

Resolute Energy Corp
Form PRE 14A
March 24, 2017
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SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

SCHEDULE 14A INFORMATION

**PROXY STATEMENT PURSUANT TO SECTION 14(A) OF THE
SECURITIES EXCHANGE ACT OF 1934**

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement

Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material Under Rule 14a-12

RESOLUTE ENERGY CORPORATION

(Name of Registrant as Specified in Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

No fee required.

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- (1) Title of each class of securities to which transaction applies:

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(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

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1700 Lincoln Street, Suite 2800

Denver, Colorado 80203

Telephone: (303) 534-4600

April , 2017

Dear Resolute Energy Corporation Stockholder:

You are cordially invited to the Resolute Energy Corporation Annual Meeting of Stockholders to be held on Friday, May 12, 2017, at 9:00 a.m., Mountain Time. The meeting will be held at the offices of .

At the Annual Meeting, you will be asked (i) to elect two Class II directors to our Board of Directors; (ii) to approve, by a non-binding advisory vote, the compensation paid to the Company's Named Executive Officers; (iii) to select, by a non-binding advisory vote, the frequency every year, every other year, or every third year at which the stockholders of the Company will be asked to approve, by a non-binding advisory vote, the compensation paid to the Named Executive Officers of the Company; (iv) to approve an amendment to our 2009 Performance Incentive Plan to increase the maximum number of shares available for award under the plan by 1,450,000 shares of our common stock; (v) to ratify the Company's rights agreement; and (vi) to ratify the appointment of KPMG LLP as our independent registered public accounting firm for the 2017 fiscal year.

We have enclosed a copy of our Annual Report for the fiscal year ended December 31, 2016, with this Notice of Annual Meeting of Stockholders and Proxy Statement. Please read the enclosed information carefully before completing and returning the enclosed proxy card.

Please join us at the meeting. Whether or not you plan to attend, it is important that you vote your proxy promptly in accordance with the instructions on the enclosed proxy card. If you do attend the meeting, you may withdraw your proxy should you wish to vote in person.

Sincerely,

Richard F. Betz
Chief Executive Officer

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1700 Lincoln Street, Suite 2800

Denver, Colorado 80203

Telephone: (303) 534-4600

NOTICE OF ANNUAL MEETING OF STOCKHOLDERS

To the Stockholders of Resolute Energy Corporation:

NOTICE IS HEREBY GIVEN that the Annual Meeting of Stockholders of Resolute Energy Corporation will be held at the offices of _____, at 9:00 a.m., Mountain Time, on May 12, 2017, for the following purposes:

1. to elect James M. Piccone and Thomas O. Hicks, Jr. to our Board of Directors as Class II directors;
2. to approve, by a non-binding advisory vote, the compensation paid to the Company's Named Executive Officers (the "Say on Pay Proposal");
3. to select, by a non-binding advisory vote, the frequency every year, every other year, or every third year at which the stockholders of the Company will be asked to approve, by a non-binding advisory vote, the compensation paid to the Named Executive Officers of the Company (the "Say on Frequency Proposal");
4. to approve an amendment to our 2009 Performance Incentive Plan to increase the maximum number of shares available for award under the plan by 1,450,000 shares of our common stock (the "Plan Amendment");
5. to ratify the Company's rights agreement (the "Rights Agreement Proposal");
6. to ratify the appointment of KPMG LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2017; and
7. to transact such other business as may properly come before the meeting and any adjournments or postponements thereof.

We know of no other matters to come before the Annual Meeting. Only stockholders of record at the close of business on Tuesday, March 14, 2017, are entitled to notice of and to vote at the annual meeting or at any adjournments or postponements thereof.

IMPORTANT NOTICE REGARDING THE AVAILABILITY OF PROXY MATERIALS FOR THE STOCKHOLDER MEETING TO BE HELD ON MAY 12, 2017:

The proxy statement, proxy card and the annual report to stockholders for the fiscal year ended December 31, 2016, are available at www.proxydocs.com/ren.

Regardless of the number of shares of common stock you hold, as a stockholder your role is very important and the Board of Directors strongly encourages you to exercise your right to vote.

BY ORDER OF THE BOARD OF DIRECTORS

Michael N. Stefanoudakis

Executive Vice President, General Counsel and Secretary

April , 2017

Denver, Colorado

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1700 Lincoln Street, Suite 2800

Denver, Colorado 80203

Telephone: (303) 534-4600

PROXY STATEMENT

GENERAL INFORMATION

Proxy Solicitation

These proxy materials are being furnished to you by the Board of Directors (the "Board") of Resolute Energy Corporation, a Delaware corporation (we, our, us, Resolute or the Company), in connection with its solicitation proxies for Resolute's Annual Meeting of Stockholders to be held on May 12, 2017, at 9:00 a.m., Mountain Time, at the offices of [], and at any adjournments or postponements thereof (the Annual Meeting or the 2017 Annual Meeting). In addition to solicitation by mail, certain of our directors, officers and employees may solicit proxies by telephone, personal contact, or other means of communication. They will not receive any additional compensation for these activities. Also, brokers, banks and other persons holding common stock on behalf of beneficial owners will be requested to solicit proxies or authorizations from beneficial owners. We will bear all costs incurred in connection with the preparation, assembly and mailing of the proxy materials and the solicitation of proxies and will reimburse brokers, banks and other nominees, fiduciaries and custodians for reasonable expenses incurred by them in forwarding proxy materials to beneficial owners of our common stock.

This proxy statement and the enclosed proxy card are expected to be first sent to our stockholders on or about April 10, 2017. The proxy materials are also available at www.proxydocs.com/ren.

Stockholders Entitled to Vote

The close of business on Tuesday, March 14, 2017, has been fixed as the record date for the determination of stockholders entitled to receive notice of and to vote at the Annual Meeting. On that date, our outstanding voting securities consisted of 22,433,991 shares of common stock. Each share of common stock is entitled to one vote. Votes may not be cumulated.

Differences Between Holding Stock of Record and as a Beneficial Owner

Most stockholders hold their shares through a broker or other nominee rather than directly in their own name. If your shares are registered directly in your name with our transfer agent, Continental Stock Transfer & Trust Company, you are considered, with respect to those shares, the stockholder of record, and we are sending these proxy materials

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directly to you. As the stockholder of record, you have the right to grant your voting proxy directly to the named proxy holder or to vote in person at the meeting. We have enclosed a proxy card for you to use that contains voting instructions and allows you to vote via the phone, mail or online.

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If your shares are held in a brokerage account or by another nominee, you are considered the beneficial owner of shares held in street name, and these proxy materials are being forwarded to you by such brokerage account or nominee, together with a voting instruction card. As the beneficial owner, you have the right to direct your broker, trustee or nominee how to vote and are also invited to attend the Annual Meeting. Since a beneficial owner is not the stockholder of record, you may not vote these shares in person at the meeting unless you obtain a legal proxy from the broker, trustee or nominee that holds your shares, giving you the right to vote the shares at the meeting. Your broker, trustee or nominee has enclosed or provided voting instructions for you to use in directing the broker, trustee or nominee how to vote your shares.

If you are a beneficial owner of shares held in street name and do not provide the organization that holds your shares with specific voting instructions, the organization that holds your shares may generally vote on routine matters such as the ratification of auditors, but cannot vote on non-routine matters, which include matters such as votes for the election of directors, the Say on Pay Proposal, the Say of Frequency Proposal, the Plan Amendment Proposal and the Rights Agreement Proposal. Thus, if the organization that holds your shares does not receive instructions from you on how to vote your shares on a non-routine matter, that organization will inform the inspector of election that it does not have the authority to vote on this matter with respect to your shares. This is generally referred to as a broker non-vote.

Attending the Annual Meeting

All stockholders as of the record date, or their duly appointed proxies, may attend the Annual Meeting. If you are not a stockholder of record but hold shares through a broker or nominee (*i.e.*, in street name), you should provide proof of beneficial ownership on the record date, such as your most recent account statement prior to March 14, 2017, a copy of the voting instruction card provided by your broker, trustee or nominee, or other similar evidence of ownership.

Voting in Person at the Annual Meeting

Shares held in your name as the stockholder of record may be voted in person at the Annual Meeting. Shares held beneficially in street name may be voted in person only if you obtain a legal proxy from the broker, trustee or nominee that holds your shares giving you the right to vote the shares. Even if you plan to attend the Annual Meeting, we recommend that you also submit your proxy or voting instructions prior to the meeting as described below so that your vote will be counted if you later decide not to attend the meeting.

Voting Without Attending the Annual Meeting

Whether you hold shares directly as the stockholder of record or beneficially in street name, you may direct how your shares are voted without attending the Annual Meeting. If you are a stockholder of record, you may vote by submitting a proxy. If you hold shares beneficially in street name, you may vote by submitting voting instructions to your broker, trustee or nominee. For directions on how to vote, please refer to the instructions included on your proxy card or, for shares held beneficially in street name, the voting instruction card provided by your broker, trustee or nominee.

