

Resolute Energy Corp
 Form 4/A
 October 01, 2010

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

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)
 09/29/2010

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) (6)
					7,966,024		(1) (2)
						D	(3) (4) (5) (7)

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474
 (9-02)

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

Edgar Filing: Resolute Energy Corp - Form 4/A

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. 6)
--	--	--------------------------------------	--	--------------------------------	---	--	---	--	---

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		
RESOLUTE HOLDINGS LLC 1675 BROADWAY SUITE 1950 DENVER, CO 80202		X		

Signatures

Natural Gas Partners VII, L.P., by G.F.W. Energy VII, L.P., General Partner, by /s/ Kenneth A. Hersh, authorized member	10/01/2010
__Signature of Reporting Person	Date
Resolute Holdings, LLC, by /s/ James M. Piccone, President	10/01/2010
__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 form 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 on September 25, 2009, the closing date of the Acquisition (the "Closing Date").

Edgar Filing: Resolute Energy Corp - Form 4/A

- 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 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.
- (4) GFW LLC may be deemed to beneficially own any securities held by NGP VII. Kenneth A. Hersh, 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 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 Kennethh A. Hersh.

- The reporting persons disclaim beneficial ownership of the reported securities except to the extent of their pecuniary interest therein, and
- (5) this report shall not be deemed an admission that the reporting persons are the beneficial owners of the reported securities for purposes of Section 16 or for any other purpose.

- (6) This amendment is being filed to correct footnote references in Table I, Column 4. The reference to footnote (3) is deleted and replaced by reference to footnotes (1) and (2).

- (7) This amendment is being filed to correct Footnote (4) to replace the phrase "The Reporting Person" (in the second sentence) with the name "Kenneth A. Hersh".

Remarks:

This amendment is also being filed to correct the name and address of one of the reporting persons. The name and address of James M. Piccone has been deleted and replaced by the name and address of the omitted reporting person, Resolute Holdings, LLC.

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

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.