

Resolute Energy Corp
Form 4
June 30, 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 *
HH-HACI, L.P.

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

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)

(Last) (First) (Middle)
100 CRESCENT COURT, SUITE 1200
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
06/29/2010

____ Director
____ Officer (give title below)
__X__ 10% Owner
____ Other (specify below)

DALLAS, TX 75201

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

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

(City) (State) (Zip)

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) |
|---|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) | Price | | |
| | | | | Code | V | Amount | |
| Common Stock, par value \$0.0001 per share ⁽³⁾ | 06/29/2010 | | J ⁽³⁾ | 82,067 <u>(1)</u> <u>(3)</u> | D | \$ 0 <u>(1)</u> <u>(3)</u> | 145,820 <u>(1)</u> D <u>(2)</u> |
| Common Stock, par value \$0.0001 per share (Earnout) | 06/29/2010 | | J ⁽⁴⁾ | 33,273 <u>(1)</u> <u>(4)</u> | D | \$ 0 <u>(1)</u> <u>(4)</u> | 59,119 <u>(1)</u> D <u>(2)</u> |

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Shares) ⁽⁴⁾

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)

| 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 or Value of Derivative Security (Instr. 5) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|---|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Founder's Warrants (right to buy) ⁽⁵⁾ | \$ 13 | 06/29/2010 | | J ⁽⁵⁾ | \$ 0 <u>(1)</u> <u>(5)</u> | <u>(5)</u> | <u>(5)</u> | Common Stock, par value \$0.0001 per share | 164,135 ⁽⁵⁾ |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| HH-HACI, L.P. 100 CRESCENT COURT, SUITE 1200 DALLAS, TX 75201 | | X | | |
| HH-HACI GP, LLC 100 CRESCENT COURT, SUITE 1200 DALLAS, TX 75201 | | X | | |

Signatures

/s/ Thomas O. Hicks, sole member of HH-HACI GP, LLC, general partner of HH-HACI, L.P. 06/30/2010

**Signature of Reporting Person Date

/s/ Thomas O. Hicks, sole member of HH-HACI GP, LLC 06/30/2010

**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).

The filing of this Form 4 shall not be construed as an admission that HH-HACI GP, LLC ("HH LLC"), the general partner of HH-HACI, L.P. ("HH LP"), is or was for the purposes of Section 16(a) of the Securities Exchange Act of 1934, as amended, the beneficial owner of

(1) any of the shares of common stock, par value \$0.0001 per share (the "Common Stock") or warrants of Resolute Energy Corporation (the "Issuer"), owned by HH LP. Pursuant to Rule 16a-1, HH LLC disclaims beneficial ownership except to the extent of its pecuniary interests.

(2) HH LLC controls the voting and disposition of securities held by HH LP, of which HH LLC is the general partner. HH LLC has a pecuniary interest in securities held by HH LP because HH LLC holds a general partnership interest in HH LP.

(3) HH LP distributed 82,067 shares of common stock, par value 0.0001 per share ("Common Stock") of Resolute Energy Corporation (the "Issuer") to certain of HH LP's limited partners, including Thomas O. Hicks, Jr. and Robert M. Swartz.

HH LP distributed 33,273 Earnout Shares to certain of HH LP's limited partners, including Thomas O. Hicks, Jr. and Robert M. Swartz.

(4) Earnout Shares are Common Stock subject to forfeiture, unless at any time prior to five years from the closing of the acquisition (the "Acquisition") according to the Purchase and IPO Reorganization Agreement, dated as of August 2, 2009, as amended (filed with the Issuer's Form S-4/A on September 14, 2009), either (a) the closing sale price of Common Stock exceeds \$15.00 per share for 20 trading days in any 30 trading day period beginning 90 days after the closing of the Acquisition or (b) a change in control event occurs in which Common Stock is valued at greater than \$15.00 per share.

HH LP distributed 164,135 Founder's Warrants to certain of HH LP's limited partners, including Thomas O. Hicks, Jr. and Robert M.

(5) Swartz. Each Founder's Warrant entitles the holder to purchase one share of Common Stock at a price of \$13.00/share, subject to adjustment, commencing any time after the last sale price of Common Stock exceeds \$13.75 for any 20 days within any 30 day trading period beginning 90 days after the closing of the Acquisition and shall end 5 years from the closing of the Acquisition. However, Founder's Warrants will be exercisable only if a registration statement relating to the Common Stock issuable upon exercise of the warrants is effective and current.

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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