

Resolute Energy Corp
Form 8-K
October 01, 2009

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**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
FORM 8-K
CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934
Date of Report (Date of earliest event reported): September 25, 2009
RESOLUTE ENERGY CORPORATION
(Exact name of registrant as specified in its charter)**

Delaware
(State or other jurisdiction of
incorporation or organization)

001-34464
(Commission
File Number)

27-0659371
(I.R.S. Employer
Identification Number)

**1675 Broadway, Suite 1950
Denver, CO**
(Address of principal executive offices)

80202
(Zip Code)

Registrant's telephone number, including area code: **303-534-4600**

Not Applicable

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 2.01. Completion of Acquisition or Disposition of Assets.

On September 25, 2009, Resolute Energy Corporation (the Company) announced that it had closed the business combination transaction (the Transaction) contemplated by the Purchase and IPO Reorganization Agreement, dated as of August 2, 2009, by and among the Company, Hicks Acquisition Company I, Inc. (HACI), Resolute Holdings Sub, LLC, Resolute Subsidiary Corporation, Resolute Aneth, LLC, Resolute Holdings, LLC, and HH-HACI, L.P., as amended (the Acquisition Agreement). As a result of the Transaction, HACI became a wholly-owned subsidiary of the Company. A description of the Acquisition and the Acquisition Agreement is included in the definitive proxy statement/prospectus (the Proxy Statement/Prospectus) included in the Company s Registration Statement on Form S-4, declared effective by the SEC on September 14, 2009, beginning on page 99 and page 127, respectively, which information is incorporated herein by reference.

Disclosure responsive to Item 2.01(b) through (e) of Form 8-K is included in the Proxy Statement/Prospectus under Resolute s Business beginning on page 201, HACI s Business beginning on page 153, The Acquisition beginning on page 99 and The Acquisition Agreement beginning on page 127, which information is incorporated herein by reference.

Business

A description of the Company s and HACI s business is included in the Proxy Statement/Prospectus under Resolute s Business beginning on page 201 and HACI s Business beginning on page 153, which information is incorporated herein by reference.

Risk Factors

Certain risks associated with the business of the Company and HACI are described under Risk Factors beginning on page 46 of the Proxy Statement/Prospectus, which information is incorporated herein by reference.

Financial Information

Certain financial information related to the Company and HACI is included in the Proxy Statement/Prospectus under Selected Historical Financial Information of the Company on page 145, Selected Historical Financial Information of HACI beginning on page 146, Management s Discussion and Analysis of Financial Condition and Results of Operations of Resolute beginning on page 176 and Management s Discussion and Analysis of Financial Condition and Results of Operations of HACI beginning on page 148, which information is incorporated herein by reference.

Properties

Information regarding the properties of the Company is included in the Proxy Statement/Prospectus under Resolute s Business beginning on page 201, which information is incorporated herein by reference.

Security Ownership of Certain Beneficial Owners and Management

The following table sets forth information known to the Company regarding the beneficial ownership of the Company s common stock immediately following the consummation of the Transaction by: (i) each person known by the Company to be the beneficial owner of more than 5% of the outstanding shares of the Company s common stock; (ii) each of the Company s executive officers and directors; and (iii) all

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executive officers and directors of the Company as a group. Several entities reported beneficial ownership of more than 5% of the outstanding shares of common stock of HACI prior to the Transaction. See Beneficial Ownership of Securities in the Proxy Statement/Prospectus beginning on page 246. Until such entities file reports on Schedule 13D or 13G with the Securities and Exchange Commission, the Company is not able to determine whether such entities own more than 5% of the Company's outstanding common stock following the consummation of the Transaction.

	Shares of Company Common Stock Beneficially Owned After the Transaction	
	Number	Percentage(1)
HH-HACI, L.P.(2)	11,002,367(3)	19.0%
Thomas O. Hicks(4)(5)	11,002,367(3)	19.0%
Resolute Holdings, LLC(6)(7)	12,718,433(8)	22.9%
William H. Cunningham(5)	32,325(9)	*
Thomas O. Hicks, Jr.(5)		
Robert M. Swartz(5)		
Nicolas J. Sutton(5)(6)(7)(10)		
James M. Piccone(5)(6)(7)(10)		
Richard F. Betz(6)(7)(10)		
Dale E. Cantwell(6)(7)(10)		
Theodore Gazulis(6)(7)(10)		
Janet W. Pasque(6)(7)(10)		
Kenneth A. Hersh(5)(6)		
Richard L. Covington(5)(6)		
William J. Quinn(5)(6)		
All directors and executive officers as a group (12 persons)	32,325(9)	*

