

Resolute Energy Corp
Form 3
February 16, 2010

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

(Print or Type Responses)

| | | | | | | |
|---|---------|----------|--------------------------------------|--|---|--|
| 1. Name and Address of Reporting Person * | | | 2. Date of Event Requiring Statement | | 3. Issuer Name and Ticker or Trading Symbol | |
| Â Natural Gas Partners VII, L.P. | | | (Month/Day/Year) | | Resolute Energy Corp [REN] | |
| (Last) | (First) | (Middle) | 12/21/2009 | | 4. Relationship of Reporting Person(s) to Issuer | |
| 125 E. JOHN CARPENTER FWY., Â SUITE 600 | | | | | 5. If Amendment, Date Original Filed(Month/Day/Year) | |
| (Street) | | | | | (Check all applicable) | |
| IRVING, Â TX Â 75062 | | | | | 6. Individual or Joint/Group Filing(Check Applicable Line) | |
| (City) | (State) | (Zip) | | | <input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) | |
| | | | | | <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person | |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|------------------------------------|--|---|---|
| Common Stock | 6,276,166 ⁽¹⁾ | D | Â |
| Common Stock | 289,719 ⁽¹⁾ | I | See Footnote ⁽²⁾ ⁽⁸⁾ |
| Common Stock | 1,385,100 | I | See Footnote ⁽³⁾ ⁽⁴⁾ ⁽⁸⁾ |

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying | 4. Conversion | 5. Ownership | 6. Nature of Indirect Beneficial |
|---------------------------------|---|--|---------------|--------------|----------------------------------|
|---------------------------------|---|--|---------------|--------------|----------------------------------|

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| (Instr. 4) | | | Derivative Security (Instr. 4) | | or Exercise Price of Derivative Security | Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5) | Ownership (Instr. 5) |
|---|---------------------|---------------------------|-----------------------------------|----------------------------------|---|--|---|
| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | |
| Common Stock Warrants (right to buy) | Â ⁽⁵⁾ | 09/25/2014 ⁽⁵⁾ | Common Stock | 4,600,000 | \$ 13 | I | See Footnote ⁽⁷⁾ <u>(8)</u> |
| Common Stock Warrants (right to buy) | 09/25/2009 | 09/25/2014 ⁽⁶⁾ | Common Stock | 2,333,333 | \$ 13 | I | See Footnote ⁽⁷⁾ <u>(8)</u> |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Natural Gas Partners VII, L.P. 125 E. JOHN CARPENTER FWY., SUITE 600 IRVING, TX 75062 | Â | Â X | Â | Â |

Signatures

Natural Gas Partners VII, L.P., by GFW Energy VII, L.P., general partner, by GFW VII, L.L.C., general partner, by /s/ Kenneth A. Hersh, authorized member

02/16/2010

**Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) Resolute Holdings, LLC ("Resolute") distributed these shares of common stock ("Common Stock") of Resolute Energy Corporation (the "Issuer") to its members pro rata for no consideration (the "Distribution"), at which time the reporting person became the beneficial owner of more than 10% of the outstanding shares of Common Stock of the Issuer.

(2) These shares of Common Stock were distributed by Resolute in connection with the Distribution and are owned directly by NGP-VII Income Co-Investment Opportunities, L.P. ("Co-Invest"). The reporting person owns 100% of NGP Income Management, L.L.C., which is the sole general partner of Co-Invest. The reporting person may be deemed to be the indirect beneficial owner of the Common Stock owned by Co-Invest.

(3) In the Distribution, Resolute distributed 9,000,000 shares of Common Stock to its members. Resolute retained 1,385,100 shares of Common Stock, 1,385,000 of which are subject to forfeiture unless at any time prior to five years from September 25, 2009, the closing date (the "Closing Date") of the acquisition pursuant to that certain Purchase and IPO Reorganization Agreement as amended (the "Acquisition"), among the Issuer, Hicks Acquisition Company I, Inc., Resolute and others and registered in the Issuer's Form S-4 Registration Statement (333-161076), either (a) the closing sale price of Common Stock exceeds \$15.00 per share for 20 trading days in any 30 day trading period beginning 90 days after the Closing Date, or (b) a change in control event occurs in which Common Stock is valued at greater than \$15.00 per share. (Continued in footnote 4)

(4) The reporting person owns a majority of the outstanding membership interests of Resolute and may be deemed to be the indirect beneficial owner of the Common Stock owned by Resolute.

(5) These Common Stock Warrants are exercisable for Common Stock at a price of \$13.00 per share at any time after the closing price of Common Stock exceeds \$13.75 for any 20 days within any 30 day trading period beginning 90 days after the Closing Date and ending on the date that is five years from the Closing Date.

(6) These Common Stock Warrants are exercisable for Common Stock at a price of \$13.00 per share commencing on the Closing Date and ending five years from the Closing Date.

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- (7) These Common Stock Warrants are directly owned by Resolute. The reporting person owns a majority of the outstanding membership interests of Resolute and may be deemed to be the indirect beneficial owner of the Common Stock Warrants owned by Resolute.

- The reporting person disclaims beneficial ownership of the reported securities except to the extent of its pecuniary interest therein, and
- (8) this report shall not be deemed an admission that the reporting person is the beneficial owner of the reported securities for purposes of Section 16 or for any other purpose.

Â

Remarks:

24Â -Â PowerÂ ofÂ AttorneyÂ ofÂ NaturalÂ GasÂ PartnersÂ VII,Â L.P

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.

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