

Hicks Acquisition CO I Inc.
 Form 4
 October 02, 2007

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.

(Last) (First) (Middle)

100 CRESCENT COURT, SUITE
 1200

(Street)

DALLAS, TX 75201

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
 Hicks Acquisition CO I Inc. [TOH]

3. Date of Earliest Transaction
 (Month/Day/Year)
 09/28/2007

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

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) | Amount | | |
| | | | | Code | V | | |
| | | | | | Price | | |

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)

| 1. Title of Derivative Security | 2. Conversion or Exercise | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any | 4. Transaction Code | 5. Number of Derivative Securities | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) |
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|------------------------------------|--|---|
| | | | | | | | |

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| (Instr. 3) | Price of Derivative Security | (Month/Day/Year) | (Instr. 8) | Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
|----------------------------|------------------------------------|------------------|------------|--|------|---|-----------|-----|---------------------|--------------------|---|----------------------------------|
| Sponsor Warrants (4) | \$ 7.5 | 09/28/2007 | | | P | | 7,000,000 | | (4) | (4) | Common Stock, \$0.0001 per share | 7,000,000 |

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 | | |
| HICKS THOMAS O 100 CRESCENT COURT, SUITE 1200 DALLAS, TX 75201 | X | X | | |

Signatures

| | |
|---|------------|
| /s/ Thomas O. Hicks, sole member of HH-HACI GP, LLC, general partner of HH-HACI, L.P. | 10/02/2007 |
| _____ **Signature of Reporting Person | Date |
| /s/ Thomas O. Hicks, sole member of HH-HACI GP, LLC | 10/02/2007 |
| _____ **Signature of Reporting Person | Date |
| /s/ Thomas O. Hicks | 10/02/2007 |
| _____ **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 either Thomas O. Hicks (the "Principal"), the sole member of HH-HACI GP, LLC ("HH LLC"), or HH LLC, the general partner of HH-HACI, L.P. ("HH LP," together with the Principal and HH LLC, the "Reporting Persons"), 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") of Hicks Acquisition Company I, Inc. ("Issuer"), owned by HH LP.
- (1) Pursuant to Rule 16a-1, each of the Principal and HH LLC disclaims beneficial ownership except to the extent of their respective pecuniary interests.
- (2) HH LLC controls the voting and disposition of securities held by HH LP, of which HH LLC is the general partner. The Principal reports the securities held indirectly by HH LLC because, as the sole member of HH LLC at the time of purchase, the Principal controlled the

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disposition and voting of the securities.

HH LP owns 7,000,000 sponsor warrants ("Sponsor Warrants"). Sponsor Warrants are identical to the warrants currently being offered by the Issuer, except for those differences set forth in the Issuer's Form S-1 filed with the Commission on June 14, 2007, as may be amended

- (4) from time to time. In addition, the Sponsor Warrants generally are not transferable, assignable or salable until 180 days after the completion of the Issuer's initial business combination and shall expire worthless if the Issuer does not complete an initial business combination within 24 months from the date of the Issuer's initial public offering.

In addition, as reported on the Reporting Persons' Form 3, HH LP owns founder's units, each consisting of one share of Common Stock and one warrant, which may be exchanged for Common Stock on a one-for-one basis in accordance with its terms. The Reporting

- (5) Persons, through HH LP, currently hold 13,524,000 founder's units. On their Form 3, the Reporting Persons, reported holdings of 11,270,000 founder's units; however, HH LP subsequently received an additional 2,254,000 founder's units on September 27, 2007 as a result of a stock dividend.

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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