

Resolute Energy Corp  
Form SC 13G  
October 30, 2015

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

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SCHEDULE 13G

Under the Securities Exchange Act of 1934  
(Amendment No. )\*

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RESOLUTE ENERGY CORPORATION  
(Name of Issuer)

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COMMON STOCK, PAR VALUE \$0.0001 PER SHARE  
(Title of Class of Securities)

76116A108  
(CUSIP Number)

October 30, 2015  
(Date of Event which Requires Filing of this Statement)

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Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

|                                     |               |
|-------------------------------------|---------------|
| <input type="checkbox"/>            | Rule 13d-1(b) |
| <input checked="" type="checkbox"/> | Rule 13d-1(c) |
| <input type="checkbox"/>            | Rule 13d-1(d) |

\*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act

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but shall be subject to all other provisions of the Act (however, see the Notes).

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.

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\* Although previously disclosing beneficial ownership on Schedule 13D filed with the Securities and Exchange Commission on October 5, 2009 and as amended on October 29, 2009, June 12, 2012, May 14, 2013, May 31, 2013, September 29, 2014 and October 30, 2015, the Reporting Persons (as defined herein) have chosen to disclose beneficial ownership on Schedule 13G, pursuant to Rule 13d-1(c). No ownership change is being reported in this filing.

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CUSIP No. 76116A108

1. Names of Reporting Persons.

I.R.S. Identification Nos. of above persons (entities only).

SPO Partners II, L.P.

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a) ☐ (b) ☒

3. SEC Use Only

4. Citizenship or Place of Organization

Delaware

5.

Sole Voting Power

Number of  
Shares

6.

14,396,717 (1)  
Shared Voting Power

Beneficially  
Owned by

7.

0  
Sole Dispositive Power

Each  
Reporting  
Person

8.

14,396,717 (1)  
Shared Dispositive Power

With:

0

9. Aggregate Amount Beneficially Owned by Each Reporting Person

14,396,717

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) ☐

11. Percent of Class Represented by Amount in Row (9)

18.6%

12. Type of Reporting Person (See Instructions)

(PN)

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(1) Power is exercised through its sole general partner, SPO Advisory Partners, L.P.



CUSIP No. 76116A108

1. Names of Reporting Persons.

I.R.S. Identification Nos. of above persons (entities only).

SPO Advisory Partners, L.P.

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a) ☐ (b) ☒

3. SEC Use Only

4. Citizenship or Place of Organization

Delaware

5.

Sole Voting Power

Number of  
Shares

6.

14,396,717 (1)(2)  
Shared Voting Power

Beneficially  
Owned by

7.

0  
Sole Dispositive Power

Each  
Reporting  
Person

8.

14,396,717 (1)(2)  
Shared Dispositive Power

With:

0

9. Aggregate Amount Beneficially Owned by Each Reporting Person

14,396,717

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) ☐

11. Percent of Class Represented by Amount in Row (9)

18.6%

12. Type of Reporting Person (See Instructions)

(PN)

(1) Solely in its capacity as the sole general partner of SPO Partners II, L.P.

(2) Power is exercised through its sole general partner, SPO Advisory Corp.



CUSIP No. 76116A108

1. Names of Reporting Persons.

I.R.S. Identification Nos. of above persons (entities only).

San Francisco Partners, L.P.

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a) ☐ (b) ☒

3. SEC Use Only

4. Citizenship or Place of Organization

California

5.

Sole Voting Power

Number of  
Shares

6.

594,900 (1)  
Shared Voting Power

Beneficially  
Owned by

7.

0  
Sole Dispositive Power

Each  
Reporting  
Person

8.

594,900 (1)  
Shared Dispositive Power

With:

0

9. Aggregate Amount Beneficially Owned by Each Reporting Person

594,900

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) ☐

11. Percent of Class Represented by Amount in Row (9)

0.8%

12. Type of Reporting Person (See Instructions)

(PN)

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(1) Power is exercised through its sole general partner, SF Advisory Partners, L.P.



CUSIP No. 76116A108

1. Names of Reporting Persons.  
I.R.S. Identification Nos. of above persons (entities only).  
  
SF Advisory Partners, L.P.
2. Check the Appropriate Box if a Member of a Group (See Instructions)  
(a) ☐ (b) ☒
3. SEC Use Only
4. Citizenship or Place of Organization  
  
Delaware  
  
5. Sole Voting Power  
  
Number of Shares Beneficially Owned by Each Reporting Person With: 594,900 (1)(2)  
6. Shared Voting Power  
0  
7. Sole Dispositive Power  
594,900 (1)(2)  
8. Shared Dispositive Power  
0
9. Aggregate Amount Beneficially Owned by Each Reporting Person  
594,900
10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) ☐
11. Percent of Class Represented by Amount in Row (9)  
0.8%
12. Type of Reporting Person (See Instructions)  
(PN)

- 
- (1) Solely in its capacity as the sole general partner of San Francisco Partners, L.P.
- (2) Power is exercised through its sole general partner, SPO Advisory Corp.



CUSIP No. 76116A108

1. Names of Reporting Persons.  
I.R.S. Identification Nos. of above persons (entities only).  
  
SPO Advisory Corp.
2. Check the Appropriate Box if a Member of a Group (See Instructions)  
(a) ☐ (b) ☒
3. SEC Use Only
4. Citizenship or Place of Organization  
  
Delaware  
  
5. Sole Voting Power  
  
Number of Shares Beneficially Owned by Each Reporting Person With: 6. 14,991,617 (1)(2) Shared Voting Power  
  
0  
7. Sole Dispositive Power  
  
14,991,617 (1)(2)  
8. Shared Dispositive Power  
  
0
9. Aggregate Amount Beneficially Owned by Each Reporting Person  
  
14,991,617
10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) ☐
11. Percent of Class Represented by Amount in Row (9)  
  
19.3%
12. Type of Reporting Person (See Instructions)  
  
(CO)

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(1) Solely in its capacity as the sole general partner of SPO Advisory Partners, L.P. with respect to 14,396,717 of such shares, and solely in its capacity as the sole general partner of SF Advisory Partners, L.P. with respect to 594,900 of such shares.