Quorum

Holders of a majority of our outstanding common stock entitled to vote must be present, in person or by proxy, at the Annual Meeting for a quorum to exist. If the shares present in person or by proxy at the Annual Meeting do not constitute a quorum, the Annual Meeting may be adjourned to a subsequent time. Shares that are voted FOR, AGAINST, ABSTAIN, or, with respect to the election of directors, WITHHOLD, will be treated as being present at the Annual Meeting for purposes of establishing a quorum. Accordingly, if you have returned a valid proxy or attend

the Annual Meeting in person, your shares will be counted for the purpose of

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determining whether there is a quorum, even if you wish to abstain from voting on some or all matters at the Annual Meeting. Broker non-votes will also be counted as present for purposes of determining the presence of a quorum.

Required Vote

You may vote **FOR** or **WITHHOLD** authority to vote both on Proposal One, relating to the election of James M. Piccone and Thomas O. Hicks, Jr. to the Board as Class II directors. Members of the Board are elected by a plurality of votes cast. This means that the two duly-nominated persons who receive the largest number of **FOR** votes cast will be elected. Neither broker non-votes nor **WITHHOLD** votes cast with respect to any nominee will affect the election of that nominee.

You may vote **FOR**, **AGAINST** or **ABSTAIN** on Proposal Two, relating to the proposed approval, by a non-binding advisory vote (the **Say on Pay Proposal**), of the compensation paid to the Company's Named Executive Officers (**NEOs**). To be approved, that proposal must receive the affirmative vote of a majority of the votes cast at the meeting. For this proposal, an abstention will not count as a vote cast and will therefore have no effect on the outcome of the proposal. A broker non-vote will not count as a vote cast and will therefore have no effect on the outcome of the proposal.

You may vote **EVERY YEAR**, **EVERY TWO YEARS**, **EVERY THREE YEARS** or **ABSTAIN** on Proposal Three relating to the selection, by a non-binding advisory vote, of the frequency at which the stockholders of the Company will be asked to approve, by a non-binding advisory vote, the compensation paid to the Named Executive Officers of the Company (the **Say on Frequency Proposal**). The approval of Proposal Three shall be determined by a plurality of votes cast. Neither broker non-votes nor abstentions will have any effect on the outcome of the vote on the proposal.

Although the advisory votes in Proposals Two and Three are non-binding, the Board will review the results of the votes and will take them into account in determinations concerning executive compensation and the frequency of future advisory votes.

You may vote **FOR**, **AGAINST** or **ABSTAIN** on Proposal Four, relating to the proposed amendment to our 2009 Performance Incentive Plan (the **Incentive Plan**) to increase the maximum number of shares available for award under the Incentive Plan by 1,450,000 shares of our common stock (the **Plan Amendment**). To be approved, that proposal must receive the affirmative vote of a majority of the voting shares that are cast at the meeting. For this proposal, an abstention will count as a vote cast and will therefore have the effect of a vote against the proposal. A broker non-vote will not count as a vote cast and will therefore have no effect on the outcome of the proposal.

You may vote **FOR**, **AGAINST** or **ABSTAIN** on Proposal Five, relating to the ratification of the Company's rights agreement (the **Rights Agreement Proposal**). To be approved, Proposal Five must receive the affirmative vote of a majority of the voting shares that are cast at the meeting. Neither broker non-votes nor abstentions will have any effect on the outcome of the vote on the proposal.

You may vote **FOR**, **AGAINST** or **ABSTAIN** on Proposal Six, relating to the ratification of KPMG LLP as our independent registered public accounting firm. To be approved, that proposal must receive the affirmative vote of a majority of the voting shares that are cast at the meeting. For this proposal, an abstention will not count as a vote cast and will therefore have no effect on the outcome of the proposal. Brokers have discretion to vote on this matter even without specific voting instructions from the beneficial owner of shares.

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Board Recommendation

The Board recommends that you vote as follows:

FOR Proposal One, relating to the election of James M. Piccone and Thomas O. Hicks, Jr. to the Board as Class II directors;

FOR Proposal Two, relating to the proposed approval, by a non-binding advisory vote, of the compensation paid to the Company's NEOs;

EVERY YEAR on Proposal Three relating to the selection, by a non-binding advisory vote, of the frequency every year, every other year, or every third year at which the stockholders of the Company will be asked to approve, by a non-binding advisory vote, the compensation paid to the Company's NEOs;

FOR Proposal Four, relating to the approval of the Plan Amendment;

FOR Proposal Five, relating to the ratification of the Rights Agreement; and

FOR Proposal Six, relating to the ratification of KPMG LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2017.

Any validly completed proxy as to which no instructions are given will be voted in accordance with the foregoing recommendations; however, your broker, bank or other holder of record does not have discretionary voting authority to vote on Proposal One, Proposal Two, Proposal Three, Proposal Four or Proposal Five without instructions from you, in which case a broker non-vote will occur and your shares will not be voted in favor of the Board's recommendations on such proposals. If you are a beneficial owner whose shares are held of record by a broker, your broker does have discretionary voting authority under the applicable rules to vote your shares on Proposal Six, the routine matter of ratification of KPMG LLP, even if the broker does not receive voting instructions from you.

Other Matters

The proposals set forth in this proxy statement constitute the only business that the Board intends to present or is informed that others will present at the meeting. The proxy does, however, confer discretionary authority upon the persons named therein (the Proxy Agents), or their substitutes, to vote on any other business that may properly come before the meeting. If the Annual Meeting is adjourned, the Proxy Agents can vote your shares on the new meeting date as well, unless you have revoked your proxy.

Revocation of Proxies

You may revoke your proxy at any time prior to its use by (i) delivering a written notice of revocation to our Secretary, (ii) filing a duly executed proxy bearing a later date with us, or (iii) attending the Annual Meeting and voting in person.

FORWARD-LOOKING STATEMENTS

This proxy statement includes forward-looking statements. These forward-looking statements are based on our management's beliefs and assumptions and on information currently available to our management, and involve external risks and uncertainties, including, but not limited to, those described under "Risk Factors" in our Annual Report on Form 10-K for the year ended December 31, 2016. Forward-looking statements include information and statements preceded by, followed by or that include the words "believes," "expects," "anticipates," "intends," "plans," "estimates" or expressions.

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Forward-looking statements involve risks, uncertainties and assumptions. Actual results may differ materially from those expressed in these forward-looking statements. Factors that could cause actual results to differ from these forward-looking statements include, but are not limited to, those discussed elsewhere in this proxy statement. You should not put undue reliance on any forward-looking statements. Except as required by applicable law or regulation, we do not have any intention or obligation to update forward-looking statements after we distribute this proxy statement.

PROPOSAL ONE ELECTION OF DIRECTORS

Our certificate of incorporation provides that members of the Board are to be divided into three classes. The Board currently consists of three Class I directors (Richard F. Betz, James E. Duffy and William K. White), two Class II directors (James M. Piccone and Thomas O. Hicks, Jr.) and two Class III directors (Nicholas J. Sutton and Gary L. Hultquist). The term of the current Class II directors will expire at the 2017 Annual Meeting. Our certificate of incorporation provides that successors to the class of directors whose terms expire at an annual meeting shall be elected for three-year terms. Our certificate of incorporation and applicable rules of the New York Stock Exchange (the "NYSE") contemplate that the number of directors in each class will be as nearly equal in number as possible.

The Board has nominated Messrs. Piccone and Hicks to stand for re-election at the Annual Meeting as Class II directors and to serve until the 2020 annual meeting or until their successors are duly elected and qualified. Directors whose terms of office will not expire at the 2017 Annual Meeting will continue in office for the remainder of their respective terms.

The Board has no reason to believe that Messrs. Piccone and Hicks will be unable to serve if elected and, to the knowledge of the Board, each nominee intends to serve the entire term for which election is sought.

Under our certificate of incorporation and bylaws, the number of directors on the Board is determined by a resolution of the Board. The Board is currently comprised of seven (7) directors with no vacancies. Only the nominees, or substitute nominees designated by the Board, will be eligible to stand for election as directors at the Annual Meeting. If any nominee becomes unable to serve as a director before the Annual Meeting, the Proxy Agents have the discretionary authority to vote proxies held by them for substitute nominees designated by the Board.

The Board recommends a vote FOR the election of James M. Piccone and Thomas O. Hicks, Jr. to the Board as Class II directors.

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The following table sets forth certain information as of March 14, 2017, regarding the composition of the Board, including the term of each director.

Name	Age	Position	Director Since	Current Term to Expire
<i>Nominees</i>				
<u>Class II</u>				
James M. Piccone	66	President and Director	2009	2017
Thomas O. Hicks, Jr.	39	Director	2009	2017
<i>Other Directors</i>				
<u>Class I</u>				
Richard F. Betz	55	Chief Executive Officer and Director	2017	2019
James E. Duffy	66	Director	2009	2019
William K. White	75	Director	2014	2019
<u>Class III</u>				
Nicholas J. Sutton	72	Chairman of the Board	2009	2018
Gary L. Hultquist	73	Director	2014	2018
Class II Nominees				

James M. Piccone has been the President and a member of the Board since the Company's formation in July 2009. He was also General Counsel and Secretary of the Company from its formation in July 2009 until July 2010. Mr. Piccone has served as President of various Company subsidiaries and affiliates (collectively referred to as "Predecessor Resolute") since the formation of these entities beginning in 2004. He also served as General Counsel and Secretary of each of these entities until July 2010 and as a member of the board of managers of certain of these entities. From January 2002 until January 2004, Mr. Piccone was executive vice president and general counsel for Aspect Energy, LLC, a private oil and gas company. He also served as a contract attorney for Aspect Energy from October 2001 until January 2002. Mr. Piccone served as Vice President General Counsel and Secretary of HS Resources, Inc. from May 1995 until the acquisition of HS Resources by Kerr-McGee Corporation in August 2001. Currently, Mr. Piccone is a director of Western Energy Alliance. He is admitted to the practice of law in Colorado and is a member of local and national bar associations. In determining Mr. Piccone's qualifications to serve on our Board of, the Board has considered, among other things, his management and legal expertise, his knowledge of the oil and gas industry and the role he played in the success of HS Resources and Predecessor Resolute, including his role in the September 25, 2009 business combination with Hicks Acquisition Company I, Inc. (the "Resolute Transaction").