* Less than 1%

(1) Based upon 53,154,883 shares of Company Common Stock outstanding as of the closing of the Transaction, after taking into consideration the conversion of 11,592,084 shares of HACI Common Stock and the retirement of 7,503,133 shares of HACI Common Stock purchased by

HACI and retired in connection with the Transaction. Includes (i) 200,000 shares of Company Common Stock issued or issuable to Company employees pursuant to retention bonus awards and (ii) 3,250,000 shares of Company Common Stock that are held by HH-HACI, L.P. (the *Sponsor*) and Resolute Holdings, LLC subject to forfeiture unless at any time prior to five years from the closing of the Transaction, either (x) the closing sale price of the Company Common Stock exceeds \$15.00 per share for 20 trading days in any 30 trading day period beginning 90 days after the closing of the Transaction, or (y) a Change in Control Event occurs in which Company Common Stock

is valued at greater than \$15.00 per share (the **Company Earnout Shares**). Until forfeited, Company Earnout Shares will vote but will not participate in dividends and distributions. Excludes (i) 27,600,000 shares of Company Common Stock subject to purchase at any time upon exercise of warrants to purchase Company Common Stock at an exercise price of \$13.00 per share for five years from the Transaction (**Public Warrants**), (ii) 7,000,000 warrants to purchase Company Common Stock at a price of \$13.00 per share that are currently exercisable (**Company Sponsors Warrants**), (iii) 13,800,000 warrants to purchase Company

Common Stock
at a price of
\$13.00 per share
that will be
exercisable at
any time prior to
five years from
the closing of
the Transaction
in the event that
the closing sale
price of the
Company
Common Stock
exceeds \$13.75
per share for 20
trading days in
any 30 trading
day period
beginning
90 days after the
closing of the
Transaction
(*Company*
Founders

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- Warrants*), and
(iv) up to
2,657,744
shares reserved
for issuance
under
Company's 2009
Performance
Incentive Plan.
- (2) The address of
the holder is 100
Crescent Court,
Suite 1200,
Dallas, Texas
75201.
- (3) Includes
1,827,700
Company
Earnout Shares
and 4,666,667
Company
Sponsors
Warrants to
purchase
Company
Common Stock
at a price of
\$13.00 per share
that are
currently
exercisable.
Excludes
9,016,000
Company
Founders
Warrants to
purchase
Company
Common Stock
at a price of
\$13.00 per share
that will be
exercisable as
described in
Note 1 above.
- (4)

Thomas O. Hicks is HACS Chairman of the Board and the sole member of HH-HACI GP, LLC, the general partner of HH-HACI, L.P. (the

Sponsor), and may be considered to have beneficial ownership of the Sponsor's interests in the Company.

Mr. Hicks has designated Thomas O. Hicks, Jr. to be a director of the Company after the closing of the Transaction.

Mr. Hicks disclaims beneficial ownership of any shares of Company Common Stock in which he does not have a pecuniary interest.

Mr. Hicks address is c/o Hicks Holdings LLC, 100 Crescent Court, Suite 1200, Dallas, Texas 75201.

(5) Directors of the Company.

(6) The address of Resolute

Holdings, LLC
is 1675
Broadway,
Suite 1950,
Denver,
Colorado
80202. Natural
Gas Partners
VII, L.P. and
NGP-VII
Income
Co-Investment
Opportunities,
L.P. (*Co-Invest*,
and collectively
with Natural
Gas Partners,
VII, L.P.,
*Natural Gas
Partners*) have
an
approximately
71%
membership
interest in
Company
Holdings, LLC,
subject to
certain
adjustments in
the future that
could decrease
such interest.
Nicholas J.
Sutton, James
M. Piccone,
Richard F. Betz,
Dale E.
Cantwell,
Theodore
Gazulis and
Janet W. Pasque
collectively
have an
approximate
26%
membership
interest in
Resolute
Holdings, LLC.
Certain other

employees, and former employees, of Resolute Holdings, LLC and its affiliates collectively own an approximate 3% membership interest in Resolute Holdings, LLC, all of which are subject to certain adjustments in the future that could increase such interests. None of such persons holds more than a 10% membership interest in Resolute Holdings, LLC. In addition, Messrs. Sutton, Piccone, Kenneth A. Hersh, Richard L. Covington and William J. Quinn serve as directors of Resolute Holdings, LLC. G.F.W. Energy VII, L.P. is the sole general partner of Natural Gas Partners VII, L.P. and GFW VII, L.L.C. is the sole general partner of G.F.W. Energy VII, L.P. Natural Gas

