

**PROSPECTUS SUPPLEMENT NO. 2**  
**(to prospectus dated March 24, 2021)**

**Up to 21,694,762 Shares of Common Stock Issuable Upon Settlement of the Contingent Value Rights**  
**Up to 9,500,174 Shares of Common Stock Issuable Upon Exercise of the Warrants**

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**Up to 114,966,676 Shares of Common Stock by the Selling Securityholders**  
**Up to 8,089,509 Warrants by the Selling Securityholders**  
**Up to 8,341,875 Contingent Value Rights by the Selling Securityholders**



This prospectus supplement is being filed to update and supplement information contained in the prospectus dated March 24, 2021, as amended and supplemented from time to time, covering the offer and resale of our common stock, warrants and contingent value rights by the selling securityholders identified in the prospectus, or their permitted transferees, with information contained in our Current Report on Form 8-K, filed with the Securities and Exchange Commission on June 1, 2021.

This prospectus supplement updates and supplements the information in the prospectus and is not complete without, and may not be delivered or utilized except in combination with, the prospectus, including any amendments or supplements thereto. This prospectus supplement should be read in conjunction with the prospectus and if there is any inconsistency between the information in the prospectus and this prospectus supplement, you should rely on the information in this prospectus supplement.

*Investing in our common stock involves risks. Please see "Risk Factors" beginning on page 12 of the prospectus.*

**Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or passed upon the adequacy or accuracy of this prospectus. Any representation to the contrary is a criminal offense.**

The date of this prospectus supplement is June 2, 2021.

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

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**FORM 8-K**

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**CURRENT REPORT**

**PURSUANT TO SECTION 13 OR 15(D)  
OF THE SECURITIES EXCHANGE ACT OF 1934**

**Date of report (Date of earliest event reported): June 1, 2021**

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**HighPeak Energy, Inc.**

(Exact name of registrant as specified in its charter)

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**Delaware**  
(State or other jurisdiction  
of incorporation)

**333-235313**  
(Commission File Number)

**84-3533602**  
(IRS Employer  
Identification No.)

**421 W. 3rd St., Suite 1000**  
**Fort Worth, Texas 76102**  
(address of principal executive offices) (zip code)

**(817) 850-9200**  
(Registrant's telephone number, including area code)

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Check the appropriate box below if the Form 8-K is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communication 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-commencements communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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

<b>Title of Each Class</b>	<b>Trading Symbol(s)</b>	<b>Name of Each Exchange on Which Registered</b>
Common Stock	HPK	The Nasdaq Stock Market LLC
Warrant	HPKEW	The Nasdaq Stock Market LLC

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

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**Item 5.07 Submission of Matters to a Vote of Security Holders.**

The 2021 Annual Meeting of Stockholders of HighPeak Energy, Inc. (the “Company”) was held on June 1, 2021, (the “Annual Meeting”). At the Annual Meeting, the stockholders of the Company (i) elected two Class A director nominees to the Board to serve for a term of three years expiring at the Company’s annual meeting of stockholders to be held in 2024 and until his or her successor is elected and qualified or until the earlier of death, resignation of removal and (ii) ratified the appointment of Weaver and Tidwell, LLP as the Company’s independent registered public accounting firm for the fiscal year ending December 31, 2021. The voting results for each proposal were as follows:

1. To elect the two Class A director nominees to the Board of Directors:

	<b>For</b>	<b>Against</b>	<b>Abstain</b>	<b>Broker Non-Votes</b>
Jay M. Chernosky	83,004,532	0	50,410	2,141,950
Sharon F. Fulgham	83,004,531	0	50,411	2,141,950

2. To ratify the appointment of Weaver and Tidwell, LLP as the Company’s independent registered public accounting firm for the fiscal year ending December 31, 2021:

	<b>For</b>	<b>Against</b>	<b>Abstain</b>
	85,079,851	2,008	115,033

**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.

**HIGHPEAK ENERGY, INC.**

Date: June 1, 2021

By: /s/ Steven W. Tholen  
Name: Steven W. Tholen  
Title: Chief Financial Officer