

Resolute Energy Corp  
Form 4  
March 03, 2014

**FORM 4**

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

Check this box  
if no longer  
subject to  
Section 16.  
Form 4 or  
Form 5  
obligations  
may continue.  
See Instruction  
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF  
SECURITIES**

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

## OMB APPROVAL

OMB  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**BRADY BOB D JR**

(Last) (First) (Middle)

**1675 BROADWAY, SUITE 1950**

(Street)

**DENVER, CO 80202**

(City) (State) (Zip)

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

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

**02/27/2014**

4. If Amendment, Date Original  
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_\_\_X\_\_\_\_ Officer (give title below) \_\_\_\_ Other (specify below)

Vice President - Operations

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_\_\_X\_\_\_\_ Form filed by One Reporting Person  
\_\_\_\_ Form filed by More than One Reporting  
Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	02/27/2014		A	(A) or (D) 52,204 (1)	\$ 0 208,595 (2)	D	

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

**Persons who respond to the collection of  
information contained in this form are not  
required to respond unless the form  
displays a currently valid OMB control  
number.**

SEC 1474  
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

## Edgar Filing: Resolute Energy Corp - Form 4

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount Underlying Security (Instr. 3 and 4)	Amount or Number of Shares
Performance Share Rights	(3)	02/27/2014		A	17,401	03/08/2015 03/08/2017	Common Stock	17,401

## Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
BRADY BOB D JR 1675 BROADWAY, SUITE 1950 DENVER, CO 80202	Vice President - Operations

## Signatures

/s/ James M. Piccone Attorney-in-Fact For Bob D.  
Brady, Jr. 03/03/2014

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

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

- This restricted stock was granted pursuant to the Issuer's 2009 Performance Incentive Plan. The Reporting Person's interests in the Restricted Stock will vest pursuant to the vesting schedule set forth in the Equity Incentive Grant Agreement dated February 27, 2014.
- (1) Pursuant to the Agreement, 34,803 total shares will vest by the passage of time ("Time Vested Shares") and 17,401 shares will vest upon achievement of specified thresholds of cumulative total shareholder return (TSR) compared to the cumulative TSR of a certain peer group of companies ("Performance Vested Shares") in three annual installments commencing March 8, 2015 through March 8, 2017.
  - (2) Includes 140,118 shares of restricted stock subject to Time- and Performance- Vesting criteria, which vest in accordance with such criteria through March 8, 2017.
  - (3) Each Performance Share Right represents a right to receive up to the target number of shares of the Issuer's common stock (Outperformance Shares). Outperformance Shares will be issued only upon achievement of specified thresholds of cumulative TSR compared to the cumulative TSR of a certain peer group of companies. Potential earning dates for such shares will occur in three annual installments commencing March 8, 2015 through March 8, 2017.
  - (4) Includes 17,084 Performance Share Rights awarded in 2013 with potential earning dates in three annual installments commencing March 8, 2014 through March 8, 2016.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.