

PICCONE JAMES M
Form 4
September 29, 2010

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
Natural Gas Partners VII, L.P.

(Last) (First) (Middle)

125 E. JOHN CARPENTER
FWY, SUITE 600

(Street)

IRVING, TX 75062

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Resolute Energy Corp [REN]

3. Date of Earliest Transaction
(Month/Day/Year)
09/27/2010

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___X___ 10% Owner
___ Officer (give title below) ___ Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
___ Form filed by One Reporting Person
X Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 09/27/2010 | | J(1)(2) | | 15,039 | A | (1) (2) |
| | | | | | 7,966,024 | D | (3) (4) (5) |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Following Transaction (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Natural Gas Partners VII, L.P. 125 E. JOHN CARPENTER FWY SUITE 600 IRVING, TX 75062 | | X | | |
| PICCONE JAMES M 125 E. JOHN CARPENTER FWY., SUITE 600 IRVING, TX 75062 | | X | | |

Signatures

| | |
|--|------------|
| Natural Gas Partners VII, L.P., by GFW Energy VII, L.P., General Partner, by /s/ Kenneth A. Hersh, authorized member | 09/28/2010 |
| __Signature of Reporting Person | Date |
| Resolute Holdings, LLC, by /s/ James M. Piccone, President | 09/28/2010 |
| __Signature of Reporting Person | Date |

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
 - ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- At the time of the acquisition pursuant to that certain Purchase and IPO Reorganization Agreement dated September 9, 2009, as amended (the "Acquisition"), among Resolute Energy Corporation (the "Issuer"), Hicks Acquisition Company I, Inc., Resolute Holdings, LLC ("Holdings") and others and registered in the Issuer's Form S-4 Registration Statement (333-161076), 200,000 shares of Common Stock
- (1) of the issuer that would have constituted the merger consideration for Holdings were awarded to certain employees of the issuer, 100,000 of which vested on award and were distributed in 2009. The remaining 100,000 shares were held in escrow by Holdings and would vest if the employee was still employed by the issuer on September 25, 2010. If the employee was not employed at such date, the forfeited shares of Common Stock would become the property of Holdings as merger consideration. [cont FN2}
- [cont from FN1] At September 27, 2010, the remaining shares were distributed from the escrow, and 15,039 shares of Common Stock
- (2) were forfeited and became the property of Holdings. Holdings' right to receive the additional shares became fixed and irrevocable (if so forfeited by employees) on September 25, 2009, the closing date of the Acquisition (the "Closing Date").

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- 6,276,166 shares of Common Stock are owned directly by Natural Gas Partners VII, L.P. ("NGP VII"). 289,719 shares of Common Stock are owned directly by NGP-VII Income Co-Investment Opportunities, L.P. ("Co-Invest"). Holdings owns 1,385,100 shares of Common
- (3) Stock, 1,385,000 of which are subject to forfeiture unless at any time prior to five years from the Closing Date, either (a) the closing sale price of Common Stock exceeds \$15.00 per share for 20 trading days in any 30 day trading period beginning 90 days after the Closing Date, or (b) a change in control event occurs in which Common Stock is valued at greater than \$15.00 per share.

- G.F.W. Energy VII, L.P. ("GFW Energy") is the sole general partner of NGP VII, and GFW VII, L.L.C. ("GFW LLC") is the sole general partner of GFW Energy. NGP VII owns 100% of NGP Income Management, L.L.C., which is the sole general partner of Co-Invest. GFW
- (4) LLC may be deemed to beneficially own any securities held by NGP VII. The reporting person, who is an Authorized Member of GFW, LLC, may be deemed an indirect beneficial owner of the securities currently owned by NGP VII and Co-Invest. NGP VII owns a majority of the outstanding membership interests of Holdings and, therefore, the reporting person may be deemed to the indirect beneficial owner of the Common Stock owned by Holdings. This report is filed in connection with the Form 4 filed today by Kenneth A. Hersh.

- The reporting person disclaims beneficial ownership of the reported securities except to the extent of its pecuniary interest therein, and
- (5) this report shall not be deemed an admission that the reporting person is the beneficial owner of the reported securities for purposes of Section 16 or for any other purpose.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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