

Resolute Energy Corp
Form 4
February 09, 2017

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
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(Print or Type Responses)

1. Name and Address of Reporting Person *
STEFANOUDAKIS MICHAEL

(Last) (First) (Middle)

1700 LINCOLN STREET, SUITE
2800

(Street)

DENVER, CO 80203

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

Resolute Energy Corp [REN]

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

02/07/2017

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 ____ Other (specify
below) below)

See Remarks

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	02/07/2017		A	(A) or (D) 32,127 (1)	\$ 0 75,500 (2)	D (3)	

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
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SEC 1474
(9-02)

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

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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)
				Code V (A) (D)		Date Exercisable Expiration Date	Title Amount or Number of Shares
Performance Share Rights	(4)	02/07/2017		A	16,063	03/08/2018 03/08/2020	Common Stock 16,0

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
STEFANOUDAKIS MICHAEL 1700 LINCOLN STREET, SUITE 2800 DENVER, CO 80203	See Remarks

Signatures

/s/ Michael N.
Stefanoudakis 02/09/2017

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 7, 2017.
- (1) Pursuant to the Agreement, 16,064 total shares will vest by the passage of time ("Time Vested Shares") and 16,063 shares will vest upon achievement of specified thresholds of cumulative total shareholder return (TSR) compared to certain peers ("Performance Vested Shares") in three annual installments commencing March 8, 2018 through March 8, 2020.
- (2) Includes 41,407 shares of restricted stock subject to Time- and Performance- Vesting criteria, which vest in annual installments in accordance with such criteria through March 8, 2020.
- (3) Includes 11,000 shares held by the Reporting Person in an IRA account.
- Each Performance Share Right represents a right to receive the target number of shares of the Issuer's common stock. The Performance
- (4) Share Rights vest upon achievement of specified thresholds of cumulative TSR compared to certain peers. Vesting will occur in three annual installments commencing March 8, 2018 through March 8, 2020.

Remarks:

Exec. VP, General Counsel & Secretary

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.