

White William Kemper
Form 4
March 05, 2019

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 *
White William Kemper

(Last) (First) (Middle)

1700 LINCOLN STREET, SUITE 2800

(Street)

DENVER, CO 80203

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Cimarex Resolute LLC [REN]

3. Date of Earliest Transaction (Month/Day/Year)
03/01/2019

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 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) Code V Amount (D) Price | | | |
| Common Stock | 03/01/2019 | | D | 19,428 D 11 0 | | D | |

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)

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| 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) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|----------------------------|
| | | | | | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| | | | | | | Code | V | (A) | (D) |
| Stock Appreciation Rights | \$ 2.65 | 03/01/2019 | | D | 20,833 | <u>(2)</u> | <u>(3)</u> | Common Stock | 20,833 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| White William Kemper 1700 LINCOLN STREET SUITE 2800 DENVER, CO 80203 | X | | | |

Signatures

/s/ William K.
White
03/05/2019
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).

Pursuant to the Agreement and Plan of Merger (the "Merger Agreement"), dated as of November 18, 2018, by and among Resolute, Cimarex Energy Co. ("Cimarex") and two direct wholly owned subsidiaries of Cimarex, at the effective time of the merger (the "Effective Time"), each share of Resolute's common stock, par value \$0.0001 per share, held by the Reporting Person converted into, at such

(1) Reporting Person's election, (i) an amount in cash equal to \$14.00, without interest, and 0.2366 shares of common stock of Cimarex, par value \$0.01 per share; (ii) an amount of cash equal to \$35.00, without interest; or (iii) 0.3943 shares of Cimarex common stock, subject to proration as provided in the Merger Agreement.

Pursuant to the Merger Agreement, immediately prior to the Effective Time, each outstanding Resolute stock appreciation right (SAR) became fully vested (to the extent not already vested) and automatically cancelled and converted into the right to receive an amount in cash equal to (i) the total number of shares of Resolute common stock subject to such Resolute SAR immediately prior to the effective time multiplied by (ii) the excess of (A) \$35.00 minus (B) \$2.65 (less any required withholdings).

(3) Each Resolute SAR will terminate and may no longer be exercised upon the earlier to occur of (i) discontinuance of the Reporting Person's services, or (ii) upon expiration of the SAR agreement on February 17, 2026.

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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