

Resolute Energy Corp
Form 4
January 03, 2014

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 *
GAZULIS THEODORE

(Last) (First) (Middle)

1675 BROADWAY, SUITE 1950

(Street)

DENVER, CO 80202

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
11/20/2013

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)

Executive Vice President, CFO

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)
			Code	V Amount (A) or (D) Price			
Common Stock	11/20/2013		G ⁽¹⁾	V 3,000 A \$ 0	3,000 ⁽²⁾	I	See Foonote ⁽²⁾
Common Stock	11/20/2013		G ⁽¹⁾	V 5,000 A \$ 0	5,000 ⁽³⁾	I	See Footnote ⁽³⁾
Common Stock	12/30/2013		G	V 4,435 D \$ 0	672,733 ⁽⁴⁾	D ⁽⁵⁾	
Common Stock	12/31/2013		F	18,282 ⁽⁶⁾ D \$ 9.03	654,451 ⁽⁴⁾	D ⁽⁵⁾	
Common Stock	12/31/2013		D	50,000 ⁽⁷⁾ D \$ 0	604,451 ⁽⁴⁾	D ⁽⁵⁾	

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

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(9-02)

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)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
Warrants	\$ 13	11/20/2013		G ⁽¹⁾	V 12,789	09/25/2009	09/24/2014	Common Stock	12,789

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GAZULIS THEODORE 1675 BROADWAY, SUITE 1950 DENVER, CO 80202			Executive Vice President, CFO	

Signatures

/s/ James M. Piccone, Attorney-in-Fact For Theodore Gazulis
 **Signature of Reporting Person
 01/03/2014
 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) Securities acquired on November 20, 2013 upon death of testator by virtue of Reporting Person's role as Trustee and sole beneficiary of trust and IRA accounts.
- (2) Includes 3,000 shares and 12,789 warrants held in the George D. Gazulis Revocable Trust dated February 2, 2009, Theodore Gazulis, Trustee.
- (3) Includes 5,000 shares held in an IRA FBO George Gazulis, Theodore Gazulis, beneficiary.
- (4) Includes 175,075 shares of restricted stock subject to Time- and Performance- Vesting criteria, which vest in annual installments in accordance with such criteria through March 8, 2016.

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- (5) Includes 303,971 shares held by the Reporting Person in a revocable trust and 43,913 shares held in a custodial account.
Represents shares surrendered to Issuer to cover tax withholding obligations of the Reporting Person upon the vesting of 48,647 shares of
- (6) restricted stock issued pursuant to Issuer's 2009 Performance Incentive Plan, all shares of which vested in accordance with Time-Vesting criteria.
- (7) Restricted stock subject to Performance-Vesting criteria forfeited pursuant to the terms of the Reporting Person's Restricted Stock Agreement dated May 7, 2010.

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.