Partners VII,
L.P. owns NGP
Income
Management,
L.L.C., which is
the sole general
partner of
Co-Invest.
G.F.W. Energy
VII, L.L.C. may
be deemed to
beneficially own
any Company
Common Stock,
Company
Earnout Shares,
Company
Sponsors
Warrants and
Company
Founders
Warrants issued
to Resolute
Holdings, LLC
in connection
with the
Transaction and
that may be
attributable to
Natural Gas
Partners.
Kenneth A.
Hersh, who is a
member of
GFW VII,
L.L.C., may
also be deemed
to share the
power to vote,
or to direct the
vote, and to
dispose of, or to
direct the
disposition of,
Company
Common Stock,
Company
Earnout Shares,
Company
Sponsors
Warrants and

Company
Founders
Warrants.
Mr. Hersh
disclaims any
beneficial
ownership of
Company
Common Stock,
Company
Earnout Shares,
Company
Founders
Warrants and
Company
Sponsors
Warrants which
he may be
deemed to have
by virtue of his
relationship
with GFW VII,
L.L.C. Because
none of
Messrs. Sutton,
Piccone, Betz,
Cantwell,
Gazulis, Hersh,
Covington or
Quinn, or
Ms. Pasque, will
have the power
to vote, or to
direct the vote,
or to dispose of,
or direct the
disposition of
the Company
Common Stock,
Company
Earnout Shares,
Company
Founders
Warrants and
Company
Sponsors
Warrants owned
by Resolute
Holdings, LLC,
each of such
persons

disclaims
beneficial
ownership of
such Company
Common Stock,
Company
Earnout Shares,
Company
Founders
Warrants and
Company
Sponsors
Warrants. The
address of
Natural Gas
Partners is 125
E. John
Carpenter Fwy.,
Suite 600,
Irving, Texas
75062.

- (7) Resolute
Holdings, LLC
is the record and
beneficial owner
of the Company
Common Stock,
Company
Earnout Shares,
Company
Sponsors
Warrants and
Company
Founders
Warrants, but
may, in the
discretion of the
board of
directors of
Resolute
Holdings, LLC,
distribute
Company
Common Stock
to members of
Resolute
Holdings, LLC
following the
Transaction pro
rata in

accordance with
their
membership
interests in
Resolute
Holdings, LLC.

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- (8) Includes
(i) 9,000,100
shares of
Company
Common Stock,
(ii) 2,333,333
Company
Sponsors
Warrants to
purchase
Company
Common Stock
at a price of
\$13.00 per share
that are
currently
exercisable, and
(iii) 1,385,000
Company
Earnout Shares,
which are
subject to
forfeitures as
described in
Note 1 above.
Excludes
4,600,000
Company
Founders
Warrants to
purchase
Company
Common Stock
at a price of
\$13.00 per share
that will be
exercisable as
described in
Note 1 above.
- (9) Includes 9,325
Company
Earnout Shares.
Excludes 46,000
Company
Founders
Warrants to
purchase
Company

Common Stock
at a price of
\$13.00 per share
that will be
exercisable as
described in
Note 1 above.

- (10) Executive
officers of the
Company.

Directors and Executive Officers

Effective upon the closing of the Transaction, the following persons are officers of the Company: Nicholas J. Sutton, Chief Executive Officer; James M. Piccone, President, General Counsel and Secretary; Richard F. Betz, Senior Vice President, Business Development; Dale E. Cantwell, Senior Vice President, Operations; Theodore Gazulis, Senior Vice President and Chief Financial Officer; and Janet W. Pasque, Senior Vice President, Land and Development.

Effective upon the closing of the Transaction, the following persons are the members of the Company's board of directors: Nicholas J. Sutton, James M. Piccone, Kenneth A. Hersh, Richard L. Covington, William J. Quinn, William H. Cunningham, Thomas O. Hicks, Jr., Robert M. Swartz and James E. Duffy.

