

Resolute Energy Corp
Form 4
May 16, 2013

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.

2. Issuer Name and Ticker or Trading Symbol
Resolute Energy Corp [REN]

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)

(Last) (First) (Middle)
5221 N. O'CONNOR BLVD.,
SUITE 1100

3. Date of Earliest Transaction
(Month/Day/Year)
05/14/2013

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

(Street)
IRVING, TX 75039

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

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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	05/14/2013		S	5,197,571 D	\$ 8 1,078,595 <u>(1)</u>	D <u>(2) (5)</u>	
Common Stock	05/14/2013		S	239,929 D	\$ 8 49,790 <u>(3)</u>	I	See Footnotes <u>(2) (3) (5)</u>
Common Stock					1,400,139 <u>(4)</u>	I	See Footnotes <u>(2) (4) (5)</u>

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

Persons who respond to the collection of information contained in this form are not

SEC 1474 (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. 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)	9. Number of Derivative Securities Owned Following Transaction (Instr. 6)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Natural Gas Partners VII, L.P. 5221 N. O'CONNOR BLVD., SUITE 1100 IRVING, TX 75039		X		
HERSH KENNETH A 5221 N. O'CONNOR BLVD., SUITE 1100 IRVING, TX 75039		X		

Signatures

Natural Gas Partners VII, L.P., by G.F.W. Energy VII, L.P., its general partner, by GFW VII, L.L.C., its general partner, by /s/ Kenneth A. Hersh, authorized member 05/16/2013
__Signature of Reporting Person Date

Kenneth A. Hersh 05/16/2013
__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).
- (1) These securities are held directly by Natural Gas Partners VII, L.P. ("NGP VII").
- (2) 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 NGP-VII Income Co-Investment Opportunities, L.P. ("Co-Invest"). GFW LLC may be deemed to beneficially own any securities held by NGP VII. Kenneth A. Hersh ("Hersh"), who is an authorized member of GFW, LLC, may be deemed an indirect beneficial owner of the securities

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currently owned by NGP VII and Co-Invest.

- (3) These securities are held directly by Co-Invest.

These securities are held directly by Resolute Holdings, LLC ("Holdings"). NGP VII owns a majority of the outstanding membership

- (4) interests of Holdings and, therefore, Hersh, GFW LLC and NGP VII may be deemed indirect beneficial owners of the securities currently owned by Holdings.

Each reporting person disclaims beneficial ownership of the reported securities except to the extent of its pecuniary interest therein, and

- (5) this report shall not be deemed an admission that such reporting person is the beneficial owner of the reported securities for purposes of Section 16 or for any other purpose.

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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