations of Petrohawk and Mission to complete the merger are also subject to the satisfaction or waiver of certain other conditions to the merger. The places, dates and times of the annual meeting of Petrohawk and the special meeting of Mission are as follows:

For Petrohawk stockholders:

11:00 a.m., CDT

Thursday, July 28, 2005

Four Seasons Hotel, 1300 Lamar St.

Houston, Texas 77010

For Mission stockholders:

10:00 a.m., CDT

Thursday, July 28, 2005

Four Seasons Hotel, 1300 Lamar St.

Houston, Texas 77010

This joint proxy statement/ prospectus gives you detailed information about the annual meeting of Petrohawk and the special meeting of Mission and the proposed merger. **We urge you to read this joint proxy statement/ prospectus carefully, including Risk Factors on page 19 for a discussion of the risks relating to the merger.** Whether or not you plan to attend your meeting, to ensure your shares are represented at the meeting, please vote as soon as possible by either completing and submitting the enclosed proxy card or voting using the telephone or Internet voting procedures described on your proxy card.

Each of our boards of directors recommends that you vote **FOR** the adoption of the merger agreement and approval of the merger and the other transactions contemplated by the merger agreement and the other matters contemplated to be voted upon at the annual meeting of Petrohawk and the special meeting of Mission.

Petrohawk common stock is quoted on the Nasdaq National Market under the symbol HAWK. Mission common stock is quoted on the Nasdaq National Market under the symbol MSSN.

Neither the SEC nor any state securities commission has approved or disapproved of the securities to be issued under this joint proxy statement/ prospectus or has passed upon the adequacy or accuracy of the disclosure in this joint proxy statement/ prospectus. Any representation to the contrary is a criminal offense.

This joint proxy statement/ prospectus is dated June 27, 2005 and is first being mailed to Petrohawk stockholders and Mission stockholders on or about June 28, 2005.

Table of Contents

PETROHAWK ENERGY CORPORATION
1100 Louisiana St., Suite 4400
Houston, Texas 77002
NOTICE OF ANNUAL MEETING OF STOCKHOLDERS
To Be Held On July 28, 2005

TO THE STOCKHOLDERS OF PETROHAWK ENERGY CORPORATION:

We will hold the annual meeting of stockholders of Petrohawk Energy Corporation (Petrohawk) at the Four Seasons Hotel, 1300 Lamar St., Houston, Texas 77010, on July 28, 2005, at 11:00 a.m., CDT, for the following purposes:

1. To elect two nominees to the board of directors to serve as Class I directors until their successors are duly elected or until their earlier death, resignation, or removal.
2. To consider and vote upon a proposal to approve the issuance of shares of common stock, par value \$0.001 per share, of Petrohawk pursuant to the Agreement and Plan of Merger, dated as of April 3, 2005, as amended, by and among Petrohawk, Petrohawk Acquisition Corporation and Mission Resources Corporation.
3. To consider and vote upon a proposal to amend Petrohawk s certificate of incorporation to increase the number of authorized shares of common stock from 75 million shares to 125 million shares.
4. To consider and vote upon a proposal to amend Petrohawk s Amended and Restated 2004 Employee Incentive Plan to increase the number of authorized shares of common stock under the plan from 2.75 million shares to 4.25 million shares.
5. To consider and vote upon a proposal to amend Petrohawk s Amended and Restated 2004 Non-Employee Director Incentive Plan to increase the number of authorized shares of common stock under the plan from 200,000 shares to 400,000 shares.
6. To ratify the selection of Deloitte & Touche LLP as Petrohawk s independent auditors for the year ending December 31, 2005.
7. To transact any other business as may properly be brought before the annual meeting or any adjournment or postponement of the annual meeting.

The Petrohawk board of directors has fixed the close of business on June 13, 2005 as the record date for determining those Petrohawk stockholders entitled to vote at the annual meeting and any adjournment or postponement thereof. Accordingly, only stockholders of record at the close of business on that date are entitled to notice of, and to vote at, the annual meeting. A complete list of the Petrohawk stockholders will be available for examination at the offices of Petrohawk in Houston, Texas during ordinary business hours for a period of 10 days prior to the annual meeting.

The board of directors of Petrohawk recommends that Petrohawk stockholders vote **FOR** each of the proposals to be voted on at the annual meeting.

