

HKN, Inc.
Form 8-A12B/A
April 30, 2012

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-A

Amendment No. 2

File No. 1-10262

For Registration of Certain Classes of Securities

**Pursuant to Section 12(b) of (g) of the
Securities Exchange Act of 1934**

HKN, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State of
incorporation)

95-2841597
(IRS Employer
Identification Number)

180 State Street, Suite 200

Southlake, Texas 76092

(Address of principal executive offices)

Securities to be registered pursuant to Section 12(b) of the Exchange Act:

Rights to Purchase Preferred Stock

If this Form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c), check the following box. x

If this Form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), check the following box. o

Securities Act registration statement file number to which this Form relates: Not applicable

Securities to be registered pursuant to Section 12(g) of the Exchange Act:

None

(Title of Class)

Item 1. Description of Registrant's Securities to be Registered.

On April 25, 2012, the Company executed an amendment to the Company's Rights Agreement to accelerate the Final Expiration Date (as defined in the Rights Agreement) of the rights issued thereunder (and registered hereunder) from April 6, 2018 to May 30, 2012.

Item 2. Exhibits

1. Amendment to Rights Agreement

SIGNATURE

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the registrant has duly caused this amendment to registration statement 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