#### SUTTON NICHOLAS J

Form 4 March 05, 2019

# FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB APPROVAL** OMB

Number:

3235-0287

Expires:

5 Relationship of Reporting Person(s) to

January 31, 2005

0.5

Estimated average burden hours per

response...

if no longer subject to Section 16. Form 4 or Form 5 obligations

Check this box

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

2 Jaguar Nama and Tiakar or Tradina

may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

Stock

(Print or Type Responses)

1. Name and Address of Reporting Person \*

SUTTON NICHOLAS J			Symbol  Cimerary Resolute LLC IDENI					Issuer			
			Cimarex Resolute LLC [REN]					(Check all applicable)			
(Last)	(First)	(Middle)	3. Date of	Earliest Tr	ansaction						
			(Month/D	ay/Year)				_X_ Director		Owner	
1700 LINCOLN STREET, SUITE 2800			03/01/20	03/01/2019				_X_ Officer (give below)	below)		
2000								Exec	utive Chairman		
(Street)			4. If Amendment, Date Original					6. Individual or Joint/Group Filing(Check			
			Filed(Mon	th/Day/Year	)			Applicable Line) _X_ Form filed by 0			
DENVER,	CO 80203							Form filed by M Person	Iore than One Re	porting	
(City)	(State)	(Zip)	Table	e I - Non-D	erivative Se	curiti	es Acqı	iired, Disposed of	f, or Beneficial	ly Owned	
1.Title of	2. Transaction I	Date 2A. Dee	emed	3.	4. Securitie	s Acq	uired	5. Amount of	6. Ownership	7. Nature of	
Security	(Month/Day/Ye	ar) Execution	on Date, if	Transactio	on(A) or Disp	osed o	of (D)	Securities	Form: Direct	Indirect	
(Instr. 3)		any		Code	(Instr. 3, 4	and 5)		Beneficially	(D) or	Beneficial	
		(Month/	/Day/Year)	(Instr. 8)				Owned	Indirect (I)	Ownership	
								Following Reported	(Instr. 4)	(Instr. 4)	
						(A)		Transaction(s)			
				G 1 W		or	ъ.	(Instr. 3 and 4)			
C				Code V	Amount	(D)	Price	,			
Common	03/01/2019			D	372,790	D	(2) (3)	0	D		

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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

### Edgar Filing: SUTTON NICHOLAS J - 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. Transactio Code (Instr. 8)	Securi Acquii Dispos		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amoun Underlying Securiti (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amou Numl Share
Performance Share Rights	<u>(4)</u>	03/01/2019		D	(	6,548 <u>(5)</u>	<u>(5)</u>	03/08/2020	Common Stock	6,54
Performance Share Rights	<u>(6)</u>	03/01/2019		D		11,866 (5)	<u>(5)</u>	03/08/2021	Common Stock	11,
Stock Appreciation Rights	\$ 2.915	03/01/2019		D	4	422,429	<u>(7)</u>	<u>(8)</u>	Common Stock	422,
Employee Stock Option (right to buy)	\$ 6.75	03/01/2019		D		73,140	<u>(9)</u>	05/04/2025	Common Stock	73,
Employee Stock Option (right to buy)	\$ 2.915	03/01/2019		D		144,350	<u>(9)</u>	02/17/2026	Common Stock	144,

# **Reporting Owners**

Reporting Owner Name / Address	Relationships							
	Director	10% Owner	Officer	Other				
SUTTON NICHOLAS J 1700 LINCOLN STREET SUITE 2800 DENVER, CO 80203	X		Executive Chairman					

## **Signatures**

Reporting Person

/s/ Nicholas J.
Sutton

\*\*Signature of 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).
- Includes 36,400 shares of Resolute restricted stock, including shares surrendered to Resolute Energy Corporation ("Resolute") to cover tax withholding obligations of the Reporting Person pursuant to Resolute's 2009 Performance Incentive Stock Plan (the "Incentive Plan") upon the vesting of the Resolute restricted stock that vested pursuant to the Merger Agreement (as defined in footnote 2) as described in footnote 2. Also includes 94,150 shares held by the Reporting Person in an IRA account and 242,240 shares held in revocable trusts.