To ensure your representation at the annual meeting, please complete and promptly mail your proxy card in the return envelope enclosed, or authorize the individuals named on your proxy card to vote your shares by calling the toll-free telephone number or by using the Internet as described in the instructions included with your proxy card or voting instruction card. This will not prevent you from voting in person, but will help to secure a quorum and avoid added solicitation costs. If your shares are held in **street name** by your broker or other nominee, only that holder can vote your shares and the vote cannot be cast unless you provide instructions to your broker. You should follow the directions provided by your broker regarding how to instruct your broker to vote your shares. Your proxy may be revoked at any time before it is voted. Please review the joint proxy statement/ prospectus accompanying this notice

for more complete information regarding the matters to be voted on at the meeting.

By Order of the Board of Directors
of Petrohawk Energy Corporation

Floyd C. Wilson
Chairman, President and Chief Executive Officer

Houston, Texas
June 27, 2005

Table of Contents

MISSION RESOURCES CORPORATION
1331 Lamar St., Suite 1455
Houston, Texas 77010-3039
NOTICE OF SPECIAL MEETING OF STOCKHOLDERS
To Be Held On July 28, 2005

TO THE STOCKHOLDERS OF MISSION RESOURCES CORPORATION:

We will hold a special meeting of stockholders of Mission Resources Corporation at the Four Seasons Hotel, 1300 Lamar St., Houston, Texas, on July 28, 2005, at 10:00 a.m., CDT, for the following purposes:

1. To consider and vote upon a proposal to adopt the Agreement and Plan of Merger dated as of April 3, 2005, as amended, by and among Petrohawk Energy Corporation, Petrohawk Acquisition Corporation and Mission Resources Corporation, and approve the merger of Petrohawk Acquisition Corporation with and into Mission Resources Corporation and the other transactions contemplated by the merger agreement; and

2. To transact any other business as may properly be brought before the special meeting or any adjournment or postponement of the special meeting.

The Mission board of directors has fixed the close of business on June 13, 2005 as the record date for determining those Mission stockholders entitled to vote at the special meeting and any adjournment or postponement thereof. Accordingly, only stockholders of record at the close of business on that date are entitled to notice of, and to vote at, the special meeting. A complete list of the Mission stockholders will be available for examination at the offices of Mission in Houston, Texas during ordinary business hours for a period of 10 days prior to the special meeting.

The board of directors of Mission recommends that Mission stockholders vote **FOR** the proposal to adopt the merger agreement and approve the merger and the other transactions contemplated by the merger agreement.

Under Delaware law, if the merger is completed, holders of Mission common stock who do not vote in favor of, or consent in writing to, the adoption of the merger agreement and approval of the merger and the other transactions contemplated by the merger agreement will have the right to seek appraisal of the fair value of their shares, but only if they submit a written demand for such an appraisal prior to the vote on the merger agreement and they comply with the other Delaware law procedures and requirements explained in the accompanying joint proxy statement/prospectus.

To ensure your representation at the special meeting, please complete and promptly mail your proxy card in the return envelope enclosed, or authorize the individuals named on your proxy card to vote your shares by calling the toll-free telephone number or by using the Internet as described in the instructions included with your proxy card or voting instruction card. This will not prevent you from voting in person, but will help to secure a quorum and avoid added solicitation costs. If your shares are held in **street name** by your broker or other nominee, only that holder can vote your shares and the vote cannot be cast unless you provide instructions to your broker. You should follow the directions provided by your broker regarding how to instruct your broker to vote your shares. Your proxy may be revoked at any time before it is voted. Please review the joint proxy statement/prospectus accompanying this notice for more complete information regarding the merger and the special meeting.

By Order of the Board of Directors
of Mission Resources Corporation

Robert L. Cavnar
Chairman, President and Chief Executive Officer

Houston, Texas
June 27, 2005

Table of Contents

ADDITIONAL INFORMATION

This joint proxy statement/ prospectus incorporates by reference important business and financial information about Petrohawk and Mission from documents that are not included in or delivered with this joint proxy statement/ prospectus. See *Where You Can Find More Information* on page 139. This information is available to you without charge upon your written or oral request. You can obtain documents incorporated by reference in this joint proxy statement/ prospectus by requesting them in writing or by telephone from Petrohawk or Mission at the following addresses:

Petrohawk Energy Corporation
1100 Louisiana St., Suite 4400
Houston, Texas 77002
(832) 204-2700
Attention: Investor Relations

Mission Resources Corporation
1331 Lamar St., Suite 1455
Houston, Texas 77010-3039
(713) 495-3000
Attention: Investor Relations

