

HALLADOR PETROLEUM CO

Form SC 13G

January 09, 2008

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549  
SCHEDULE 13G  
INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT  
TO 240.13D-1(B), (C) and (D) and AMENDMENTS THERETO FILED  
PURSUANT TO 240.13D-2  
(Amendment No. )\*

**HALLADOR PETROLEUM COMPANY**

(Name of Issuer)

Common Stock, par value \$.01

(Title of Class of Securities)

406092205

(CUSIP Number)

October 5, 2007

(Date of Event Which

Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed.

Rule 13d-1(b)

Rule 13d-1 (c)

Rule 13d-1(d)

\*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 ( Act ) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 406092205

**1** NAMES OF REPORTING PERSONS  
YORKTOWN ENERGY PARTNERS VII, L.P.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

**2**  
(a)   
(b)

**3** SEC USE ONLY

**4** CITIZENSHIP OR PLACE OF ORGANIZATION  
Delaware

**5** SOLE VOTING POWER  
NUMBER OF 2,419,355

**6** SHARED VOTING POWER  
SHARES BENEFICIALLY OWNED BY 0

**7** SOLE DISPOSITIVE POWER  
EACH REPORTING PERSON 2,419,355

**8** SHARED DISPOSITIVE POWER  
WITH: 0

**9** AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
2,419,355(1)

**10** CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

o

**11** PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

14.79%(2)

**12** TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

PN

(1) Yorktown VII Company LP is the sole general partner of Yorktown Energy Partners VII, L.P. Yorktown VII Associates LLC is the sole general partner of Yorktown VII Company LP. As a result, Yorktown VII Associates LLC may be deemed to have the power to vote or direct the vote or to dispose or direct the disposition of the shares owned by Yorktown Energy Partners VII, L.P. Yorktown VII Company LP and Yorktown VII Associates LLC disclaim beneficial ownership of the securities owned by Yorktown Energy Partners VII, L.P. in excess of their pecuniary interests therein.

(2) Based on 16,362,528 shares of common stock issued and outstanding as of November 14, 2007 as disclosed by Hallador Petroleum Company in its Form 10-QSB filed with the Securities and Exchange Commission on November 14, 2007 and 2,419,355 shares of common stock issued to Yorktown on October 5, 2007.

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CUSIP No. 406092205

**1** NAMES OF REPORTING PERSONS  
YORKTOWN VII ASSOCIATES LLC

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

**2**  
(a)   
(b)

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**Item 1.**

(a) Name of issuer: Hallador Petroleum Company

(b) Address of issuer's principal executive offices: 1660 Lincoln Street, Suite 2700, Denver, Colorado 80264

**Item 2.**

(a) Name of person(s) filing:

Yorktown Energy Partners VII, L.P., a Delaware limited partnership ( Yorktown ), Yorktown VII Company LP, a Delaware limited partnership (the General Partner ) and Yorktown VII Associates LLC, a Delaware limited liability company (the LLC ).

(b) Address of principal office: 410 Park Avenue, 19th Floor, New York, NY 10022

(c) Citizenship: USA

(d) Title of class of Securities: Common Stock, \$0.01 Par Value

(e) CUSIP Number: 406092205

**Item 3.** If this statement is filed pursuant to 240.13d(b) or 240.13d-2(b) or (c), check whether the person filing is a:

(a)  Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o).

(b)  Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c).

(c)  Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c).

(d)  Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8).

(e)  An investment adviser in accordance with 240.13d-1(b)(1)(ii)(E);

(f)  An employee benefit plan or endowment fund in accordance with 240.13d-1(b)(1)(ii)(F);

(g)  A parent holding company or control person in accordance with 240.13d-1(b)(1)(ii)(G);

(h)  A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);

(i)  A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);

(j)  Group, in accordance with 240.13d-1(b)(1)(ii)(J).

If this statement is filed pursuant to 240.13d-1(c), check this box. X

**Item 4. Ownership**

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

(a) Amount beneficially owned: 2,419,355

(b) Percent of class: 14.79%

(c) Number of shares as to which each person has:

As of October 5, 2007, Yorktown owned 2,419,355 shares of common stock, representing 14.79% of Hallador Petroleum Company's (Hallador) outstanding shares of common stock (based on 16,362,528 shares of common stock issued and outstanding as of November 14, 2007 as disclosed by Hallador in its Form 10-QSB filed with the Securities and Exchange Commission on November 14, 2007 and 2,419,355 shares of common stock issued to Yorktown on October 5, 2007). Yorktown's ultimate general partner, the LLC, has the sole voting power and sole disposition power with respect to the shares of common stock owned by Yorktown.

**Item 5. Ownership of Five Percent or Less of a Class**

Not applicable

**Item 6. Ownership of More than Five Percent on Behalf of Another Person**

Not applicable

**Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company**

Not applicable

**Item 8. Identification and Classification of Members of the Group**

Not applicable

**Item 9. Notice of Dissolution of Group**

Not applicable

**Item 10. Certification**

By signing below the undersigned certify that, to the best of the knowledge and belief of the undersigned, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

**SIGNATURE**

After reasonable inquiry and to the best of my knowledge and belief, the undersigned certify that the information set forth in this statement is true, complete and correct.

Dated: December 20, 2007

YORKTOWN ENERGY PARTNERS VII, L.P.

By: Yorktown VII Company LP,  
Its General Partner

By: Yorktown VII Associates LLC,  
Its General Partner

By: /s/ W. Howard Keenan, Jr.

Name: W. Howard Keenan, Jr.

Title: Managing Member

YORKTOWN VII COMPANY LP

By: Yorktown VII Associates LLC,  
Its General Partner

By: /s/ W. Howard Keenan, Jr.

Name: W. Howard Keenan, Jr.

Title: Managing Member

YORKTOWN VII ASSOCIATES LLC

By: /s/ W. Howard Keenan, Jr.

Name: W. Howard Keenan, Jr.

Title: Managing Member

**INDEX TO EXHIBITS**

Exhibit

1. Joint Filing Agreement dated December 20, 2007