Resolute Energy Corp Form 4 February 09, 2017

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

2. Issuer Name and Ticker or Trading

OMB Number:

3235-0287

0.5

January 31, Expires: 2005

OMB APPROVAL

Estimated average

burden hours per response...

5. Relationship of Reporting Person(s) to

if no longer subject to Section 16. Form 4 or Form 5

Check this box

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

GAZULIS THEODORE			. Issuer Name and mbol esolute Energy		C	Issuer			
(Last) 1700 LINCO 2800	(First) (I	Date of Earliest Tr onth/Day/Year) /07/2017			(Check all applicable) Director 10% OwnerX_ Officer (give title Other (specify below) Executive VP, CFO				
	(Street)		If Amendment, Da			6. Individual or J Applicable Line) _X_ Form filed by	oint/Group Filir	ng(Check erson	
DENVER, (City)		(Zip)				Person			
1.Title of Security (Instr. 3)	2. Transaction Dat (Month/Day/Year)	e 2A. Deemed	3. ate, if Transaction Code	4. Securities on(A) or Dispos (D) (Instr. 3, 4 an	Acquired sed of	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)		7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Common Stock	02/07/2017		Code V A	Amount (I 34,422 (1) A	D) Price \$ 0	156,958 (2)	D (3)		
Common Stock						16,600	I	See footnote (4)	
Reminder: Rep	oort on a separate line	for each class of	of securities benefi	•	•	ndirectly.	ction of S	EC 1474	

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(9-02)

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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. Transactic Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A or Disposed (D) (Instr. 3, 4, and 5)	Expiration (Month/Dax)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amoun Underlying Securiti (Instr. 3 and 4)	
				Code V	(A) (Date Exercisabl	Expiration le Date	Title	Amou or Numb of Sha	

Α

Reporting Owners

Reporting Owner Name / Address Relationships

02/07/2017

Director 10% Owner Officer Other

GAZULIS THEODORE 1700 LINCOLN STREET, SUITE 2800 DENVER, CO 80203

<u>(5)</u>

Executive VP, CFO

17,211

Common

Stock

03/08/2018 03/08/2020

Signatures

Performance

Share Rights

/s/ Theodore
Gazulis

**Signature of Date

**Signature of Reporting Person

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).

This restricted stock was granted pursuant to the Issuer's 2009 Performance Incentive Plan. The Reporting Person's interests in the Restricted Stock will vest pursuant to the vesting schedule set forth in the Equity Incentive Grant Agreement dated February 7, 2017.

- (1) Pursuant to the Agreement, 17,211 total shares will vest by the passage of time ("Time Vested Shares") and 17,211 shares will vest upon achievement of specified thresholds of cumulative total shareholder return (TSR) compared to certain peers ("Performance Vested Shares") in three annual installments commencing March 8, 2018 through March 8, 2020.
- (2) Includes 50,663 shares of restricted stock subject to Time- and Performance- Vesting criteria, which vest in annual installments in accordance with such criteria through March 8, 2020.
- (3) Includes 95,513 shares held by the Reporting Person in a revocable trust and 8,782 shares held in a custodial account.
- (4) Consists of 15,600 shares held in the George D. Gazulis Revocable Trust and 1,000 shares held in an IRA FBO George Gazulis, Theodore Gazulis, beneficiary.
- Each Performance Share Right represents a right to receive the target number of shares of the Issuer's common stock. The Performance (5) Share Rights vest upon achievement of specified thresholds of cumulative TSR compared to certain peers. Vesting will occur in three annual installments commencing March 8, 2018 through March 8, 2020.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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