You also may obtain these documents at the Securities and Exchange Commission's website, *www.sec.gov*, and you may obtain certain of these documents at Petrohawk's website, *www.petrohawk.com*, by selecting *Investor Relations* and then selecting *SEC Filings*, and at Mission's website, *www.mrcorp.com*, by selecting *Investor Relations* and then selecting *SEC Filings*. Information contained on the Petrohawk and Mission websites is expressly not incorporated by reference into this joint proxy statement/ prospectus. **To receive timely delivery of the documents in advance of the Petrohawk annual meeting of stockholders or Mission special meeting of stockholders, your request should be received no later than July 18, 2005.**

Table of Contents**TABLE OF CONTENTS**

| | |
|---|----|
| <u>QUESTIONS AND ANSWERS ABOUT VOTING PROCEDURES FOR THE ANNUAL AND SPECIAL MEETINGS</u> | 1 |
| <u>SUMMARY</u> | 4 |
| <u>Information about Petrohawk and Mission</u> | 4 |
| <u>The Merger</u> | 4 |
| <u>The Meetings and Voting</u> | 8 |
| <u>Comparative Market Price and Dividend Information</u> | 10 |
| <u>Matters to Be Considered in Deciding How to Vote</u> | 10 |
| <u>PETROHAWK ENERGY CORPORATION SELECTED CONSOLIDATED HISTORICAL FINANCIAL DATA</u> | 15 |
| <u>MISSION RESOURCES CORPORATION SELECTED CONSOLIDATED HISTORICAL FINANCIAL DATA</u> | 16 |
| <u>SELECTED UNAUDITED PRO FORMA CONDENSED COMBINED FINANCIAL DATA</u> | 17 |
| <u>Pro Forma Balance Sheet Data</u> | 17 |
| <u>Pro Forma Statement of Operations Data</u> | 17 |
| <u>Comparative Per Share Data</u> | 18 |
| <u>Petrohawk Historical Per Share Data</u> | 18 |
| Mission Historical Per Share Data | 18 |
| Pro Forma Combined Company Per Share Data | 18 |
| <u>RISK FACTORS</u> | 19 |
| <u>FORWARD-LOOKING STATEMENTS</u> | 23 |
| <u>PETROHAWK ANNUAL MEETING</u> | 24 |
| <u>General</u> | 24 |
| <u>Record Date and Voting</u> | 24 |
| <u>Quorum; Vote Required</u> | 24 |
| <u>Revocability of Proxies</u> | 25 |
| <u>Voting Electronically or by Telephone</u> | 25 |
| <u>Solicitation of Proxies</u> | 26 |
| <u>MISSION SPECIAL MEETING</u> | 26 |
| <u>General</u> | 26 |
| <u>Record Date and Voting</u> | 26 |
| <u>Quorum; Vote Required</u> | 27 |
| <u>Revocability of Proxies</u> | 28 |
| <u>Voting Electronically or by Telephone</u> | 28 |
| <u>Solicitation of Proxies</u> | 28 |
| <u>INFORMATION ABOUT PETROHAWK</u> | 28 |
| <u>INFORMATION ABOUT MISSION</u> | 31 |
| <u>THE MERGER</u> | 33 |
| <u>Transaction Structure</u> | 33 |
| <u>Source of Funds for Cash Portion of Merger Consideration</u> | 34 |
| <u>Background of the Merger</u> | 34 |
| <u>Petrohawk's Reasons for the Merger; Recommendation of the Stock Issuance in the Merger by the Petrohawk Board of Directors</u> | 39 |
| <u>Mission's Reasons for the Merger; Recommendation of the Merger by the Mission Board of Directors</u> | 41 |
| <u>Opinion of Sanders Morris Harris Inc. to the Petrohawk Board of Directors</u> | 43 |
| <u>Petrie Parkman & Co., Inc.</u> | 51 |
| <u>Opinion of Merrill Lynch, Pierce, Fenner & Smith Incorporated to the Mission Board of Directors</u> | 51 |

(i)

