

HKN, Inc.
Form 8-K
April 30, 2012

**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 25, 2012**

HKN, INC.

(Exact Name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation)

1-10262
(Commission File Number)

95-2841597
(IRS Employer Identification No.)

180 State Street, Suite 200
Southlake, Texas
(Address of Principal Executive Offices)

76092
(Zip Code)

Registrant's telephone number, including area code: **(817) 424-2424**

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Former Name or Former Address, if Changed Since Last Report: **Not applicable**

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:

- 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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ITEM 3.03 Material Modification to Rights of Securities Holders

On April 25, 2012, the Company amended its existing Rights Agreement to accelerate the final expiration date of the rights issued thereunder (Rights) from April 6, 2018 to May 30, 2012. The effect of this amendment is that our outstanding Rights will expire on May 30, 2012, and the shareholder s rights plan pursuant to which Rights have been issued will be of no further force or effect.

ITEM 9.01 Financial Statements and Exhibits

(d) Exhibits

4.1 Amendment to Rights Agreement, dated April 25, 2012

99.1 Press Release dated April 30, 2012

SIGNATURES

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.

HKN, INC.

Date: April 30, 2012

By: /s/ Sarah B. Gasch
Sarah B. Gasch
Executive Vice President and Chief Financial Officer