Reporting Owners 2

### Edgar Filing: SUTTON NICHOLAS J - Form 4

Pursuant to the Agreement and Plan of Merger (the "Merger Agreement"), dated as of November 18, 2018, by and among Resolute, Cimarex Energy Co. ("Cimarex") and two direct wholly owned subsidiaries of Cimarex, at the effective time of the merger (the "Effective Time"), each share of Resolute's common stock, par value \$0.0001 per share, held by the Reporting Person converted into, at such Reporting Person's election, (i) an amount in cash equal to \$14.00, without interest, and 0.2366 shares of common stock of Cimarex, par value \$0.01 per share; (ii) an amount of cash equal to \$35.00, without interest; or (iii) 0.3943 shares of Cimarex common stock, subject to proration as provided in the Merger Agreement (the "Merger Consideration").

- Pursuant to the Merger Agreement, immediately prior to the Effective Time, each Resolute restricted share held by the
  Reporting Person became fully vested and all restrictions thereon lapsed (with any performance-based vesting deemed satisfied at the maximum level), and the Reporting Person had the right to receive the Merger Consideration in the form set forth in their election (less required withholdings), subject to the proration procedures.
- Each Resolute performance share right represents a right to receive the target number of shares of Resolute's common stock.

  The Resolute performance share rights vest upon achievement of specified thresholds of cumulative total shareholder return (TSR) compared to certain peers. Vesting occurs in three annual installments commencing March 8, 2018 through March 8, 2020
- Pursuant to the Merger Agreement, immediately prior to the Effective Time, each Resolute performance share right held by the Reporting Person became fully vested and earned (with any performance-based vesting deemed satisfied at the maximum level), and automatically cancelled and converted into the right of the Reporting Person to receive the Merger Consideration in the form set forth in their election (less required withholdings), subject to the proration procedures. Includes shares surrendered to Resolute to cover tax withholding obligations of the Reporting Person pursuant to the Incentive Plan upon the vesting of the Resolute performance share rights that vested pursuant to the Merger Agreement as described in footnote 2.
- Each Resolute performance share right represents a right to receive the target number of shares of Resolute's common stock.

  The Resolute performance share rights vest upon achievement of specified thresholds of cumulative TSR compared to certain peers. Vesting occurs in three annual installments commencing March 8, 2019 through March 8, 2021.
- Pursuant to the Merger Agreement, immediately prior to the Effective Time, each outstanding Resolute stock appreciation right (SAR) became fully vested (to the extent not already vested) and automatically cancelled and converted into the right to receive an amount in cash equal to (i) the total number of shares of Resolute common stock subject to such Resolute SAR immediately prior to the effective time multiplied by (ii) the excess of (A) \$35.00 minus (B) \$2.915 (less any required withholdings).
- Each Resolute SAR will terminate and may no longer be exercised upon the earlier to occur of (i) discontinuance of the reporting person's services (other than qualified retirement), or (ii) upon expiration of the SAR agreement on February 17, 2026.
  - Pursuant to the Merger Agreement, immediately prior to the Effective Time, each outstanding option to purchase shares of Resolute's common stock became fully vested (to the extent not already vested) and automatically cancelled and converted into the right of the Reporting Person to receive the Merger Consideration (in the form set forth in their election and subject to the proration procedures) based on the excess of (i) \$35.00 minus (ii) \$6.75 or \$2.915, as applicable (less required withholdings). Includes shares surrendered to Resolute to cover the exercise price and tax withholding obligations of the Reporting Person pursuant to the Incentive Plan upon the vesting of 217,490 options to purchase shares of Resolute's common stock that vested pursuant to the Merger Agreement as described in footnote 2.

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.

**(9)**