Table of Contents

| | |
|---|-----|
| <u>Conversion of Shares; Exchange of Certificates; Elections as to Form of Consideration; Allocations</u> | 62 |
| <u>Treatment of Stock Options</u> | 66 |
| <u>Effective Time</u> | 66 |
| <u>Conditions to the Completion of the Merger</u> | 67 |
| <u>Representations and Warranties</u> | 68 |
| <u>Conduct of Business Pending the Merger</u> | 70 |
| <u>Reasonable Best Efforts to Obtain Required Stockholder Vote</u> | 73 |
| <u>No Solicitation of Alternative Transactions</u> | 74 |
| <u>Termination of the Merger Agreement</u> | 76 |
| <u>Material U.S. Federal Income Tax Consequences</u> | 78 |
| <u>Extension, Waiver and Amendment of the Merger Agreement</u> | 84 |
| <u>Employee Benefit Plans and Existing Agreements</u> | 85 |
| <u>Nasdaq National Market Listing of Petrohawk Common Stock; Delisting and Deregistration of Mission Common Stock</u> | 85 |
| <u>Expenses</u> | 86 |
| <u>Dividends</u> | 86 |
| <u>Appraisal Rights</u> | 86 |
| <u>Regulatory Filings and Approvals Required to Complete the Merger</u> | 86 |
| <u>Accounting Treatment</u> | 86 |
| <u>Financial Interests of Mission's Directors and Executive Officers in the Merger</u> | 86 |
| <u>Restrictions on Resales by Affiliates</u> | 88 |
| <u>UNAUDITED PRO FORMA CONDENSED COMBINED FINANCIAL INFORMATION</u> | 90 |
| <u>PRICE RANGE OF COMMON STOCK AND DIVIDENDS</u> | 96 |
| <u>COMPARISON OF RIGHTS OF HOLDERS OF PETROHAWK AND MISSION COMMON STOCK</u> | 97 |
| <u>DESCRIPTION OF PETROHAWK CAPITAL STOCK</u> | 101 |
| <u>PROPOSED AMENDMENT TO PETROHAWK'S CERTIFICATE OF INCORPORATION</u> | 104 |
| <u>ELECTION OF PETROHAWK DIRECTORS</u> | 105 |
| <u>Board of Directors; Independence and Corporate Governance</u> | 108 |
| <u>Board Meetings and Committees</u> | 108 |
| <u>Executive Committee</u> | 108 |
| <u>Audit Committee</u> | 109 |
| <u>Compensation Committee</u> | 109 |
| <u>Nominating Committee</u> | 110 |
| <u>Board of Directors; Corporate Governance Matters</u> | 110 |
| <u>Management</u> | 112 |
| <u>Compensation</u> | 114 |
| <u>Compensation of Directors</u> | 114 |
| <u>Summary Executive Compensation Table</u> | 115 |
| <u>Option Grants in 2004</u> | 115 |
| <u>Aggregated Option Exercises in 2004 and Year-End Values</u> | 116 |
| <u>Equity Compensation Plan Information</u> | 117 |
| <u>Employment Agreements, Termination of Employment and Change of Control Arrangements</u> | 117 |
| <u>Compensation Committee Interlocks and Insider Participation</u> | 117 |
| <u>Common Stock Performance Graph</u> | 118 |
| <u>Petrohawk Compensation Committee Report on Executive Compensation</u> | 118 |
| <u>Annual Compensation</u> | 119 |
| <u>Long-Term Compensation</u> | 119 |

| | |
|--|-----|
| <u>Compensation of Chief Executive Officer</u> | 120 |
| <u>Internal Revenue Code Section 162(m)</u> | 120 |

(ii)

Table of Contents

| | |
|--|-----|
| <u>Report of the Petrohawk Audit Committee</u> | 120 |
| <u>Accounting Fees</u> | 121 |
| <u>PROPOSED AMENDMENT TO PETROHAWK S 2004 EMPLOYEE INCENTIVE PLAN</u> | 122 |
| <u>PROPOSED AMENDMENT TO PETROHAWK S 2004 NON-EMPLOYEE DIRECTOR INCENTIVE PLAN</u> | 125 |
| <u>SUBMISSION OF STOCKHOLDER PROPOSALS FOR THE 2006 ANNUAL MEETING OF STOCKHOLDERS</u> | 127 |
| <u>PETROHAWK TRANSACTIONS WITH RELATED PERSONS</u> | 128 |
| <u>SECURITY OWNERSHIP OF PRINCIPAL STOCKHOLDERS</u> | 129 |
| <u>Petrohawk Energy Corporation</u> | 129 |
| <u>Mission Resources Corporation</u> | 132 |
| <u>The Combined Company</u> | 135 |
| <u>SECTION 16 BENEFICIAL OWNERSHIP REPORTING COMPLIANCE</u> | 138 |
| <u>RATIFICATION OF INDEPENDENT AUDITORS</u> | 138 |
| <u>LEGAL MATTERS</u> | 138 |
| <u>EXPERTS</u> | 138 |
| <u>WHERE YOU CAN FIND MORE INFORMATION</u> | 139 |
| <u>GLOSSARY OF OIL & GAS TERMS</u> | 142 |
| <u>Annex A Agreement and Plan of Merger, dated as of April 3, 2005, as amended, by and among Petrohawk Energy Corporation, Petrohawk Acquisition Corporation and Mission Resources Corporation</u> | A-1 |
| <u>Annex B Opinion of Sanders Morris Harris Inc.</u> | B-1 |
| <u>Annex C Opinion of Merrill Lynch, Pierce, Fenner & Smith Incorporated</u> | C-1 |
| <u>Annex D Section 262 of the Delaware General Corporation Law</u> | D-1 |