Thomas O. Hicks, Jr. was elected to the Board in September 2009. Mr. Hicks has been a member of the Corporate Governance/Nominating Committee since September 25, 2009. Between September 25, 2009 and December 15, 2009, he was also a member of the Compensation Committee. Mr. Hicks has served as a partner of Hicks Holdings LLC since its inception in 2005. He was a vice president of Hicks Acquisition Company I, Inc. from February 2007 through September 2009 and was its secretary from August 2007 to September 2009. He also served as Secretary and Vice President of Hicks Acquisition Company II, Inc. from October 2010 to July 2011. Hicks Holdings LLC is a

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Dallas-based family holding company for the Hicks family and a private investment firm which owns and manages real estate assets and makes corporate acquisitions. Mr. Hicks has been a director of Drilling Tools International Holdings, Inc. since January 2012, a director of Sight Sciences, Inc. since October 2015, a director of Replacement Parts Holdings LLC, the parent of Standard Industrial Manufacturing Partners LLC d/b/a Standard Pump since July 2016 and also served as a director of Carol s

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Daughter Holding, LLC from April 2014 to November 2014. He also served several roles for the Texas Rangers Baseball Club and the Dallas Stars Hockey Club from 2004 through 2011. From 2001 to 2003, Mr. Hicks was an analyst at Greenhill & Co. LLC, a New York-based merchant banking firm. On May 24, 2010, Texas Rangers Baseball Partners filed a voluntary petition for bankruptcy and on May 28, 2010, a group of creditors filed an involuntary bankruptcy petition against Rangers Equity Holdings, L.P. and Rangers Equity Holdings GP, LLC. In determining Mr. Hicks's qualifications to serve on the Board, the Board has considered, among other things, his wide ranging business experience and expertise in sales, banking and management.

Other Directors

Nicholas J. Sutton has been Executive Chairman of the Board of the Company since January 2017 and prior to that was Chairman of the Board and Chief Executive Officer since the Company's formation in July 2009. Prior to December 31, 2016, Mr. Sutton was the Chief Executive Officer of the entities forming Predecessor Resolute since their founding in 2004 and remains on the boards of directors and boards of managers of those entities. Mr. Sutton was a co-founder, Chairman and Chief Executive Officer of HS Resources, a NYSE-listed company, from 1987 until the company's acquisition by Kerr-McGee Corporation in late 2001. From 2002 until the formation of Predecessor Resolute in 2004, Mr. Sutton was a director of Kerr-McGee Corporation. From 2006 until 2014, Mr. Sutton served as a director of Tidewater, Inc. He also is a member of the Society of Petroleum Engineers and of the American Association of Petroleum Geologists and of the California Bar Association (inactive status). In determining Mr. Sutton's qualifications to serve on the Board, the Board has considered, among other things, his experience and expertise in the oil and gas industry, his track record in growing public oil and gas companies, including managing acquisition programs, as well as his role in the founding of Predecessor Resolute, as well as his experience in serving on the boards of directors of other public companies in the oil and gas industry. In addition, Mr. Sutton has degrees in engineering and law, and he graduated from the Owner/President Management program at the Harvard University Graduate Business School, giving him expertise in many of the areas of importance to the Company.

Richard F. Betz has been Chief Executive Officer and Director since January 2017. Mr. Betz was Chief Operating Officer from March 2012 until December 2016, was Senior Vice President, Strategy and Planning of the Company from September 2009 to March 2012, and was Vice President Business Development of the Company from July 2009 to September 2009. He has been Vice President, Business Development of Predecessor Resolute since their founding in 2004. From September 2001 to January 2004, Mr. Betz was involved in various financial consulting activities related to the energy industry. Prior to that, Mr. Betz spent 17 years with Chase Securities and successor companies, where he was involved primarily in oil and gas corporate finance. Mr. Betz was a Managing Director in the oil and gas investment banking coverage group with primary responsibility for mid-cap exploration and production companies as well as leveraged finance and private equity. In that capacity, Mr. Betz worked with the HS Resources management team for approximately twelve years. Mr. Betz received a B.S. in Finance from Villanova University and an MBA from the Wharton School at the University of Pennsylvania.

James E. Duffy was elected to the Board in September 2009. Mr. Duffy has been a member of the Compensation and Audit Committees since September 25, 2009, and between September 25, 2009 and December 15, 2009, was also a member of the Corporate Governance/Nominating Committee. He is a co-founder and, since 2003, Chairman of ReadyMax, Inc. (f/k/a StreamWorks Products Group, Inc.), a private consumer products development company that manufactures products for the industrial safety, specialty tool and outdoor recreation industries. From 1990 to 2001, he served as Chief Financial Officer and director of HS Resources until its sale to Kerr-McGee Corporation. Prior to that time, he served as Chief Financial Officer and Director of a division of Tidewater, Inc. He was also a general partner in a boutique investment banking business specializing in the oil and gas business, and began his career with Arthur Young & Co. in San Francisco. He is a certified public accountant. In determining Mr. Duffy's qualifications to serve on the Board, the Board has considered, among other things, his experience and expertise in oil and gas finance,

accounting and banking, as

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well as his position as chief financial officer of two public oil and gas companies and his service as an audit manager for a major accounting firm with engagement responsibility for public and private entities.

Gary L. Hultquist was appointed to the Board in February 2014. Mr. Hultquist has been a member of the Compensation Committee and the Corporate Governance/Nominating Committee since February 2014, and a member of the Audit Committee since March 2015. Mr. Hultquist has been a Director of NYSE-listed Kinder Morgan, Inc. (KMI) since December 2014. Prior to the merger of KMI and Kinder Morgan Energy Partners, L.P. (KMP) in November 2014 (the Merger), Mr. Hultquist had been a Director of Kinder Morgan G.P., Inc., the General Partner of KMP, since 1999, where he served as Lead Independent Director, Chair of the Compensation Committee and Member of the Audit Committee and Nominating and Governance Committee. He also served as Chair of the Special Committee of Independent Directors of KMP for the \$44 billion Merger. Since 1986, he has been an international investment banker and strategic advisor, to public and private company clients in the U.S., Europe and Asia, handling corporate financings, mergers and acquisitions. He is currently a Managing Director of Viant Capital, LLC, an investment banking firm in San Francisco, specializing in energy and technology. From 1995 to 1997, Mr. Hultquist also served on the board of directors and as chair of the Audit Committee of OnTrak Systems, Inc. during its IPO and subsequent merger with NASDAQ-listed Lam Research for over \$400 million. He also served as board member and advisor to Rodel, Inc. during its acquisition by Rohm and Haas. Mr. Hultquist holds securities licenses 7, 63 and 24 (General Securities Principal) from FINRA and is a member of the California Bar Association. Mr. Hultquist practiced law in California for over 13 years. Mr. Hultquist has also served on the boards of directors of several private companies. He received his B.S. Degree in Accounting-Finance from Northwest Missouri State University, a J.D. degree from the University of Missouri Law School and attended the George Washington University Law School's LLM in Taxation program. In determining Mr. Hultquist's qualifications to serve on the Board, the Board has considered, among other things, his experience and expertise in the legal and finance aspects of the oil and gas industry.

William K. White was elected to the Board in April 2014. Mr. White has been a member of the Compensation Committee and the Corporate Governance/Nominating Committee since April 28, 2014, and a member of the Audit Committee since March 2015. Mr. White, a retired oil and gas executive, also services as an Audit Committee financial expert. He was a Director of the General Partner of Eagle Rock Energy Partners, L.P. from October 2006 to October 2015, at which time the company was merged into another entity. While a Director of Eagle Rock, he served as Chairman of the Audit Committee and was a member of the Compensation and Conflicts committees at several points in time. From May 2005 to September 2007, he served as an independent Director and member of the Audit and Compensation Committees of the Board of Directors of Teton Energy Corporation, a public company. From July 2008 through December 2008, in preparation for an IPO, which was withdrawn due to market conditions, Mr. White served as independent Director, Audit Committee Chairman and member of the Compensation Committee of CRC-Evans International, Inc., an affiliate of a portfolio company of Natural Gas Partners (NGP). In December 2012, Mr. White joined the Board of Directors of NGP Capital Resource Company as an Independent Director where he also served on the Compensation, Audit, Conflicts and Nominating and Governance Committees. In the fourth quarter of 2014, NGP Capital Resource Company changed investment managers and Mr. White, along with the existing directors, resigned from the Board of Directors as part of the transaction. From September 1996 to November 2002, Mr. White was Vice President, Finance and Administration and Chief Financial Officer for Pure Resources, Inc., an NYSE-listed independent oil and gas producer. In determining Mr. White's qualifications to serve on the Board, the Board has considered, among other things, his experience and expertise in oil and gas finance, accounting and banking, as well as his previous senior executive officer and director positions at several oil and gas companies.

