

Resolute Energy Corp  
Form 4  
July 01, 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 GP, LLC

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 \_\_\_X\_\_\_ 10% Owner  
\_\_\_ Officer (give title below) \_\_\_ Other (specify below)

DALLAS, TX 75201

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
\_X\_ Form filed by One Reporting Person  
\_\_\_ 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 <sup>(3)</sup>	06/29/2010		J <sup>(3)</sup>	16,900 <u>(1)</u> <u>(3)</u>	D	\$ 0 <u>(1)</u> <u>(3)</u>	162,688 <sup>(1)</sup> D <sup>(2)</sup>
Common Stock, par value \$0.0001 per share (Earnout)	06/29/2010		J <sup>(4)</sup>	6,853 <u>(1)</u> <u>(4)</u>	D	\$ 0 <u>(1)</u> <u>(4)</u>	65,957 <sup>(1)</sup> D <sup>(2)</sup>

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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 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) <u>(5)</u>	\$ 13	06/29/2010		J <u>(5)</u>	\$ 0 (1) <u>(5)</u>	<u>(5)</u> <u>(5)</u>	Common Stock, par value \$0.0001 per share	33,803 <u>(5)</u>

### Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
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	07/01/2010
<u>  </u> **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)

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The filing of this Form 4 shall not be construed as an admission that HH-HACI GP, LLC ("HH LLC"), the general partner of certain partnerships formed for employees of affiliates of HH LLC (the "Employee Partnerships"), is or was for the purposes of Section 16(a) of the Securities Exchange Act of 1934, as amended, the beneficial owner of 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 the Employee Partnerships. Pursuant to Rule 16a-1, HH LLC disclaims beneficial ownership except to the extent of its pecuniary interests.

HH LLC controls the voting and disposition of securities held by the Employee Partnerships, of which HH LLC is the general partner.

- (2) HH LLC holds a general partnership interest in such Employee Partnerships and has a de minimis pecuniary interest in securities held by one of such Employee Partnerships represented by one share of Common Stock on a look through basis.

The Employee Partnerships distributed 16,900 shares of common stock, par value 0.0001 per share ("Common Stock") of Resolute

- (3) Energy Corporation (the "Issuer") to certain of the Employee Partnerships' limited partners in a distribution that resulted in no change in pecuniary interest for HH LLC. The distributions by the Employee Partnerships are in addition to the distributions that were also made by HH-HACI, L.P. reported on a separate Form 4 filed with the Securities and Exchange Commission (the "SEC") on June 30, 2010.

The Employee Partnerships distributed 6,853 Earnout Shares to certain of the Employee Partnerships' limited partners in a distribution that resulted in no change in pecuniary interest for HH LLC. The distributions by the Employee Partnerships are in addition to the distributions that were also made by HH-HACI, L.P. reported on a separate Form 4 filed with the SEC on June 30, 2010. Earnout Shares

- (4) 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.

The Employee Partnerships distributed 33,803 Founder's Warrants to certain of the Employee Partnerships' limited partners in a distribution that resulted in no change in pecuniary interest for HH LLC. The distributions by the Employee Partnerships are in addition to the distributions that were also made by HH-HACI, L.P. reported on a separate Form 4 filed with the SEC on June 30, 2010. Each

- (5) 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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