

PETROHAWK ENERGY CORP  
Form SC TO-C  
July 15, 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.**

**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 K. 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  
Not Applicable\*

Amount of Filing Fee  
Not Applicable\*

\* A filing fee is not required in connection with this filing as it relates solely to preliminary communications made before the commencement of a tender offer.

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- 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:   | N/A |
| Form or Registration No.: | N/A |
| Filing Party:             | N/A |
| Date Filed:               | N/A |

- 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).
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This filing relates solely to preliminary communications made before the commencement of a planned offer (the Offer ) by North America Holdings II Inc. ( Purchaser ), a Delaware corporation and wholly owned subsidiary of BHP Billiton Petroleum (North America) Inc. ( Parent ), a Delaware corporation and wholly owned subsidiary of BHP Billiton Limited, a corporation organized under the laws of Victoria, Australia ( BHP Billiton Limited ), to purchase all of the shares of common stock, par value \$0.001, per share, of Petrohawk Energy Corporation (the Company ) that are issued and outstanding, to be commenced pursuant to the Agreement and Plan of Merger, dated July 14, 2011, by and among BHP Billiton Limited, Parent, Purchaser and the Company.

The Offer has not yet commenced, and this communication is neither an offer to purchase nor a solicitation of an offer to sell any shares of the common stock of the Company or any other securities. On the commencement date of the Offer, a tender offer statement on Schedule TO, including an offer to purchase, a letter of transmittal and related documents, will be filed with the United States Securities and Exchange Commission (the SEC ). The offer to purchase shares of the Company s common stock will only be made pursuant to the offer to purchase, the letter of transmittal and related documents filed with such Schedule TO. **INVESTORS AND SECURITY HOLDERS ARE URGED TO READ BOTH THE TENDER OFFER STATEMENT AND THE SOLICITATION/RECOMMENDATION STATEMENT REGARDING THE OFFER, AS THEY MAY BE AMENDED FROM TIME TO TIME, WHEN THEY BECOME AVAILABLE BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION.** The tender offer statement will be filed with the SEC by Purchaser, Parent and BHP Billiton Limited, and the solicitation/recommendation statement will be filed with the SEC by the Company. Investors and security holders may obtain a free copy of these statements (when available) and other documents filed with the SEC at the website maintained by the SEC at [www.sec.gov](http://www.sec.gov). or by directing such requests to MacKenzie Partners, Inc. at 212-929-5500 or toll-free at 800-322-2885.

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**EXHIBIT INDEX**

| Exhibit Number | Description                                    |
|----------------|--|
| 99.1           | Press Release                                  |
| 99.2           | Presentation                                   |
| 99.3           | Transcript of Investor Briefing Teleconference |
| 99.4           | Transcript of Media Briefing Teleconference    |
| 99.5           | Agreement and Plan of Merger                   |