Table of Contents**SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT**

The following table, based in part upon information supplied by officers, directors and principal stockholders, sets forth certain information known to the Company with respect to beneficial ownership of the Company's common stock par value, \$0.0001 per share (Common Stock), as of March 14, 2017, by (i) each person known to the Company to be a beneficial owner of more than 5% of the Company's Common Stock, (ii) each NEO, (iii) each director of the Company, and (iv) all directors and executive officers of the Company as a group. Except as otherwise indicated, each person has sole voting and investment power with respect to all shares shown as beneficially owned, subject to community property laws where applicable. Voting power is the power to vote or direct the voting of securities, and dispositive power is the power to dispose of or direct the disposition of securities. The address for all directors and officers is c/o Resolute Energy Corporation, 1700 Lincoln Street, Suite 2800, Denver, CO 80203.

Name and Address of Beneficial Owner	Amount and Nature of Beneficial Ownership (Percent of Class	
Wellington Management Group LLP	2,852,836 (2)	12.7%
c/o Wellington Management Company LLP		
280 Congress Street		
Boston, Massachusetts 02210		
John C. Goff	1,664,808 (3)	7.4%
c/o Goff Capital, Inc.		
500 Commerce Street, Suite 700		
Fort Worth, Texas 76102		
Anchorage Capital Group, L.L.C.	1,188,399 (4)	5.2%
610 Broadway		
6 th Floor		
New York, New York 10012		
James E. Duffy	23,542 (5)	*
Gary L. Hultquist	28,121 (6)	*
Thomas O. Hicks, Jr.	100,190 (7)	*
William K. White	25,585 (8)	*
Nicholas J. Sutton	525,384 (9)	2.3%
James M. Piccone	295,691 (10)	1.3%
Theodore Gazulis	205,168 (11)	*

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Richard F. Betz	218,300 (12)	1.0%
Michael N. Stefanoudakis	95,295 (13)	*
All directors and executive officers as a group (11 persons)	1,648,808 (14)	7.3%

* Represents less than 1% of the outstanding shares of Common Stock.

- (1) Security ownership information for beneficial owners is taken from statements filed with the Securities and Exchange Commission (the SEC) pursuant to Sections 13(d), 13(g) and 16(a) of Securities Exchange Act of 1934, as amended (the Exchange Act), and information made known to the Company. Beneficial ownership is determined in accordance with the rules of the SEC and generally includes voting or investment power with respect to securities. Shares of Common Stock subject to options or warrants that are currently exercisable or exercisable within 60 days of March 14, 2017, are deemed to be outstanding for the purpose of computing the percentage ownership of the person holding those options or warrants, but are not treated as outstanding for the purpose of computing the percentage ownership of any other person. Restricted stock subject to conditions on vesting is considered issued and outstanding for all purposes. The percentage of beneficial ownership is based on 22,433,991 shares of Common Stock outstanding as of March 14, 2017.

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- (2) This disclosure is based on Amendment No. 1 to Schedule 13G filed with the SEC on February 10, 2017 on behalf of each of the following persons: (i) Wellington Management Group LLP; (ii) Wellington Group Holdings LLP; (iii) Wellington Investment Advisors Holdings LLP; and (iv) Wellington Management Company LLP. The securities as to which the Schedule 13G is filed by Wellington Management Group LLP, as parent holding company of one or more investment advisers directly or indirectly owned by Wellington Management Group LLP.
- (3) This disclosure is based on Amendment No. 6 to Schedule 13D/A filed with the SEC on December 21, 2017 on behalf of each of the following persons: (i) John C. Goff; (ii) The John C. Goff 2010 Family Trust (Goff Family Trust); (iii) Goff Family Investments, LP (Goff Family Investments); (iv) Kulik Partners, LP (Kulik Partners); (v) Cuerno Largo Partners, LP (Cuerno Partners); (vi) The Goff Family Foundation (Goff Foundation); (vii) JCG 2016 Holdings, LP; (viii) Cuerno Largo, LLC (Cuerno GP); (ix) Kulik GP, LLC (Kulik GP); (x) Goff Capital, Inc. (Goff Capital); and (xi) JCG 2016 Management, LLC. As of the date of such filing, John C. Goff may be deemed the beneficial owner of (1) 636,608 shares of Common Stock owned by Goff Family Trust, (2) 110,000 shares of Common Stock owned by Goff Family Investments, (3) 82,000 shares of Common Stock owned by Kulik Partners, (4) 82,000 shares of Common Stock owned by Cuerno Partners, (5) 15,360 shares of Common Stock owned by Goff Foundation, (6) 674,391 shares of Common Stock owned by JCG 2016 Holdings (comprised of 606,668 shares of Common Stock and 2,000 shares of preferred stock convertible into 67,723 shares of Common Stock); and (7) 64,449 shares of Common Stock owned by him individually or held in family members' accounts over which he shares investment and/or dispositive power. As general partner of the Kulik Partners, Kulik GP may be deemed to have the shared power to vote or direct the vote of and the shared power to dispose or direct the disposition of the Kulik Partners shares. Kulik GP disclaims beneficial ownership of the Kulik Partner shares, except to the extent of its pecuniary interest therein. As general partner of the Cuerno Partners, Cuerno GP may be deemed to have the shared power to vote or direct the vote of and the shared power to dispose or direct the disposition of the Cuerno Partner shares. Cuerno GP disclaims beneficial ownership of the Cuerno Partner shares, except to the extent of its pecuniary interest therein. As general partner of Goff Family Investments, Goff Capital may be deemed to have the shared power to vote or direct the vote of and the shared power to dispose or direct the disposition of Goff Family Investments shares. Goff Capital disclaims beneficial ownership of Goff Family Investments Shares, except to the extent of its pecuniary interest therein. As general partner of JCG 2016 Holdings, JCG 2016 Management may be deemed to have the shared power to vote or direct the vote of and the shared power to dispose or direct the disposition of JCG 2016 Holdings Shares. JCG 2016 Management disclaims beneficial ownership of JCG 2016 Holdings Shares, except to the extent of its pecuniary interest therein. As trustee of Goff Family Trust, as managing member of Cuerno GP and Kulik GP, as the sole board member of Goff Foundation and as president of Goff Capital; John C. Goff may be deemed to have the shared power to vote or direct the vote of (and the shared power to dispose or direct the disposition of) the Goff Family Trust shares, the Kulik Partner shares, the Cuerno Partner shares, the Goff Foundation shares and the Goff Family Investments shares. Mr. Goff disclaims beneficial ownership of those shares, except to the extent of his pecuniary interest therein.
- (4) This disclosure is based on a Schedule 13G filed with the SEC on February 14, 2017 on behalf of each of the following persons: (i) Anchorage Capital Group, L.L.C.; (ii) Anchorage Advisors Management, L.L.C.; and (iii) Kevin M. Ulrich. This Statement relates to shares of Common Stock held for the accounts of Anchorage Capital Master Offshore, Ltd., a Cayman Islands exempted company incorporated with limited liability (Anchorage Offshore), and Anchorage Illiquid Opportunities Offshore Master V, L.P., a Cayman Islands exempted limited partnership (AIOOM V). Capital Group is the investment advisor to each of Anchorage Offshore and AIOOM V. Management is the sole managing member of Capital Group. Mr. Ulrich is the Chief

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Executive Officer of Capital Group and the senior managing member of Management. As of December 31, 2016, each of the Reporting Persons may be deemed the beneficial owner of 1,188,399 shares of Common Stock. This amount consists of: (A) 650,000 Shares held for the account of Anchorage Offshore; and (B) 538,399 Shares obtainable upon conversion of 15,900 shares of the Issuer's 8.125% Series B Cumulative Perpetual Convertible Preferred Stock (Convertible Preferred Stock) held for the account of AIOOM V.

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- (5) The disclosure for Mr. Duffy includes 3,934 shares of restricted stock that are subject to future vesting.
- (6) The disclosure for Mr. Hultquist includes 3,934 shares of restricted stock that are subject to future vesting.
- (7) The disclosure for Mr. Hicks includes 3,934 shares of restricted stock that are subject to future vesting.
- (8) The disclosure for Mr. White includes 3,934 shares of restricted stock that are subject to future vesting.
- (9) The disclosure for Mr. Sutton includes 18,358 shares of restricted stock that are subject to future vesting. Also includes 94,150 shares held by the reporting person in an IRA account, 276,678 shares held in a revocable trust and options to purchase 96,878 shares of Common Stock that will become exercisable within 60 days of March 14, 2017.
- (10) The disclosure for Mr. Piccone includes 43,535 shares of restricted stock that are subject to future vesting. Also includes 46,655 shares held by the reporting person in an IRA account and options to purchase 54,514 shares of Common Stock that will become exercisable within 60 days of March 14, 2017.
- (11) The disclosure for Mr. Gazulis includes 34,422 shares of restricted stock that are subject to future vesting. Also includes 95,513 shares held by the reporting person in a revocable trust, 8,782 shares held in a custodial account, 15,600 shares held in the George D. Gazulis Revocable Trust and 1,000 shares held in an IRA FBO George Gazulis, Theodore Gazulis, beneficiary, and options to purchase 34,483 shares of Common Stock that will become exercisable within 60 days of March 14, 2017.
- (12) The disclosure for Mr. Betz includes 50,879 shares of restricted stock that are subject to future vesting. Also includes 32,660 shares held by the reporting person in an IRA account and options to purchase 34,483 shares of Common Stock that will become exercisable within 60 days of March 14, 2017.
- (13) The disclosure for Mr. Stefanoudakis includes 32,127 shares of restricted stock that are subject to future vesting. Also includes 11,000 shares held by the reporting person in an IRA account and options to purchase 19,705 shares of Common Stock that will become exercisable within 60 days of March 14, 2017.
- (14) This disclosure includes 234,396 shares of restricted stock that are subject to future vesting and options to purchase 271,955 shares of Common Stock that will become exercisable within 60 days of March 14, 2017.