Information regarding the directors and executive officers of the Company following the consummation of the Transaction is included in the Proxy Statement/Prospectus under "The Company Executive Officers, Directors, Executive Compensation and Corporate Governance" beginning on page 232 and, as applicable, "HACI Executive Officers, Directors, Executive Compensation and Corporate Governance" beginning on page 161, and information regarding certain relationships and related transactions relative to the foregoing persons, to the extent applicable, is included in the Proxy Statement/Prospectus under "Certain Relationships and Related Transactions - Resolute Related Person Transactions" beginning on page 252, which information is incorporated herein by reference.

Executive Compensation

Information regarding director and executive officer compensation of the Company is included in the Proxy Statement/Prospectus under "The Company Executive Officers, Directors, Executive Compensation and Corporate Governance" beginning on page 232, and information regarding the compensation of HACI's directors and executive prior to the completion of the Transaction is included under "HACI's Executive Officers, Directors, Executive Compensation and Corporate Governance" on page 161, which information is incorporated herein by reference.

Certain Relationships and Related Transactions, and Director Independence

Information regarding certain relationships and related transactions relating to HACI and the Company is included in the Proxy Statement/Prospectus under "Certain Relationships and Related Transactions" beginning on page 252, which information is incorporated herein by reference. Information regarding director independence is included in the Proxy Statement/Prospectus under "The Company Executive Officers, Directors, Executive Compensation and Corporate Governance" beginning on page 232, which information is incorporated herein by reference.

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Legal Proceedings

Information regarding certain legal proceedings relating to the Company is included in the Proxy Statement/Prospectus under Resolute's Business Legal Proceedings beginning on page 230, which information is incorporated herein by reference.

Market Price of and Dividends on the Registrant's Common Equity and Related Stockholder Matters

Historical market price information regarding the Company's securities is not provided because prior to the Transaction, there was no public market for the Company's securities.

Recent Sales of Unregistered Securities

Not applicable.

Description of Company's Securities

A description of the Company's common stock and other securities is included in the Proxy Statement/Prospectus under Description of Securities beginning on page 257, which information is incorporated herein by reference.

Indemnification of Directors and Officers

Contemporaneously with the closing of the Transaction, the Company entered into an indemnification agreement with each of its directors and executive officers pursuant to which the Company generally agreed to indemnify, and advance expenses to, such individuals in connection with claims brought against them in their capacities as officers and directors of the Company to the maximum extent permitted under Delaware law. The preceding summary of the indemnification agreements is qualified in its entirety by reference to the complete text of the form of agreement, which was filed as Exhibit 10.8 to the Registration Statement on Form S-4 that includes the Proxy Statement/Prospectus.

Additional information regarding indemnification of directors and officers of the Company is included in the Proxy Statement/Prospectus under Certain Relationships and Related Transactions Indemnification Agreements on page 254, which information is incorporated herein by reference.

Financial Statements, Supplementary Data and Exhibits

Financial information relating to the Company and HACI is included in the Proxy Statement/Prospectus under Financial Statements beginning on page F-1, which information is incorporated herein by reference. All exhibits required to be filed pursuant to Regulation S-K 601 hereto were filed as exhibits to the Registration Statement on Form S-4 that includes the Proxy Statement/Prospectus and are incorporated herein by reference.

Changes in and Disagreements with Accountants on Accounting and Financial Disclosure

Not applicable.

Item 5.01. Changes in Control of Registrant.

The information set forth in Item 2.01 is incorporated herein by reference.

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Item 5.06. Change in Shell Company Status.

To the extent applicable, the information set forth in Item 2.01 and the information set forth in the Proxy Statement/Prospectus under *The Acquisition* beginning on page 99 and *The Acquisition Agreement* beginning on page 127, is incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.

(a) and (b) Financial Statements

Information responsive to Item 9.01(a) and (b) of Form 8-K is set forth in the financial statements included in Proxy Statement/Prospectus beginning on page F-1, and under *Selected Historical and Unaudited Pro Forma Financial Information of Resolute and Resolute Energy Corporation* beginning on page 169, which information is incorporated herein by reference.

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SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: October 1, 2009

RESOLUTE ENERGY CORPORATION

By: /s/ James M. Piccone
James M. Piccone
President