

Resolute Energy Corp
Form 3
January 09, 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 *

Â TOH Holdings, LP

(Last) (First) (Middle)

100 CRESCENT COURT,
SUITE 1200

(Street)

DALLAS,Â TXÂ 75201

(City) (State) (Zip)

2. Date of Event Requiring Statement

(Month/Day/Year)

01/07/2013

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

4. Relationship of Reporting Person(s) to Issuer

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

(Check all applicable)

____ Director ____X__ 10% Owner
____ Officer ____ Other
(give title below) (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
____ Form filed by One Reporting Person
X 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)

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)

Date Exercisable

Expiration Date

3. Title and Amount of Securities Underlying Derivative Security
(Instr. 4)

Title

Amount or Number of Shares

4. Conversion or Exercise Price of Derivative Security

5. Ownership Form of Derivative Security:
Direct (D)
or Indirect (I)

6. Nature of Indirect Beneficial Ownership
(Instr. 5)

(Instr. 5)

Founders Warrants (right to buy) ⁽³⁾	Â ⁽³⁾	Â ⁽³⁾	Common Stock, par value \$0.0001 per share	3,606,094 ⁽¹⁾	\$ 13	D ⁽²⁾	Â
Sponsor's Warrants (right to buy) ⁽⁴⁾	Â ⁽⁴⁾	Â ⁽⁴⁾	Common Stock, par value \$0.0001 per share	4,666,667 ⁽¹⁾	\$ 13	D ⁽²⁾	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
TOH Holdings, LP 100 CRESCENT COURT, SUITE 1200 DALLAS, TX 75201	Â	Â X	Â	Â
TOH Holdings GenPar, LLC 100 CRESCENT COURT, SUITE 1200 DALLAS, TX 75201	Â	Â X	Â	Â

Signatures

/s/ Thomas O. Hicks, manager of TOH Holdings GenPar, LLC, general partner of TOH Holdings, LP

01/09/2013

____Signature of Reporting Person

Date

/s/ Thomas O. Hicks, manager of TOH Holdings GenPar, LLC

01/09/2013

____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).

The filing of this Form 3 shall not be construed as an admission that TOH Holdings GenPar, LLC ("TOH LLC"), the general partner of TOH Holdings, LP ("TOH LP"), is or was for the purposes of Section 16(a) of the Securities Exchange Act of 1934, as amended, the

(1) beneficial owner of any of the warrants exercisable to purchase shares of common stock, par value \$0.0001 per share (the "Common Stock"), of Resolute Energy Corporation (the "Issuer"), owned by TOH LP. Pursuant to Rule 16a-1, TOH LLC disclaims beneficial ownership except to the extent of its pecuniary interests.

(2) TOH LLC controls the voting and disposition of securities held by TOH LP, of which TOH LLC is the general partner. TOH LLC has a pecuniary interest in securities held by TOH LP because TOH LLC holds a general partnership interest in TOH LP.

TOH LP owns 3,606,094 Founder's Warrants, acquired in connection with a privately negotiated transaction, where Mr. Hicks, individually and as the sole member of a company, contributed 3,606,094 of the Founder's Warrants to TOH LP in exchange for equity

(3) interests in TOH LP. Each Founder's Warrant entitles the holder to purchase one share of Common Stock of the Issuer at a price of \$13.00 per share, subject to adjustment, at any time until September 25, 2014. However, Founder's Warrants will be exercisable only if a registration statement relating to the Common Stock issuable upon exercise of the warrants is effective and current.

(4) TOH LP owns 4,666,667 Sponsor's Warrants, acquired in connection with a privately negotiated transaction, where Mr. Hicks contributed 4,666,667 of the Sponsor's Warrants to TOH LP in exchange for equity interests in TOH LP. Each Sponsor's Warrant entitles the holder

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to purchase one share of Common Stock of the Issuer at a price of \$13.00 per share, subject to adjustment, at any time until September 25, 2014. However, Sponsor's Warrants will be exercisable only if a registration statement relating to the Common Stock issuable upon exercise of the warrants is effective and current.

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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