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SECTION 16(a) BENEFICIAL OWNERSHIP REPORTING COMPLIANCE

Section 16(a) of the Exchange Act requires our directors and executive officers, and persons who own more than ten percent of our Common Stock, to file with the SEC initial reports of ownership and reports of changes in ownership of our Common Stock. To our knowledge, based solely on a review of the copies of such reports available to us and written representations from our executive officers and directors that no other reports were required, we believe that all reporting obligations of our officers, directors and greater than ten percent stockholders under Section 16(a) were satisfied during the year ended December 31, 2016.

CODE OF ETHICS

The Company has adopted a code of ethics that applies to its directors, officers and employees that complies with the rules and regulations of the NYSE and SEC. The Company's Code of Business Conduct and Ethics is posted on the Company's website, at www.resoluteenergy.com, under the Investor Relations tab, subheading Corporate Governance. All amendments to, and waivers granted under, the Company's code of ethics will be disseminated on the Company's website in the manner required by SEC and NYSE rules.

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CORPORATE GOVERNANCE

General

The Company's business is managed under the direction the Board. In connection with its oversight of the Company's operations and governance, the Board has adopted, among other things, the following:

Corporate Governance Guidelines to implement certain policies regarding the governance of the Company;

a Code of Business Conduct and Ethics to provide guidance to directors, officers and employees with regard to certain ethical and compliance issues;

Charters of the Audit Committee, the Compensation Committee, and the Corporate Governance/Nominating Committee of the Board;

an Insider Trading Policy to facilitate compliance with insider trading regulations;

an Audit Committee Whistleblower Policy (i) to allow directors, officers and employees to make confidential anonymous submissions regarding concerns with respect to accounting or auditing matters and (ii) which provides for the receipt of complaints regarding accounting, internal controls or auditing; and

a Stockholder and Interested Parties Communications Policy pursuant to which holders of our securities and other interested parties can communicate with the Board, Board Committees and/or individual directors.

Other than the Insider Trading Policy, each of these documents can be viewed on the Company's website, at www.resoluteenergy.com, under the Investor Relations tab, subheading Corporate Governance. The Company's website and the information contained on or connected to its website are not incorporated by reference herein and its web address is included as an inactive textual reference only. Copies of the foregoing documents and disclosures are available without charge to any person who requests them. Requests should be directed to Resolute Energy Corporation, Attn: Secretary, 1700 Lincoln Street, Suite 2800, Denver, Colorado 80203.

The Board meets regularly to review significant developments affecting the Company and to act on matters requiring its approval. The Board held seventeen meetings in 2016 and acted three times by written consent. No director attended fewer than 75% of the total number of meetings of the Board and committees on which he served during his period of service in 2016.

Directors are encouraged, but not required, to attend the Annual Meeting. Messrs. Sutton, Betz and Piccone attended the 2016 annual stockholders' meeting, and Messrs. Duffy, Hicks, Hultquist and White participated telephonically.

Director Independence

Under the rules of the NYSE, a majority of the members of the Board and all of the members of certain committees must be composed of independent directors, as defined in the rules of the NYSE. In general, an independent director is a person other than an officer or employee of the Company or any other individual who has a relationship, which, in the opinion of the Board, would interfere with the director's exercise of independent judgment in carrying out the responsibilities of a director. Additional independence and qualification requirements apply to our directors serving on certain committees. As discussed under *Board Committees*, the Company has standing Audit, Compensation and Corporate Governance/Nominating Committees, each of which is composed entirely of independent directors, under each of the applicable standards. The Board has determined that, other than Messrs. Sutton, Betz and Piccone, each member of the Board is independent under the NYSE rules. In making that determination, the Board considered (i) the relationship of Mr. Hicks with Hicks

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Holdings LLC, a stockholder of the Company and affiliate of the sponsor of our 2009 public merger transaction and (ii) the investment by several of the Company's executive officers in ReadyMax, Inc., a company of which Mr. Duffy is the Chairman, a co-founder and a stockholder, in an aggregate interest of less than 10% of the outstanding shares of such company.

Compensation Committee Interlocks and Insider Participation

No member of the Compensation Committee has been an officer or employee of the Company. None of the Company's executive officers serves as a member of the Board or the compensation committee of any entity that has one or more executive officers serving on the Board, or on the Compensation Committee of the Board.

Board Committees

The composition and primary responsibilities of the Audit Committee, the Compensation Committee and the Corporate Governance/Nominating Committee are described below.

Audit Committee

The Company has a separately designated Audit Committee, the members of which are Messrs. Hultquist, Duffy and White, with Mr. White serving as Chairman. The primary function of the Audit Committee is to assist the Board in its oversight of the Company's financial reporting process. Among other things, the committee is responsible for reviewing and selecting our independent registered public accounting firm and reviewing our accounting practices and policies, and to serve as an independent and objective party to monitor the financial reporting process. The Board has determined that each of Messrs. Hultquist, Duffy and White qualifies as an audit committee financial expert as defined in Item 407(d)(5) of SEC Regulation S-K and that each member of the committee is independent under applicable NYSE rules and for purposes of SEC Rule 10A-3, and financially literate for purposes of applicable NYSE rules. See *Proposal One Election of Directors Board of Directors* for a summary of the business experience of each member of the committee. During 2016, the Audit Committee held seven meetings.

Compensation Committee

The Company has a separately designated Compensation Committee, which currently consists of Messrs. Duffy, Hultquist and White, with Mr. Hultquist serving as Chairman. The Compensation Committee's primary function is to discharge the Board's responsibilities relating to the compensation of our Chief Executive Officer and to make recommendations to the Board regarding the compensation of our other executive officers. Among other things, the committee reviews and approves corporate goals and objectives for setting Chief Executive Officer compensation, evaluates the performance of the Chief Executive Officer in light of those goals and objectives and sets the compensation of the Chief Executive Officer. In February 2012, the Compensation Committee initially engaged Longnecker and Associates (L&A) as its independent compensation consultant and L&A remains in that capacity currently. The Board has determined that each member of the committee is (i) independent under applicable NYSE rules, (ii) a non-employee director as defined in Rule 16b-3 under the Exchange Act and (iii) an outside director as defined in Section 162(m) of the Internal Revenue Code (the Code). During 2016, the Compensation Committee held seven meetings and acted once by written consent.

Corporate Governance/Nominating Committee

The Company has a separately designated Corporate Governance/Nominating Committee, the current members of which are Messrs. Hicks, Hultquist and White, with Mr. Hicks serving as Chairman. The primary function of the

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Corporate Governance/Nominating Committee is (i) to assist the Board with identifying, evaluating and recommending to the Board qualified candidates for election or appointment to the Board, (ii) reviewing, evaluating and recommending changes to the Company's corporate governance guidelines and

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(iii) monitoring and overseeing matters of corporate governance, including the evaluation of Board and management performance and the independence of directors. The Board has determined that each member of the committee is independent under applicable NYSE rules. During 2016, the Corporate Governance/Nominating Committee held four meetings.

Director Nominations

The charter of the Corporate Governance/Nominating Committee provides that director candidates recommended by security holders will be considered on the same basis as candidates recommended by other persons. A security holder who wishes to recommend a candidate should send complete information regarding the candidate to Resolute Energy Corporation, Attn: Secretary, 1700 Lincoln Street, Suite 2800, Denver, Colorado 80203. The information provided with respect to the nominee should include five years of professional background, academic qualifications, whether the nominee has been subject to any legal proceedings in the past ten years, the relationship between the security holder and the nominee, and any other specific experience, qualifications, attributes or skills that qualify the nominee for the Board. The committee will assess each candidate, including candidates recommended by security holders, by evaluating all factors it considers appropriate, which may include career specialization, relevant technical skills or financial acumen, diversity of viewpoint and industry knowledge. The charter provides that nominees must meet certain minimum qualifications. In particular, a nominee must:

have displayed the highest personal and professional ethics, integrity and values and sound business judgment;

be highly accomplished in his or her field, with superior credentials and recognition and broad experience at the administrative or policy-making level in business, government, education, technology or public interest;

have relevant expertise and experience and be able to offer guidance and advice to the chief executive officer based on that expertise and experience;

with respect to a majority of directors, be independent and able to represent all stockholders and be committed to enhancing long term stockholder value; and

have sufficient time available to devote to the activities of the Board and to enhance his or her knowledge of the Company's business.

The committee does not have a formal policy with respect to the consideration of diversity when assessing director nominees, but considers diversity as part of its overall assessment of the Board's functioning and needs.

