

Resolute Energy Corp  
 Form 4/A  
 October 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 \*  
 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)
					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.

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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

- 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.

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