

Resolute Energy Corp
Form 4
July 24, 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)
07/22/2013

____ Director
____ Officer (give title below)
__X__ 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
__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 Indirect Beneficial Ownership (Instr. 4)		
			Code	V	Amount	(A) or (D)	Price		
Common Stock	07/22/2013		J ⁽¹⁾		1,400,139 ⁽³⁾	D	\$ 0 0 ⁽³⁾	I	See Footnotes (2) (3) (6)
Common Stock	07/22/2013		J ⁽¹⁾		889,483 ⁽⁴⁾	A	\$ 0 1,968,078 ⁽⁴⁾	D ⁽⁴⁾ (6)	
Common Stock	07/22/2013		J ⁽¹⁾		41,060 ⁽⁵⁾	A	\$ 0 90,850 ⁽⁵⁾	I	See Footnotes (2) (5) (6)

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

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GFW, LLC, may be deemed an indirect beneficial owner of the securities currently owned by NGP VII and Co-Invest.

- (3) These securities are held directly by Holdings. NGP VII owns a majority of the outstanding membership interests of Holdings and, therefore, Hersh, GFW LLC and NGP VII may be deemed indirect beneficial owners of the securities currently owned by Holdings.
- (4) These securities are held directly by NGP VII.
- (5) These securities are held directly by Co-Invest.

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

- (6) 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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