

Resolute Energy Corp
Form 4
January 18, 2011

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)
01/13/2011

____ Director
____ Officer (give title below)
 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
____ 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)			
			Code	V	Amount (A) or (D) Price					
Common Stock, par value \$0.0001 per share ⁽³⁾	01/13/2011		J ⁽³⁾		16,867 <u>(1)</u> <u>(3)</u>	D	\$ 0 <u>(1)</u> <u>(3)</u> <u>(3)</u>	0 <u>(1)</u> <u>(3)</u>	I	See Footnote <u>(2)</u>
Common Stock, par value \$0.0001 per share ⁽³⁾							460 <u>(1)</u> <u>(3)</u>	D <u>(2)</u>		
	01/13/2011		J ⁽⁴⁾⁽⁵⁾			D	0 <u>(1)</u> <u>(4)</u> <u>(5)</u>	I		

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Common Stock, par value \$0.0001 per share (Earnout Shares) ⁽⁴⁾ ₍₅₎	6,838 <u>(1)</u> <u>(4)</u> <u>(5)</u>	\$ 0 <u>(1)</u> <u>(4)</u> <u>(5)</u>	See Footnote <u>(2)</u>
Common Stock, par value \$0.0001 per share (Earnout Shares) ⁽⁴⁾ ₍₅₎		186 <u>(1)</u> <u>(4)</u> <u>(5)</u>	D <u>(2)</u>

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

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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)	8. Price of Derivative Security (Instr. 5)	
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V	(A)	(D)
Founder's Warrants (right to buy) ⁽⁶⁾ ₍₇₎	\$ 13	01/13/2011		J ⁽⁶⁾ ₍₇₎	\$ 0 <u>(1)</u> <u>(6)</u> <u>(7)</u>	<u>(6)</u> ₍₇₎ <u>(6)</u> ₍₇₎	Common Stock, par value \$0.0001 per share	33,735	<u>(6)</u> ₍₇₎
Founder's Warrants (right to buy) ⁽⁶⁾ ₍₇₎	\$ 13					<u>(6)</u> ₍₇₎ <u>(6)</u> ₍₇₎	Common Stock, par value \$0.0001 per share	921	

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
 01/18/2011
 **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 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.
- Prior to the distributions described in Footnotes 3, 4, 5, 6, and 7, HH LLC controlled the voting and disposition of securities held by the Employee Partnerships, of which HH LLC is the general partner, since HH LLC held a general partnership interest in such Employee Partnerships and had 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. After the distributions described in Footnotes 3, 4, 5, 6, and 7, HH LLC remains the general partner of the Employee Partnerships, which no longer hold any securities.
- The Employee Partnerships distributed 16,867 shares of common stock, par value 0.0001 per share ("Common Stock") of Resolute Energy Corporation (the "Issuer") to their limited partners on a pro rata basis. One of the Employee Partnerships also distributed 1 share of Common Stock directly to HH LLC on a pro rata basis. These distributions are in addition to the distributions that were also made by
- (1) HH-HACI, L.P. reported on a separate Form 4 filed with the Securities and Exchange Commission (the "SEC") on the same day this Form 4 is filed. As a result of such pro rata, in-kind distributions, when coupled with previous pro rata, in-kind distributions, HH LLC directly holds 460 shares of Common Stock. No change in pecuniary interest for HH LLC resulted from any in-kind distributions to HH LLC.
 - (2) The Employee Partnerships distributed 6,838 Earnout Shares (defined in Footnote 5) to their limited partners on a pro rata basis. These distributions 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 the same day this Form 4 is filed. As a result of such pro rata, in-kind distributions, when coupled with previous pro rata, in-kind distributions, HH LLC directly holds 186 Earnout Shares. No change in pecuniary interest for HH LLC resulted from any in-kind distributions to HH LLC.
 - (3) 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.
 - (4) The Employee Partnerships distributed 33,735 Founder's Warrants (defined in Footnote 7) to their limited partners on a pro rata basis. One of the Employee Partnerships also distributed 1 Founder's Warrant directly to HH LLC on a pro rata basis. These distributions are in addition to the distributions also made by HH-HACI, L.P. reported on a separate Form 4 filed with the SEC on the same day this Form 4 is filed. As a result of such pro rata, in-kind distributions, when coupled with previous pro rata, in-kind distributions, HH LLC directly holds 921 Founder's Warrants. No change in pecuniary interest for HH LLC resulted from any in-kind distributions to HH LLC.
 - (5) Each Founder's Warrant entitles the holder to purchase one share of Common Stock at a price of \$13.00/share, subject to adjustment, at any time until September 25, 2014. 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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