Table of Contents

**QUESTIONS AND ANSWERS ABOUT VOTING PROCEDURES
FOR THE ANNUAL AND SPECIAL MEETINGS**

Q: Why is my vote important?

A: Under the Delaware General Corporation Law (the DGCL), which governs Mission, the merger agreement must be adopted by the holders of a majority of the outstanding shares of Mission common stock entitled to vote. Accordingly, if a Mission stockholder fails to vote, or if a Mission stockholder abstains, that will have the same effect as a vote against adoption of the merger agreement and approval of the merger and the other transactions contemplated by the merger agreement.

Under the rules of the Nasdaq National Market, the issuance of Petrohawk common stock in the merger and the amendments to increase the shares available for issuance under Petrohawk's Amended and Restated 2004 Employee Incentive Plan (the 2004 Employee Incentive Plan) and Amended and Restated 2004 Non-Employee Director Incentive Plan (the 2004 Non-Employee Director Incentive Plan) require the affirmative vote of a majority of the shares of common stock voted at the Petrohawk annual meeting. Accordingly, assuming that a quorum is present, the failure of a Petrohawk stockholder to vote or a decision by a Petrohawk stockholder to abstain will have no effect in determining whether these proposals are approved. Approval of the issuance of Petrohawk common stock is a condition to the merger.

In addition, under the DGCL, which also governs Petrohawk, the proposed amendment to Petrohawk's certificate of incorporation must be approved by the holders of a majority of the outstanding shares of Petrohawk common stock and preferred stock entitled to vote. Accordingly, if a Petrohawk stockholder fails to vote, or if a Petrohawk stockholder abstains, that will have the same effect as a vote against approval of the amendment to the certificate of incorporation. The merger is not conditioned on the approval of this amendment.

Q: What do I need to do now?

A: After you have carefully read this joint proxy statement/ prospectus, please respond by completing, signing and dating your proxy card and returning it in the enclosed postage-paid envelope or, if available, by submitting your proxy or voting instruction by telephone or through the Internet as soon as possible so that your shares will be represented and voted at your special meeting.

Q: What do I do if I want to change my vote after I have delivered my proxy card?

A: You may change your vote at any time before your proxy is voted at your meeting. You can do this in any of the three following ways:

by sending a written notice to the Secretary of Petrohawk or Mission, as appropriate, in time to be received before your meeting stating that you would like to revoke your proxy;

by completing, signing and dating another proxy card and returning it by mail in time to be received before your annual or special meeting, as appropriate, or, if you submitted your proxy through the Internet or by telephone, you can change your vote by submitting a proxy card at a later date, in which case your later-submitted proxy will be recorded and your earlier proxy revoked; or

if you are a holder of record, by attending your annual or special meeting and voting in person.

If your shares are held in an account at a broker or other nominee, you should contact your broker or other nominee to change your vote.

Q: If I am a Mission stockholder, should I send in my stock certificates with my proxy card?

A: No. Please DO NOT send your Mission stock certificates with your proxy card. Rather, prior to the election deadline of 5:00 p.m., CDT, on July 27, 2005, you should send your Mission common stock certificates to the exchange agent, together with your completed, signed election form. If your shares are held in street name by your broker or other nominee you should follow your broker's or other nominee's instructions for making an election with respect to your shares.

Table of Contents

Q: What is the amount of cash and/or the number of shares of Petrohawk common stock that I will receive for my shares of Mission common stock?