Non-Management Sessions

The Board generally schedules regular executive sessions involving exclusively non-management directors, as required by NYSE rules, generally at the time of each in-person board meeting. Our Lead Independent Director presides at all such executive sessions. Mr. Duffy is our Lead Independent Director.

Stockholder and Interested Parties Communications Policy

In recognition of the importance of providing all interested parties, including but not limited to, the holders of Resolute securities, with the ability to communicate with members of the Board, including non-management directors, the Board has adopted a Stockholder and Interested Parties Communications Policy, a copy of which is available on our website at www.resoluteenergy.com. Pursuant to the policy, interested parties may direct correspondence to the Board, or to any individual director and the Lead Independent Director by mail to the following address: Resolute Energy Corporation, Attn: Lead Independent Director, 1700 Lincoln Street, Suite 2800, Denver, CO 80203.

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Communications should not exceed 1,000 words in length and should indicate (i) the type and amount of Resolute securities held by the person submitting the communication, if any, and/or the nature of the person's interest in Resolute, (ii) any personal interest the person has in the subject matter of the communication and (iii) the person's mailing address, e-mail address and telephone number. Unless the communication relates to an improper topic (e.g., it contains offensive content or advocates that we engage in illegal activities) or it fails to satisfy the procedural requirements of the policy, we will deliver it to the person(s) to whom it is addressed.

Absence of Appraisal Rights

We are incorporated in the State of Delaware and, accordingly, are subject to the Delaware General Corporation Law. Under the Delaware General Corporation Law, our stockholders are not entitled to appraisal rights with respect to any of the proposals to be acted upon at the Annual Meeting.

Stockholder Proposals

Any proposal that a stockholder wishes to include in proxy materials for our 2018 annual meeting of stockholders must be received no later than December 31, 2017, and must be submitted in compliance with SEC Rule 14a-8. Proposals should be directed to Resolute Energy Corporation, Attn: Secretary, 1700 Lincoln Street, Suite 2800, Denver, CO 80203.

Any proposal or nomination for director that a stockholder wishes to propose for consideration at the 2018 annual meeting of stockholders, but does not seek to include in our proxy statement under applicable SEC rules, must be submitted in accordance with Section 2.7 or 3.2, as applicable, of our bylaws, and must be received by the Secretary at the principal executive offices of the Company not later than the close of business on the 90th day nor earlier than the opening of business on the 120th day before the anniversary date of the immediately preceding annual meeting of stockholders; provided, however, that if the annual meeting is called for a date that is not within 45 days before or after such anniversary date, notice by the stockholder to be timely must be so received not earlier than the opening of business on the 120th day before the meeting and not later than the later of (x) the close of business on the 90th day before the meeting or (y) the close of business on the 10th day following the day on which public announcement of the date of the annual meeting is first made by the Company. All such proposals must be an appropriate subject for stockholder action under applicable law and must otherwise comply with our bylaws. Assuming the 2018 annual meeting of stockholders is held on the one year anniversary of the 2017 Annual Meeting, such proposals must be received no earlier than January 12, 2018, and no later than February 11, 2018.

Pursuant to SEC Rule 14a-4(c)(1), if our Secretary receives any stockholder proposal at the address listed above after February 11, 2018, that is intended to be presented at the 2018 annual meeting without inclusion in the proxy statement for the meeting, the proxies designated by the Board will have discretionary authority to vote on such proposal.

Board Leadership Structure and Risk Management

The Board currently consists of seven directors, all of whom, other than Messrs. Sutton, Betz and Piccone, have been determined to be independent directors under the rules of the NYSE. Mr. Sutton has served as Chairman of the Board since the Company became a public company in September 2009. Mr. Sutton was also Chief Executive Officer until December 31, 2016. Effective January 1, 2017, Mr. Sutton retired from the position of Chief Executive Officer and Mr. Betz was appointed to that position. Mr. Sutton will remain as Executive Chairman and will continue to preside over meetings of the Board of Directors. Mr. Sutton was Chairman and Chief Executive Officer of Predecessor Resolute from its inception in 2004, and was instrumental in the completion of the Resolute Transaction. He is most familiar with the Company's properties and, based on his years as chairman and chief executive officer of HS

Resources from 1987 to 2001, has demonstrated skills in building and leading a public oil and gas company. Accordingly, the Board believes that he is uniquely qualified

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to be the person who sets the agenda for, and leads discussion of, strategic issues for the Company. Our Lead Independent Director presides over executive sessions of the independent directors, which generally occur at the time of each in-person board meeting, and also presides over any Board meetings at which Mr. Sutton is not present. The Lead Independent Director reviews agendas for Board meetings, reviews annual goals and objectives for the Company and consults with the Board and Compensation Committee regarding its evaluation of the performance of the Chief Executive Officer. The Board believes that its supermajority of independent directors and other aspects of its governance provide appropriate independent oversight to Board decisions.

The Board oversees the risks involved in the Company's operations as part of its general oversight function, integrating risk management into the Company's compliance policies and procedures. While the Board has the ultimate oversight responsibility for the risk management process, the Audit Committee has certain specific responsibilities relating to risk management. Among other things, the Audit Committee, pursuant to its charter, addresses Company policies with respect to risk assessment and risk management, and reviews major risk exposures (whether financial, operating or otherwise) and the guidelines and policies that management has put in place to govern the process of assessing, controlling, managing and reporting such exposures. While the charters of the Compensation and Corporate Governance/Nominating Committees do not assign specific risk-related responsibilities to those committees, the committees nevertheless consider risk and risk management issues in the course of performing their duties with respect to compensation and governance issues, respectively.

Current Executive Officers

The following table sets forth certain information as of the date of this filing, regarding the current executive officers of the Company.

Name	Age	Position
Nicholas J. Sutton	72	Executive Chairman and Director
Richard F. Betz	55	Chief Executive Officer and Director
James M. Piccone	66	President and Director
Theodore Gazulis	62	Executive Vice President and Chief Financial Officer
Michael N. Stefanoudakis	46	Executive Vice President, General Counsel and Secretary
Bob D. Brady, Jr.	59	Senior Vice President, Operations
James A. Tuell	57	Senior Vice President and Chief Accounting Officer

Nicholas J. Sutton See *Proposal One Election of Directors* for Mr. Sutton's biography.

Richard F. Betz See *Proposal One Election of Directors* for Mr. Betz's biography.

James M. Piccone See *Proposal One Election of Directors* for Mr. Piccone's biography.

Theodore Gazulis has been Executive Vice President and Chief Financial Officer since March 2012, was Senior Vice President and Chief Financial Officer of the Company from September 2009 to March 2012, and was Vice President of Finance, Chief Financial Officer and Treasurer of the Company from July 2009 to September 2009. He had been

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Vice President Finance, Chief Financial Officer, Treasurer and Assistant Secretary of Predecessor Resolute since their founding in 2004. Mr. Gazulis served as a Vice President of HS Resources from 1984 until its merger with Kerr-McGee Corporation in 2001. Mr. Gazulis had primary responsibility for HS Resources' capital markets activity and for investor relations and information technology. Subsequent to HS Resources' acquisition by Kerr-McGee Corporation and prior to the formation of Predecessor Resolute, Mr. Gazulis was a private investor and also undertook assignments with two privately-held oil and gas

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companies. Prior to joining HS Resources, he worked for Amoco Production Company and Sohio Petroleum Company. Mr. Gazulis received an AB with Distinction from Stanford University and an MBA from the UCLA Anderson Graduate School of Management. Mr. Gazulis is a member of the American Association of Petroleum Geologists.

Michael N. Stefanoudakis has been Executive Vice President, Secretary and General Counsel of the Company since February 7, 2017. From July 1, 2010 to February 6, 2017, he served as Senior Vice President, Secretary and General Counsel of the Company. From April 2009 until June 2010, Mr. Stefanoudakis served as Senior Vice President, Secretary and General Counsel of StarTek, Inc., an NYSE listed company in the business processing outsourcing industry. From 2006 to 2008, Mr. Stefanoudakis was Vice President and General Counsel at BioFuel Energy Company, a NASDAQ-listed company in the ethanol production industry. From 2004 to 2006, Mr. Stefanoudakis served as Vice President and General Counsel of Patina Oil & Gas Corporation, an NYSE listed oil and gas exploration company, until its merger with Noble Energy, Inc. Prior to his public company experience, Mr. Stefanoudakis spent eight years as a practicing attorney, most recently at the legal firm Hogan & Hartson LLP (now Hogan Lovells). Mr. Stefanoudakis graduated from the University of San Diego with a B.A. in Economics in 1993 and from Harvard Law School with a J.D. in 1996. He is admitted to the practice of law in Colorado and is a member of local, state and national bar associations.

Bob D. Brady, Jr. has been Senior Vice President, Operations of the Company since May 5, 2015, and prior to that was Vice President, Operations since June 1, 2010. From March 1, 2006 until May 31, 2010, Mr. Brady served as the Company's Operations Manager. Mr. Brady previously served as Drilling Manager and Engineer for El Paso Production Company and Medicine Bow Energy Corporation (acquired by El Paso) from February 2004 until March 2006. Mr. Brady was Vice President of Engineering and Operations for Double Eagle Petroleum Company from April 2002 until February 2004. Prior to working for Double Eagle, Mr. Brady was Operations Manager for Prima Oil & Gas Company from November 2000 until April 2002. Prior to working for Prima, Mr. Brady was Vice President of Engineering and Operations for Evergreen Operating Company. He has over 30 years' experience in oil and gas industry operations. He graduated from the Colorado School of Mines in 1984 with a Bachelor of Science degree in Petroleum Engineering. He has been a member of the Society of Petroleum Engineers since 1982.

