

Resolute Energy Corp
Form 4
July 01, 2010

FORM 4

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

OMB APPROVAL

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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 GP, LLC

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
100 CRESCENT COURT, SUITE 1200

3. Date of Earliest Transaction (Month/Day/Year)
06/29/2010

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

(Street)
DALLAS, TX 75201

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

(City) (State) (Zip)

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)
			Code	V	Amount	(A) or (D)	Price
Common Stock, par value \$0.0001 per share ⁽³⁾	06/29/2010		J ⁽³⁾		16,900 <u>(1)</u> <u>(3)</u>	D	\$ 0 <u>(1)</u> <u>(3)</u>
Common Stock, par value \$0.0001 per share (Earnout)	06/29/2010		J ⁽⁴⁾		6,853 <u>(1)</u> <u>(4)</u>	D	\$ 0 <u>(1)</u> <u>(4)</u>

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The filing of this Form 4 shall not be construed as an admission that HH-HACI GP, LLC ("HH LLC"), the general partner of certain partnerships formed for employees of affiliates of HH LLC (the "Employee Partnerships"), 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") or warrants of Resolute Energy Corporation (the "Issuer"), owned by the Employee Partnerships. Pursuant to Rule 16a-1, HH LLC disclaims beneficial ownership except to the extent of its pecuniary interests.

HH LLC controls the voting and disposition of securities held by the Employee Partnerships, of which HH LLC is the general partner.

- (2) HH LLC holds a general partnership interest in such Employee Partnerships and has a de minimis pecuniary interest in securities held by one of such Employee Partnerships represented by one share of Common Stock on a look through basis.

The Employee Partnerships distributed 16,900 shares of common stock, par value 0.0001 per share ("Common Stock") of Resolute

- (3) Energy Corporation (the "Issuer") to certain of the Employee Partnerships' limited partners in a distribution that resulted in no change in pecuniary interest for HH LLC. The distributions by the Employee Partnerships are in addition to the distributions that were also made by HH-HACI, L.P. reported on a separate Form 4 filed with the Securities and Exchange Commission (the "SEC") on June 30, 2010.

The Employee Partnerships distributed 6,853 Earnout Shares to certain of the Employee Partnerships' limited partners in a distribution that resulted in no change in pecuniary interest for HH LLC. The distributions by the Employee Partnerships are in addition to the distributions that were also made by HH-HACI, L.P. reported on a separate Form 4 filed with the SEC on June 30, 2010. Earnout Shares

- (4) are Common Stock subject to forfeiture, unless at any time prior to five years from the closing of the acquisition (the "Acquisition") according to the Purchase and IPO Reorganization Agreement, dated as of August 2, 2009, as amended (filed with the Issuer's Form S-4/A on September 14, 2009), either (a) the closing sale price of Common Stock exceeds \$15.00 per share for 20 trading days in any 30 trading day period beginning 90 days after the closing of the Acquisition or (b) a change in control event occurs in which Common Stock is valued at greater than \$15.00 per share.

The Employee Partnerships distributed 33,803 Founder's Warrants to certain of the Employee Partnerships' limited partners in a distribution that resulted in no change in pecuniary interest for HH LLC. The distributions by the Employee Partnerships are in addition to the distributions that were also made by HH-HACI, L.P. reported on a separate Form 4 filed with the SEC on June 30, 2010. Each

- (5) Founder's Warrant entitles the holder to purchase one share of Common Stock at a price of \$13.00/share, subject to adjustment, commencing any time after the last sale price of Common Stock exceeds \$13.75 for any 20 days within any 30 day trading period beginning 90 days after the closing of the Acquisition and shall end 5 years from the closing of the Acquisition. However, Founder's Warrants will be exercisable only if a registration statement relating to the Common Stock issuable upon exercise of the warrants is effective and current.

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.