

Edgar Filing: HOUSTON EXPLORATION CO - Form SC 13D/A

HOUSTON EXPLORATION CO
Form SC 13D/A
June 02, 2006

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

SCHEDULE 13D
Under the Securities Exchange Act of 1934
(Amendment No. 6)*

THE HOUSTON EXPLORATION COMPANY

(Name of Issuer)

Common Stock, \$0.01 Par Value

(Title of Class of Securities)

442120101

(CUSIP Number)

Marc Weingarten, Esq.
Schulte Roth & Zabel LLP
919 Third Avenue
New York, New York 10022
(212) 756-2000

(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)

June 1, 2006

(Date of Event which Requires
Filing of This Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box. []

NOTE: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7 for other parties to whom copies are to be sent.

(Continued on following pages)

(Page 1 of 5 Pages)

* 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 disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed

Edgar Filing: HOUSTON EXPLORATION CO - Form SC 13D/A

14 TYPE OF REPORTING PERSON*

IA

* SEE INSTRUCTIONS BEFORE FILLING OUT!

CUSIP NO. 442120101

SCHEDULE 13D

PAGE 3 OF 4 PAGES

The Schedule 13D filed on February 21, 2006 by Jana Partners LLC, a Delaware limited liability company (the "Reporting Person"), relating to the shares ("Shares") of common stock, \$0.01 par value, of The Houston Exploration Company (the "Issuer"), as previously amended by Amendment No. 1 to the Schedule 13D filed on April 17, 2006, Amendment No. 2 to the Schedule 13D filed on April 24, 2006, Amendment No. 3 to the Schedule 13D filed on April 28, 2006, Amendment No. 4 to the Schedule 13D filed on May 3, 2006, and Amendment No. 5 to the Schedule 13D filed on May 16, 2006, is hereby further amended as set forth below by this Amendment No. 6 to the Schedule 13D.

Item 3. Source and Amount of Funds or Other Consideration.

Item 3 of the Schedule 13D is hereby amended and restated as follows:

As of the date of this filing, the Reporting Person may be deemed the beneficial owner of 2,867,800 Shares. The aggregate purchase price of the Shares owned beneficially by the Reporting Person is approximately \$ 165,391,059.21. Such Shares were acquired with investment funds in accounts under management.

Item 4. Purpose of Transaction.

Item 4 of the Schedule 13D is hereby amended by the addition of the following:

On June 1, 2006, the Reporting Person sent a demand (the "Demand") under Delaware law for certain books and records of the Issuer. In the Demand, the Reporting Person cites the Board's possible breach of their fiduciary duties and waste of corporate assets, pointing to the Board's failure to maximize shareholder value and to inform themselves, and the excessive level of executive compensation and benefits. A copy of the press release and the Demand are attached hereto as Exhibits G and H, respectively, and are incorporated herein by reference.

Item 5. Interest in Securities of the Company.

Paragraphs (a), (b) and (c) of Item 5 of the Schedule 13D are hereby amended and restated as follows:

(a) The aggregate percentage of Shares reported to be beneficially owned by the Reporting Person is based upon 29,092,280 Shares outstanding, which is the total number of Shares outstanding as of May 9, 2006 as reported in the Issuer's quarterly report for the quarter ended March 31, 2006.

As of the close of business on June 2, 2006, the Reporting Person may be deemed to beneficially own 2,876,800 Shares constituting approximately 9.9% of the Shares outstanding.

(b) The Reporting Person has sole voting and dispositive powers over the 2,876,800 Shares reported herein, which powers are exercised by the Principals.

Edgar Filing: HOUSTON EXPLORATION CO - Form SC 13D/A

(c) The following transactions in the Shares were effected by the Reporting Person since the most recent filing of Schedule 13D. All of the transactions in the Shares were effected in open market purchases on the NYSE through various brokerage entities.

| Date of Transaction | Shares Purchased (Sold) | Price Per Share (\$) |
|---------------------|-------------------------|----------------------|
| 5/26/2006 | 20,000 | \$51.79 |
| 5/26/2006 | 24,700 | \$51.98 |
| 5/26/2006 | 35,100 | \$51.75 |
| 5/30/2006 | 25,000 | \$52.39 |
| 5/30/2006 | 25,000 | \$51.91 |
| 5/30/2006 | 32,000 | \$52.15 |
| 5/31/2006 | 47,300 | \$52.08 |
| 5/31/2006 | 50,000 | \$52.02 |

Item 7. MATERIAL TO BE FILED AS EXHIBITS

Item 7 of the Schedule 13D is hereby amended by the addition of the following:

7. Exhibit G - Press release, dated June 2, 2006.

8. Exhibit H - Demand for Right to Inspect Books and Records, dated June 1, 2006.

CUSIP NO. 442120101

SCHEDULE 13D

PAGE 4 OF 4 PAGES

SIGNATURES

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

Dated: June 2, 2006

JANA PARTNERS LLC

By: /s/ Barry Rosenstein

Name: Barry Rosenstein
Title: Managing Partner

By: /s/ Gary Claar

Name: Gary Claar
Title: Managing Director