

Resolute Energy Corp  
 Form 3  
 July 03, 2013

**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 WEINBERG ELI J                          |         | (Month/Day/Year)                     | Resolute Energy Corp [REN]   |  |
| (Last)                                    | (First) | 07/01/2013                           | 4. Relationship of Reporting Person(s) to Issuer                       | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| 591 REDWOOD HIGHWAY ,                     |         |                                      | (Check all applicable)   |  |
| SUITE 3215                                |         |                                      | <input type="checkbox"/> Director                                      | <input checked="" type="checkbox"/> 10% Owner        |
| (Street)                                  |         |                                      | <input type="checkbox"/> Officer                                       | <input type="checkbox"/> Other                       |
| MILL VALLEY,Â CAÂ 94941                   |         |                                      | (give title below)   | (specify below)                                      |
| (City)                                    | (State) | (Zip)                                | 6. Individual or Joint/Group Filing(Check Applicable Line)             |  |
|   |         |                                      | <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                    | 17,112,010  | I <u>(1)</u> <u>(2)</u> <u>(3)</u>                       | See footnotes   |

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 (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|--|--|---|
|  |  | Title   |  |  |   |

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|             |            |           |             |
|-------------|------------|-----------|-------------|
| Date        | Expiration | Amount or | or Indirect |
| Exercisable | Date       | Number of | (I)         |
|             |            | Shares    | (Instr. 5)  |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| WEINBERG ELI J<br>591 REDWOOD HIGHWAY , SUITE 3215<br>MILL VALLEY, CA 94941 | X             | X         | X       | X     |

## Signatures

Kim M. Silva, 07/03/2013  
Attorney-in-fact

\*\*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) This form is being filed as part of an internal restructuring that occurred on July 1, 2013 in which Eli J. Weinberg ("EJW") became, for purposes of Section 13D of the Securities and Exchange Act of 1934, an additional controlling person of SPO Advisory Corp. ("SPO Corp."), which also involved the John H. Scully Living Trust ("JHS Trust") and the Edward & Elizabeth McDermott Trust ("EHM Trust"). As a result of his becoming an additional controlling person, EJW may be deemed to form a "group" together with (i) SPO Partners II, L.P. ("SPO Partners") and San Francisco Partners, L.P. ("SF Partners"), (ii) SPO Advisory Partners, L.P. ("SPO Advisory"), the sole general partner of SPO Partners, (iii) SF Advisory Partners, L.P. ("SF Advisory"), the sole general partner of SF Partners, (iv) SPO Corp., the sole general partner of SPO Advisory and SF Advisory, (v) John H. Scully ("JHS"), Edward H. McDermott ("EHM"), and EJW, the three controlling persons of SPO Corp.
- (2) 16,438,110 shares of the issuer's common stock are owned directly by SPO Partners and may be deemed to be indirectly beneficially owned by (i) SPO Advisory, (ii) SPO Corp. and (iii) JHS, EHM and EJW. Additionally 673,900 shares are owned directly by SF Partners, and may be deemed to be indirectly beneficially owned by (i) SF Advisory, (ii) SPO Corp. and (iii) JHS, EHM and EJW.
- (3) Additionally, 8,169,525 warrants are owned directly by SPO Partners and may be deemed to be indirectly beneficially owned by (i) SPO Advisory, (ii) SPO Corp. and (iii) JHS, EHM and EJW. Additionally, 279,753 warrants are owned directly by SF Partners, and may be deemed to be indirectly beneficially owned by (i) SF Advisory, (ii) SPO Corp. and (iii) JHS, EHM and EJW.

### Remarks:

The individuals and entities listed in the Notes above may be deemed to form a "group", as such

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.