James A. Tuell has been Senior Vice President and Chief Accounting Officer of the Company since May 5, 2015, and prior to that was Vice President and Chief Accounting Officer since June 1, 2010. From December 2009 until May 31, 2010, Mr. Tuell served as the Company's Interim Chief Accounting Officer. Prior to joining Resolute, Mr. Tuell owned and operated an accounting and finance consultancy which served Resolute and numerous other independent energy companies from January 2009 through December 2009 and from July 2001 to February 2004. Mr. Tuell served as a director of Infinity Energy Resources, Inc. from April 2005 until June 2008. He also served in various officer capacities with Infinity Energy Resources, Inc. from March 2005 through August 2007, including as President, Chief Operating Officer, Chief Executive Officer, Principal Financial and Accounting Officer and Executive Vice President. Mr. Tuell also served as President of Infinity Oil & Gas of Wyoming, Inc. and Infinity Oil and Gas of Texas, Inc., wholly-owned subsidiaries of Infinity Energy Resources, Inc., from February 2004 and June 2004, respectively, until May 2007. From 1996 through July 2001, Mr. Tuell served as Controller and Chief Accounting Officer of Basin Exploration, Inc. From 1994 through 1996, he served as Vice President and Controller of Gerrity Oil & Gas Corporation. Mr. Tuell was employed by the independent accounting firm of Price Waterhouse from 1981 through 1994, most recently as a Senior Audit Manager. He earned a B.S. in accounting from the University of Denver and is a certified public accountant.

Family Relationships

There are no family relationships among any of the Company's directors and executive officers.

Table of Contents**COMPENSATION DISCUSSION AND ANALYSIS**

The following discussion and analysis is designed to provide insight into our compensation philosophy, practices, plans and decisions. This Compensation Discussion and Analysis (CD&A) is intended to be read in conjunction with the tables beginning on page 42 below, which provide detailed historical compensation information for our NEOs. For 2016, our NEOs were:

Name	Title
Nicholas J. Sutton ⁽¹⁾	Chairman and Chief Executive Officer
James M. Piccone	President
Richard F. Betz ⁽¹⁾	Executive Vice President, Chief Operating Officer
Theodore Gazulis	Executive Vice President, Chief Financial Officer
Michael N. Stefanoudakis ⁽²⁾	Senior Vice President, General Counsel and Secretary

(1) Effective January 1, 2017, Mr. Betz was appointed to the position of Chief Executive Officer and Mr. Sutton was appointed to the position of Executive Chairman.

(2) Effective February 7, 2017, Mr. Stefanoudakis was appointed Executive Vice President, General Counsel and Secretary.

Executive Summary***Our Compensation Programs in 2016***

At the beginning of 2015, the Compensation Committee and the Board implemented substantial changes to the Company's executive compensation programs primarily designed to recognize the depressed commodity price environment in which the Company was operating and to implement extensive cost-saving measures. Certain of those changes to compensation programs in 2015 were continued into 2016, including the following:

Reduced all Company annual short-term incentive (STI) targets by 30%, including for NEOs.

Reduced all Company long-term incentive (LTI) targets by 35%, including for NEOs.

Reduced director equity awards by 35%.

Suspended the automatic period-by-period 401(k) matching contribution by the Company, and determined that 401(k) matching would only be made if Company metrics were met.

The Board of Directors and Compensation Committee also approved the following changes for 2016 from our 2015 compensation program:

Restored base salaries of our officer group to 2014 levels.

Restored cash retainers for non-employee directors to 2014 levels.

Utilized cash-settled stock appreciation rights priced 10% out of the money and stock options priced 10% out of the money for a substantial portion of the long-term incentive program for NEOs in order to align NEO compensation with stockholder returns and motivate executives to focus on building long-term value for stockholders while minimizing the dilutive effect of issuing restricted shares in a depressed stock price environment.

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Operational, Financial and Strategic Achievements for 2016

Among Resolute's operational, financial and strategic accomplishments for 2016, the Company achieved the following material items that were all considered by the Compensation Committee and the Board in determining 2016 performance under its short-term incentive plan and in setting compensation for 2017:

Increase in Stock Price and Market Capitalization. Resolute's common stock price rose from \$4.35 on December 31, 2015 to \$41.19 on December 30, 2016, representing an 847% increase over that period.

Production. Production for 2016 increased 14% to 5,182 MBoe, or 14,157 Boe per day, from the 4,536 MBoe, or 12,427 Boe per day, during 2015, above the high end of the Company's public guidance. Furthermore, the 2016 exit rate was more than 20,800 Boe per day, with more than 14,500 Boe per day coming from the Permian Basin.

LOE and G&A. Resolute beat the low end of guidance for lease operating expense and was within the guidance range on general and administrative expense. For 2016, cash-based lease operating expense was \$63.4 million and cash-based general and administrative expense for 2016 was \$26.6 million.

Reserves Growth. Year-end 2016 proved reserves increased by 82% to 60.3 MMBoe from year-end 2015 largely due to our successful 2016 Delaware Basin drilling program.

Adjusted EBITDA Growth. During 2016, Resolute generated \$140.8 million of Adjusted EBITDA (a non-GAAP measure), a 9% increase from the prior year period during which Resolute generated \$129.3 million of Adjusted EBITDA.

Midstream Transaction. In August 2016, Resolute consummated a series of related agreements with Caprock Midstream, LLC and its affiliates (Caprock), pursuant to which Resolute and Firewheel Energy, LLC (Firewheel), our existing minority interest holder in the Mustang area, sold the gas gathering and water handling systems currently operated by Resolute in the Appaloosa and Mustang project areas in Reeves County, Texas, for aggregate gross consideration of up to approximately \$120 million. The consideration is comprised of two components: 1) a \$50 million payment for the assets currently in place (of which approximately \$32 million went to Resolute) and 2) up to approximately \$70 million in earn-out payments tied to field drilling activity through 2020 that will deliver gas and produced water into the system. In connection with those transactions, Resolute also entered into fifteen year commercial agreements with Caprock for gas gathering and processing services and water handling and disposal services for all gas and water produced by Resolute in exchange for customary fees based on the volume of gas and water produced and delivered.

Delaware Basin Firewheel Acquisition. In October 2016, Resolute acquired from Firewheel certain Reeves County interests in the Delaware Basin, for consideration consisting of \$90 million in cash and 2,114,523

shares of Common Stock of the Company, issued to Firewheel (the Delaware Basin Firewheel Acquisition). The properties included 3,293 net acres in our Mustang operating area and interests in thirteen horizontal and fifteen vertical wells. The acquisition also included Firewheel's interest in future earn-out payments from Caprock under the earn-out agreement referred to above.

Preferred Stock Offering. The Delaware Basin Firewheel Acquisition was financed in part with proceeds received from a private offering of shares of 8 $\frac{1}{8}$ % Series B Cumulative Perpetual Convertible Preferred Stock of the Company, which also closed in October. The Company sold a total of 62,500 shares of the convertible preferred stock. Total net proceeds from the sale of the convertible preferred stock, before offering expenses, were approximately \$60.0 million.

Common Stock Offering. In December 2016, Resolute closed an underwritten public offering of 4,370,000 shares of its Common Stock. The Company's net proceeds from the offering, including as a result of the option exercise, after deducting fees and estimated expenses, were approximately \$160.9 million.

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Retirement of Second Lien Credit Facility. Prior to year-end, Resolute notified its second lien lenders that it would use the net proceeds from the Common Stock offering to repay in full the Company's second lien secured term loan. Subsequent to December 31, 2016, Resolute repaid all amounts outstanding on the Secured Term Loan Facility and terminated that agreement.

Debt Reduction and Liquidity Enhancement. By year-end 2016 our total net debt to Adjusted EBITDA ratio was 2.9x, with only \$10 million outstanding on our revolving credit facility, compared to a total net debt to Adjusted EBITDA ratio of 4.05x at year-end 2015.

Reverse Stock Split. In June 2016, Resolute filed a certificate of amendment to its certificate of incorporation to effect the previously-announced reverse stock split of the Company's Common Stock at a ratio of 1-for-5 (the Reverse Stock Split). The certificate of amendment also reduced the number of authorized shares of Common Stock from 225,000,000 to 45,000,000. The Reverse Stock Split, including the certificate of amendment, was approved by the Company's Board of Directors and by the stockholders at the Company's 2016 annual meeting of stockholders. The Company is now in compliance with all listing requirements of the NYSE. All historical share amounts disclosed in this proxy statement have been retroactively adjusted to reflect this Reverse Stock Split.

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Our Executive Compensation Practices

Below we highlight certain executive compensation practices, both the practices we have implemented to drive performance, and the practices we have not implemented because we do not believe they would serve our stockholders interests.

