

GAZULIS THEODORE
Form 4
November 30, 2018

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 *
GAZULIS THEODORE

(Last) (First) (Middle)
1700 LINCOLN ST., SUITE 2800
(Street)

DENVER, CO 80203

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
11/28/2018

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 VP, 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 Indirect Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|--------------------------------------------|
| | | | Code | V Amount or (D) Price | | | |
| Common Stock | 11/28/2018 | | M | 26,033 A \$ 6.75 | 238,589 ⁽²⁾ | D ⁽³⁾ | |
| Common Stock | 11/28/2018 | | M | 34,253 A \$ 2.915 | 272,842 ⁽²⁾ | D ⁽³⁾ | |
| Common Stock | 11/28/2018 | | F | 9,279 ⁽¹⁾ D \$ 34.79 | 263,563 ⁽²⁾ | D ⁽³⁾ | |
| Common Stock | | | | | 1,000 | I | See footnote ⁽⁴⁾ |

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

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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) | Amount or Number of Shares |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|----------------------------|
| Employee Stock Option (Right to buy) | \$ 6.75 | 11/28/2018 | | M | 26,033 | <u>(5)</u> 05/05/2025 | Common Stock | 26,033 |
| Employee Stock Option (Right to buy) | \$ 2.915 | 11/28/2018 | | M | 34,253 | <u>(6)</u> 02/18/2026 | Common Stock | 34,253 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|------------------------------------------------------------------------|---------------|-----------|-------------------|-------|
| | Director | 10% Owner | Officer | Other |
| GAZULIS THEODORE 1700 LINCOLN ST. SUITE 2800 DENVER, CO 80203 | | | Executive VP, CFO | |

Signatures

/s/ Theodore Gazulis 11/30/2018

**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) Represents shares surrendered to Issuer to cover the exercise price of the options and tax withholdings, as permitted pursuant to Issuer's 2009 Performance Incentive Plan, upon the exercise of 60,286 stock options.
- (2) Includes 70,313 shares of restricted stock subject to Time- and Performance- Vesting criteria, which vest in annual installments in accordance with such criteria through March 8, 2021.
- (3) Includes 111,113 shares held by the Reporting Person in a revocable trust; 8,782 shares held in a custodial account; 2,000 shares held in a joint account.
- (4) Consists of 1,000 shares held in an IRA FBO George Gazulis, Theodore Gazulis, beneficiary.
- (5) Includes 8,678, 8,678 and 8,677 options, which became exercisable on 5/5/2016, 5/5/2017 and 5/5/2018, respectively.
- (6) Includes 17,127 and 17,126 options, which became exercisable on 3/8/2017 and 3/8/2018, respectively.

Remarks:

Note: Option exercises completed for year-end tax planning purposes.

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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