A: The actual amount of cash or number of shares of Petrohawk common stock that you will receive for each share of Mission common stock you hold cannot be determined until after the effective time of the merger. Those amounts will be determined based on a formula set forth in the merger agreement and described in this document. There is a table on pages 6 and 61 that sets forth the per share cash consideration and the per share stock consideration that would be received by Mission stockholders based on a range of hypothetical values of Petrohawk common stock (the Average Petrohawk Common Stock Values). You may also obtain at any time the hypothetical Average Petrohawk Common Stock Value calculated based upon the actual closing prices of Petrohawk common stock by calling toll-free 1-866-729-6799, or by accessing Petrohawk's website at www.petrohawk.com/investor.html or Mission's website at www.mrcorp.com.

Q: If I am a Mission stockholder, when must I elect the type of merger consideration that I prefer to receive?

A: Holders of Mission common stock who wish to elect the type of merger consideration they prefer to receive in the merger should carefully review and follow the instructions set forth in the election form provided to Mission stockholders together with this joint proxy statement/ prospectus. These instructions require that a properly completed and signed election form be received by the exchange agent by the election deadline, which is 5:00 p.m., CDT, on July 27, 2005. If a Mission stockholder does not submit a properly completed and signed election form to the exchange agent by the election deadline, then such stockholder will have no control over the type of merger consideration such stockholder may receive, and, consequently, may receive only cash, only Petrohawk common stock, or a combination of cash and Petrohawk common stock in the merger.

Q: If I am a Mission stockholder, can I change my election after I submit my certificates?

A: You can revoke your election and submit new election materials prior to the election deadline. You may do so by submitting a written notice to the exchange agent that is received prior to the election deadline at the following address:

American Stock Transfer & Trust Company
59 Maiden Lane
Plaza Level
New York, New York 10038

The revocation must specify the account name and such other information as the exchange agent may request; revocations may not be made in part. New elections must be submitted in accordance with the election procedures described in this joint proxy statement/ prospectus. If you instructed a broker to submit an election for your shares, you must follow your broker's directions for changing those instructions.

Q: If my shares are held in street name by my broker or other nominee, will my broker or other nominee vote my shares for me?

A: If you are a Mission stockholder, your broker will NOT vote your shares held in street name unless you instruct your broker how to vote. The failure to vote will have the same effect as a vote AGAINST adoption of the merger agreement and approval of the merger and the other transactions contemplated by the merger agreement.

If you are a Petrohawk stockholder, your broker will NOT vote your shares held in street name on the issuance of Petrohawk common stock in the merger, the amendment of the certificate of incorporation to increase the number

of authorized shares of common stock, or the amendment of Petrohawk's incentive plans to increase the shares of common stock available thereunder unless you instruct your broker how to vote. Accordingly, the failure to vote will have the same effect as a vote AGAINST approval of these proposals. You should therefore provide your broker or other nominee with instructions as to how to vote your shares.

Table of Contents

Q: Do I have dissenters' rights?

A: Under the DGCL, if the merger is completed, holders of Mission common stock who do not vote in favor of, or consent in writing to, the adoption of the merger agreement and approval of the merger and the other transactions contemplated by the merger agreement will have the right to seek appraisal of the fair value of their shares, but only if they submit a written demand for such an appraisal prior to the vote on the merger agreement and they comply with the other Delaware law procedures and requirements explained in the accompanying joint proxy statement/ prospectus.

Q: Who can I call with questions about the annual or special meeting, the merger and the other matters to be voted upon?

A: If you have any questions about these matters or how to submit your proxy or voting instruction card, or if you need additional copies of this document or the enclosed proxy card or voting instruction card, you should contact:

if you are a Petrohawk stockholder:

Petrohawk Energy Corporation
1100 Louisiana St., Suite 4400
Houston, Texas 77002
(832) 204-2700
Attention: Investor Relations

if you are a Mission stockholder:

Mission Resources Corporation
1331 Lamar St., Suite 1455
Houston, Texas 77010-3039
(713) 495-3000
Attention: Investor Relations

Table of Contents

SUMMARY

This brief summary highlights selected information from this joint proxy statement/ prospectus. It does not contain all of the information that may be important to you. You should carefully read this entire document and the other documents to which this joint proxy statement/ prospectus refers you to fully understand the merger and the other matters discussed in this joint proxy statement/ prospectus. See **Where You Can Find More Information** on page 139. Each item in this summary refers to the page where that subject is discussed in more detail. We have defined certain oil and gas industry terms used in this document in the **Glossary of Oil and Gas Terms** beginning on page 142.

