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HALLADOR PETROLEUM CO  
Form 8-K  
December 27, 2005

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) December 23, 2005  
(December 27, 2005)

HALLADOR PETROLEUM COMPANY  
(Exact Name of Registrant as specified in Charter)

|   |                             |                                      |
|---|-----------------------------|--------------------------------------|
| Colorado  | 0-14731                     | 84-1014610                           |
| (State or other jurisdiction<br>of incorporation) | (Commission<br>file number) | (IRS Employer<br>Identification No.) |

|   |            |
|---|------------|
| 1660 Lincoln Street, Suite 2700, Denver, Colorado | 80264      |
| (Address of Principal Executive Offices)          | (Zip Code) |

Registrant's telephone number, including area code: 303-839-5504

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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 (see General Instruction A.2):

- 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))

Item 3.02 Unregistered Sales of Equity Securities

On December 20, 2005, we sold to Yorktown Energy Partners VI,

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L.P., an institutional investor, for cash 1,893,169 shares of our common stock, par value \$0.01, at \$2.20 per share (\$4,165,000). The shares were sold in a private placement transaction made in reliance upon exemptions from registration pursuant to Section 4(2) of the Securities Act of 1933, as amended. The proceeds of this stock sale will be used to purchase a 32% interest in a private Michigan oil and gas exploration company from Yorktown Energy Partners II, L.P. Yorktown Energy Partners II, L.P. owns about 32% of Hallador Petroleum Company common stock. Bryan Lawrence, is a principal in both Yorktown Energy Partners, II L.P. and Yorktown Energy Partners VI, L.P. and is a director of Hallador Petroleum Company.

### Item 9.01 - Financial Statements and Exhibits

(a) Not applicable

(b) Not applicable

(c) Exhibits - The following exhibit is filed herewith:

- 10.1 Subscription Agreement - by and between Hallador Petroleum Company and Yorktown Energy Partners VI, L.P. dated December 20, 2005.

### 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.

HALLADOR PETROLEUM COMPANY  
(Registrant)

Dated: December 27, 2005      By: /s/Victor P. Stabio  
Chief Executive Officer and President