Compensation Best Practices Resolute Follows

Pay for Performance We tie pay to performance. A significant portion of total compensation to executives is not guaranteed. We have established clear financial goals for corporate performance and differentiate based on individual achievement. In establishing goals, we select performance metrics that drive both our short-term and long-term corporate strategy in accordance with our strategic plan.

Conservative Executive Compensation Increases Historically, the intent of the Committee is to provide overall increases in total compensation for the executives which are well within market appropriate ranges. For 2016, the Committee maintained certain significant downward adjustments to compensation as highlighted in the Executive Summary and also approved restoring base salary levels to 2014 levels.

Mitigate Undue Risk We mitigate undue risk associated with compensation, including utilizing caps on potential payments, retention provisions, multiple performance targets and robust board and management processes to identify risk.

Double Trigger All employment agreements and incentive award agreements for NEO's and other senior executives require a change in control followed by a termination of employment before cash severance benefits are triggered.

No Perquisites We do not provide perquisites to our executive officers. All other compensation values included in the Summary Compensation Table are related to cost of benefits.

Regular Review of Share Utilization We evaluate share utilization by reviewing overhang levels (dilutive impact of equity compensation on our shareholders) and annual run rates (the aggregate shares awarded as a percentage of total outstanding shares).

Equity Ownership Guidelines We require our directors and executive officers to acquire and maintain prescribed levels of ownership of our stock in order to align their interest with those of our stockholders.

No SERP Program We do not offer SERP's to our current executives.

Minimum Vesting Requirements We have instituted minimum vesting requirements for all equity-based compensation awards.

Independent Compensation Consulting Firm The Compensation Committee benefits from its utilization of an independent compensation consulting firm, Longnecker & Associates (L&A), which provides no other services to the Company.

Unfavored Practices Resolute Does Not Follow

No Excise Tax Gross-Ups Upon Change in Control

No Repricing of Underwater Stock Options

No Hedging Transactions or Short Sales by Executive Officers or Directors Permitted

No Guaranteed Bonus or Retention Bonus for Executive Officers

Severance multipliers not greater than 3x for any executive officer

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Resolute Pays for Performance

As stated above, the management team was able to deliver excellent strategic, operational and financial results in 2016 despite the challenging commodity price environment. In recognition of the relatively low commodity price environment, the Board determined in early 2016 that the reduced STI and LTI targets compensation amounts implemented in 2015 would remain in place for 2016.

When measuring the actual results of metrics specifically assigned to our annual STI program, overall performance was well above target on production and LOE (where performance exceeded stretch levels) and was within range for G&A expense and capital projects (where performance exceeded target levels) (see tables on pages 36 to 38 below). This resulted in an average Company metric performance of approximately 137.72%. The Compensation Committee and Board took this into account when assessing individual performance under our STI plan and determined that individual awards at target levels were appropriate. As a result, the CEO and NEOs were all awarded 140% of the targeted individual performance level. When combining both company and individual performance levels, STI awards to NEOs were paid out at 138.9% of target.

The Compensation Committee also took into account the fact that by the end of 2016 the marketplace began to recognize the extremely strong operational performance of the Company. As of fiscal year end, on one year and three year total shareholder return (TSR) bases relative to our 2016 Compensation Peer Group, the Company ranked at the 100th percentile and 63rd percentile, respectively. Our stock price began the year with a closing price on the NYSE of \$4.35 per share on December 31, 2015 and by December 31, 2016 had reached \$41.19 per share, an 847% increase.

Total 2016 CEO Compensation

The total 2016 compensation of our CEO and NEOs rose from 2015 levels but was still substantially below 2014 levels. Our CEO's total compensation was \$3,218,629 in 2016, up from \$2,059,388 in 2015, but significantly reduced from \$5,050,061 in 2014. This was a result of the restoration of 2016 base salaries to 2014 levels, and the continuation of significantly reduced 2016 STI and LTI target compensation amounts (as compared to 2014 levels) for our CEO and NEOs.

Realized Pay: CEO's Actual Compensation

The following is a chart of our CEO's reportable and realized compensation over time in relation to our stock price performance. For purposes of the following chart, reportable compensation generally refers to the total compensation reported in our Summary Compensation Table, and realized compensation generally refers to actual total pay realized by our CEO during relevant years. Our stock performance over 2012, 2013 and the first half of 2014 remained relatively flat, and realized CEO compensation as shown in the following chart likewise remained relatively flat, displaying good alignment between pay and performance. The extreme decline in our stock price caused by the deteriorating commodity price environment over the second half of 2014 and 2015 coincided with a significant reduction in realized CEO compensation for that same period, indicating very good alignment between pay and performance. The increase in reportable and realized CEO compensation in 2016 coincided with an 847% increase in our stock price over the course of 2016.

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Note: The CEO's realized compensation for the chart above include the restricted stock shares and the performance shares vested in each of the years and valued at the Company's year-end stock price. Stock prices charted above are as of December 31 of each year and adjusted for the Company's 5-1 reverse stock split implemented on June 8, 2016.

Realized Compensation Reflects Alignment with Stockholders

At Resolute, a substantial portion of the compensation granted by the Compensation Committee to the CEO and reported in the Summary Compensation Table represents an incentive for future performance, not current cash compensation. The following analysis demonstrates the link between performance and actual realized compensation. The table below sets forth the difference between pay shown in the Summary Compensation Table (Reported compensation) and the actual pay realized by the CEO for fiscal years 2011-2016 (Realized compensation):

Year of Compensation	Reported Total Direct Compensation	Realized Total Direct Compensation	% Difference in Realized Pay vs. Reported Pay
2016	\$3,248,629	\$2,407,710	-26%
2015	\$2,059,388	\$834,061	-59%
2014	\$5,050,061	\$1,392,206	-72%
2013	\$5,241,979	\$2,287,504	-56%
2012	\$2,705,088	\$2,183,598	-19%
2011	\$2,919,064	\$2,042,753	-30%

Realized compensation is different than Reported compensation as disclosed in the Summary Compensation Table below.

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Reported Total Direct Compensation is the total compensation based on the current SEC reporting rules applicable to the Summary Compensation Table disclosed by a Company. Reported compensation includes the grant date fair value of equity awards (*i.e.* restricted stock and performance shares), rather than the annual expense value or the actual value ultimately received by the executive.

Realized Total Direct Compensation is the total compensation actually received by the executive during the fiscal year, including base salary, the current bonus cash payout, market value as of December 31 of the applicable year of previously granted time-based restricted stock that vested in the current year, market value as of December 31 of the applicable year of previously awarded performance-based restricted stock that vested in the current year (if performance was actually achieved), and all other compensation amounts realized in the current year. This excludes the value of newly awarded/unvested restricted stock and performance share grants, and other amounts that will not actually be received until a future date.

A Realized compensation analysis measures cash compensation received, as well as the value of long-term compensation as it is earned, rather than the value at the time of the grant. The tables above illustrate the stark difference in reported pay versus realized pay for the CEO for calendar years 2011-2016. As the tables display, the actual compensation realized by Mr. Sutton was significantly less than the value reported in the Summary Compensation Table for those years where stock price performance was negative.

As Resolute is ultimately focused on the interests of the stockholders, the Realized compensation of the executive team, and in particular the CEO, is linked to the performance of the Company's TSR, the absolute stock price and other performance metrics as described in the summary of compensation components below. As such, we have provided the chart below which details Resolute's TSR in comparison to *reported* compensation and the compensation that was actually *realized* by the CEO in order to show that based on our compensation philosophy, the compensation plans are in alignment with stockholder return.

Note: The TSR for each year is the value of the stock performance between January 1 and December 31 of that year. The Realized total direct compensation for the chart above includes realized long-term incentive values based upon the number of time-vested and performance-vested shares that actually vested in each of the years at the year-end stock price for such year.

As the analyses above display, the executive compensation programs we have implemented appropriately align the compensation received by our CEO with the returns realized by our stockholders. During the periods

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where stockholder returns rose, both reported total direct compensation and realized total direct compensation rose. During the period where stockholder returns declined, reported total direct compensation and realized total direct compensation also declined. The unusual stock price decline resulting from the depressed commodity price environment in the second half of 2014 that continued through 2015 and into 2016 resulted in a significant decrease in the realized total direct compensation of the CEO. The realized compensation of the CEO is particularly relevant for 2014-2016 because it recognizes the impact of the significant stock price decline in the second half of 2014 and 2015, and the dramatic stock price increase in the second half of 2016 on the value of the compensation received by the CEO. We believe that this compensation history indicates appropriate pay for performance alignment.

Furthermore, our performance-based equity awards are structured such that if performance goals are not met, the performance shares and rights to earn outperformance share are forfeited. In 2015 and early 2016, performance-based equity awards that were granted in 2012 and 2013 were forfeited as a result of the performance goals set forth in those grants not being achieved. In early 2017, performance-based equity awards that were granted in 2014 vested, and a portion of the outperformance shares were earned, based on the strong stock price performance of the Company in 2016. As of the March 8, 2017 vesting date, the Company ranked in the 82nd percentile on a three year TSR compared to our 2014 TSR Peer Group. The following table displays the number of performance shares and rights to earn outperformance shares forfeited in early 2016 by each NEO and the number of performance shares vested and outperformance shares earned in early 2017 by each NEO. Based on these facts, we believe that the compensation programs are aligned with the interests of stockholders and motivate executives to focus on building long-term value for stockholders.

Executive**2013**