

Resolute Energy Corp
Form 4
March 10, 2017

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 *
STEFANOUDAKIS MICHAEL

(Last) (First) (Middle)

1700 LINCOLN STREET, SUITE 2800

(Street)

DENVER, CO 80203

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
03/08/2017

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

See Remarks

6. Individual or Joint/Group Filing(Check Applicable Line)

X Form filed by One Reporting Person
___ 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	03/08/2017		M	4,496 (1) A 11	79,996 (3)	D (4)	
Common Stock	03/08/2017		F	4,406 (2) D \$ 38.22	75,590 (3)	D (4)	

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

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SEC 1474 (9-02)

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

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)
Performance Share Rights	(5)	03/08/2017		M	4,496	(5) 03/08/2017	Common Stock 4,496

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

STEFANOUDAKIS MICHAEL
1700 LINCOLN STREET, SUITE 2800
DENVER, CO 80203

See Remarks

Signatures

/s/ Michael N. Stefanoudakis 03/10/2017

**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).
- (1) Represents Outperformance shares received on satisfaction of criteria under Performance Share Rights granted in February 2014. The closing price of the Issuer's common stock on March 8, 2017, the date such shares were earned, was \$38.22.
- (2) Represents shares surrendered to Issuer to cover tax withholding obligations of the Reporting Person pursuant to Issuer's 2009 Performance Incentive Plan upon the earning of 4,496 Outperformance shares, the vesting of 2,320 shares that vested pursuant to Time-vesting criteria and 6,960 shares of restricted stock that vested pursuant to Performance-vesting criteria.
- (3) Includes 32,127 shares of restricted stock subject to Time- and Performance- vesting criteria, which vest in annual installments in accordance with such criteria through March 8, 2020.
- (4) Includes 11,000 shares held by the Reporting Person in an IRA account.
- (5) Each Performance Share Right represents a right to receive up to the target number of shares of the Issuer's common stock (Outperformance Shares). Outperformance Shares are issued only upon achievement of specified thresholds of cumulative TSR compared to the cumulative TSR of a certain peer group of companies. Potential earning dates for such shares occurred in three annual installments commencing March 8, 2015 through March 8, 2017.
- (6)

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Outperformance shares that were not earned as of the last vesting date are no longer eligible to be earned by the Reporting Person after such date.

Remarks:

Exec. VP, General Counsel & Secretary

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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