Information about Petrohawk and Mission (Pages 28 and 31)

Petrohawk Energy Corporation

1100 Louisiana St., Suite 4400
Houston, Texas 77002
(832) 204-2700

Petrohawk is a Delaware corporation. Petrohawk's common stock is quoted on the Nasdaq National Market under the symbol **HAWK**. Petrohawk is an independent oil and gas company engaged in the acquisition, development, production and exploration of natural gas and oil properties located in North America. Our properties are concentrated in the South Texas, Anadarko, Permian Basin, East Texas, Arkoma and Gulf Coast regions.

Mission Resources Corporation

1331 Lamar St., Suite 1455
Houston, Texas 77010-3039
(713) 495-3000

Mission is a Delaware corporation. Mission's common stock is quoted on the Nasdaq National Market under the symbol **MSSN**. Mission drills for, acquires, develops and produces natural gas and crude oil, primarily in the Permian Basin (in West Texas and Southeast New Mexico), along the Texas and Louisiana Gulf Coast and in both the state and federal waters of the Gulf of Mexico.

The Merger

Mission Will Merge With a Subsidiary of Petrohawk (Page 33)

We propose a merger of Merger Sub, a wholly owned subsidiary of Petrohawk, with and into Mission. Mission will survive the merger as a wholly owned subsidiary of Petrohawk. Immediately following the effective time of the merger, the surviving corporation will merge with and into Petrohawk. We have attached the merger agreement to this joint proxy statement/ prospectus as **Annex A**. Please read the merger agreement carefully. It is the legal document that governs the merger. **Subject to satisfaction of other conditions to the merger, we anticipate that the closing of the merger will occur within five days after the approval of the merger by the requisite vote of the Mission stockholders and the approval of the issuance of shares of Petrohawk common stock by the requisite vote of the Petrohawk stockholders.**

Mission Stockholders Will Receive Cash and/or Shares of Petrohawk Common Stock in the Merger Depending on Their Election and Any Adjustment (Pages 58 and 62)

The merger agreement provides that at the effective time of the merger, each outstanding share of Mission common stock will be converted into the right to receive a number of shares of Petrohawk common stock, an amount of cash, or a combination of Petrohawk common stock and cash, subject to the election and allocation procedures described in this document. The actual amount of cash or number of shares of Petrohawk common stock that you will receive for each share of Mission common stock you hold cannot be determined until the effective time of the merger. Those amounts will be determined based on a formula set forth in the merger agreement and described under the heading **The Merger Merger Consideration** beginning on page 58 of this document. The formula is designed to substantially equalize the value of the consideration to be received for each share of Mission common stock, at the time the

Table of Contents

calculation is made, regardless of whether you elect to receive cash, stock or a combination of cash and stock, or make no election. This equalization mechanism was deemed to be desirable because the value of the Petrohawk common stock will fluctuate. The value of the merger consideration to be received with respect to each share of Mission common stock will be equal to \$3.26 plus approximately \$0.4631 per \$1.00 of Average Petrohawk Common Stock Value.

The formula is also designed to fix the total number of shares of Petrohawk common stock and the amount of cash to be issued and paid, respectively, in the merger at approximately 19.234 million shares and approximately \$135.4 million in cash (in each case subject to upward adjustment up to approximately 1.8 million shares and \$12.7 million in cash, in the event that any shares of Mission common stock are issued in accordance with the merger agreement pursuant to the exercise of Mission stock options or otherwise). Because the amount of cash and the number of shares of Petrohawk common stock to be paid and issued, respectively, in the merger are fixed, the percentage of shares of Mission common stock that will be exchanged for Petrohawk common stock and the percentage that will be exchanged for cash will depend upon the Average Petrohawk Common Stock Value. The greater the Average Petrohawk Common Stock Value, the greater the percentage of shares of Mission common stock that will be exchanged for shares of Petrohawk common stock and the lesser the Average Petrohawk Common Stock Value, the greater the percentage of shares of Mission common stock that will be exchanged for cash.

For example, if the Average Petrohawk Common Stock Value is \$10.21, which was the closing price of Petrohawk common stock on June 24, 2005, the last practicable date prior to the distribution of this document, a Mission stockholder electing to receive stock would receive 0.7824 shares of Petrohawk common stock per share of Mission common stock having a value, based on such Average Petrohawk Common Stock Value, of \$7.9883 per share, and a Mission stockholder electing to receive cash would receive \$7.9880 in cash per share of Mission common stock, subject in each case to the allocation procedures described under the heading *The Merger Conversion of Shares; Exchange of Certificates; Elections as to Form of Consideration; Allocations* beginning on page 62 of this document. Based on that Average Petrohawk Common Stock Value and 41,535,088 shares of Mission common stock outstanding, 59.19% of the outstanding shares of Mission common stock would be exchanged for Petrohawk common stock and 40.81% of the outstanding shares of Mission common stock would be exchanged for cash.

Table of Contents

The following table sets forth, based on various hypothetical Average Petrohawk Common Stock Values, the per share cash consideration and the per share stock consideration, as well as the value of such stock consideration based on the hypothetical Average Petrohawk Common Stock Values. The table also shows the percentage of outstanding shares of Mission common stock that would be converted into Petrohawk common stock and cash based on such Average Petrohawk Common Stock Values. The table is based on the assumption that no Mission stock options have been exercised following the date of this joint proxy statement/ prospectus and prior to the closing of the merger, that no additional shares of Mission common stock are otherwise issued following the date of this joint proxy statement/ prospectus and that the number of exchangeable shares of Mission common stock is 41,535,088 (the number of shares Mission common stock outstanding on April 1, 2005). To the extent that the number of shares of Mission common stock outstanding increases in accordance with the merger agreement (whether as a result of the exercise of Mission stock options or otherwise), the number of exchangeable shares will increase and the aggregate transaction value will increase, but there will be no change in the per share stock consideration or per share cash consideration. Each additional exchangeable share of Mission common stock will increase the aggregate transaction value by 0.4631 shares of Petrohawk common stock and \$3.26 in cash.

| Average Petrohawk Common Stock Value | Transaction Value | Per Share Stock Consideration (Shares of Petrohawk Common Stock) | | | Percentage of Outstanding Shares of Mission Common Stock to Receive: | |
|---|----------------------|--|--|---------------------------------------|--|-----------------------|
| | | Petrohawk Common Stock) | Value of Per Share Stock Consideration | Per Share Cash Consideration | Stock Consideration | Cash Consideration |
| \$13.00 | 385,447,278 | 0.7138 | 9.2794 | 9.2800 | 64.87 | 35.13 |
| 12.75 | 380,638,761 | 0.7188 | 9.1647 | 9.1643 | 64.43 | 35.57 |
| 12.50 | 375,830,244 | 0.7239 | 9.0488 | 9.0485 | 63.97 | 36.03 |
| 12.25 | 371,021,727 | 0.7292 | 8.9327 | 8.9327 | 63.50 | 36.50 |
| 12.00 | 366,213,209 | 0.7347 | 8.8164 | 8.8170 | 63.03 | 36.97 |
| 11.75 | 361,404,692 | 0.7405 | 8.7009 | 8.7012 | 62.53 | 37.47 |
| 11.50 | 356,596,175 | 0.7466 | 8.5859 | 8.5854 | 62.03 | 37.97 |
| 11.25 | 351,787,658 | 0.7529 | 8.4701 | 8.4696 | 61.51 | 38.49 |
| 11.00 | 346,979,141 | 0.7594 | 8.3534 | 8.3539 | 60.98 | 39.02 |
| 10.75 | 342,170,624 | 0.7663 | 8.2377 | 8.2381 | 60.43 | 39.57 |
| 10.50 | 337,362,107 | 0.7736 | 8.1228 | 8.1223 | 59.86 | 40.14 |
| 10.25 | 332,553,590 | 0.7811 | 8.0063 | 8.0066 | 59.28 | 40.72 |
| 10.00 | 327,745,072 | 0.7891 | 7.8910 | 7.8908 | 58.69 | 41.31 |
| 9.75 | 322,936,555 | 0.7974 | 7.7747 | 7.7750 | 58.07 | 41.93 |
| 9.50 | 318,128,038 | 0.8062 | 7.6589 | 7.6593 | 57.44 | 42.56 |
| 9.25 | 313,319,521 | 0.8155 | 7.5434 | 7.5435 | 56.78 | 43.22 |
| 9.00 | 308,511,004 | 0.8253 | 7.4277 | 7.4277 | 56.11 | 43.89 |
| 8.75 | 303,702,487 | 0.8357 | 7.3124 | 7.3119 | 55.42 | 44.58 |
| 8.50 | 298,893,970 | 0.8466 | 7.1961 | 7.1962 | 54.70 | 45.30 |
| 8.25 | 294,085,452 | 0.8582 | 7.0802 | 7.0804 | 53.96 | 46.04 |
| 8.00 | 289,276,935 | 0.8706 | 6.9648 | | | |