(2) Power is exercised through its two controlling persons, John H. Scully and Eli J. Weinberg.



CUSIP No. 76116A108

1. Names of Reporting Persons.

I.R.S. Identification Nos. of above persons (entities only).

John H. Scully

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a) " (b) x

3. SEC Use Only

4. Citizenship or Place of Organization

USA

5. Sole Voting Power

Number of 70,400 (1)

Shares 6. Shared Voting Power

Beneficially 14,991,617 (2)

Owned by 7. Sole Dispositive Power

Each 70,400 (1)

Reporting 8. Shared Dispositive Power

Person 14,991,617 (2)

With: 8. Shared Dispositive Power

9. Aggregate Amount Beneficially Owned by Each Reporting Person

15,062,017

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) "

11. Percent of Class Represented by Amount in Row (9)

19.4%

12. Type of Reporting Person (See Instructions)

(IN)

(1) Of these shares, 5,200 shares of Common Stock are held in the John H. Scully individual retirement account, which is self-directed, and 65,200 shares of Common Stock may be deemed beneficially owned by Mr. Scully in his capacity as controlling person, director and executive officer of Phoebe Snow Foundation, Inc.

(2) These shares may be deemed to be beneficially owned by Mr. Scully solely in his capacity as one of two controlling persons of SPO Advisory Corp.



CUSIP No. 76116A108

1. Names of Reporting Persons.

I.R.S. Identification Nos. of above persons (entities only).

Phoebe Snow Foundation, Inc.

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a) " (b) x

3. SEC Use Only

4. Citizenship or Place of Organization

California

5. Sole Voting Power

Number of  
Shares

65,200 (1)  
6. Shared Voting Power

Beneficially  
Owned by

0  
7. Sole Dispositive Power

Each  
Reporting

65,200 (1)  
8. Shared Dispositive Power

Person  
With:

0

9. Aggregate Amount Beneficially Owned by Each Reporting Person

65,200

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) "

11. Percent of Class Represented by Amount in Row (9)

\*\*0.1%

12. Type of Reporting Person (See Instructions)

(CO)

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\*\* Denotes less than

(1) Power is exercised through its controlling person, director and executive officer, John H. Scully.



CUSIP No. 76116A108

1. Names of Reporting Persons.

I.R.S. Identification Nos. of above persons (entities only).

Eli J. Weinberg

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a) ☐ (b) ☒

3. SEC Use Only

4. Citizenship or Place of Organization

USA

5. Sole Voting Power

Number of  
Shares

0  
6. Shared Voting Power

Beneficially

Owned by

Each

14,991,617 (1)  
7. Sole Dispositive Power

Reporting

Person

With:

0  
8. Shared Dispositive Power

14,991,617 (1)

9. Aggregate Amount Beneficially Owned by Each Reporting Person

14,991,617

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) ☐

11. Percent of Class Represented by Amount in Row (9)

19.3%

12. Type of Reporting Person (See Instructions)

(IN)

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(1) These shares may be deemed to be beneficially owned by Mr. Weinberg solely in his capacity as one of two controlling persons of SPO Advisory Corp.



Item 1.(a)

Name of Issuer

Resolute Energy Corporation

(b)

Address of Issuer's Principal Executive Offices

1700 Lincoln Street, Suite 2800  
Denver, Colorado 80203

Item 2.(a)

Name of Person Filing

SPO Partners II, L.P., a Delaware limited partnership ("SPO"), SPO Advisory Partners, L.P., a Delaware limited partnership ("SPO Advisory Partners"), San Francisco Partners, L.P., a California limited partnership ("SFP"), SF Advisory Partners, L.P., a Delaware limited partnership ("SF Advisory Partners"), SPO Advisory Corp., a Delaware corporation ("SPO Advisory Corp."), John H. Scully ("JHS"), Phoebe Snow Foundation, Inc., a California corporation ("PSF"), and Eli J. Weinberg ("EJW"). SPO, SPO Advisory Partners, SFP, SF Advisory Partners, SPO Advisory Corp., JHS, PSF and EJW are sometimes hereinafter referred to as the "Reporting Persons."

The Reporting Persons are making this single, joint filing because they may be deemed to constitute a "group" within the meaning of Section 13(d)(3) of the Securities Exchange Act of 1934, as amended (the "Act"), although neither the fact of this filing nor anything contained herein shall be deemed to be an admission by the Reporting Persons that a group exists.

(b), (c)

Address of Principal Business Office or, if None, Residence; Citizenship of Reporting Persons

The principal business address of SPO is 591 Redwood Highway, Suite 3215, Mill Valley, California 94941. SPO is a Delaware limited partnership.

The principal business address of SPO Advisory Partners is 591 Redwood Highway, Suite 3215, Mill Valley, California 94941. SPO Advisory Partners is a Delaware limited partnership.

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The principal business address of SFP is 591 Redwood Highway, Suite 3215, Mill Valley, California 94941. SFP is a California limited partnership.

The principal business address of SF Advisory Partners is 591 Redwood Highway, Suite 3215, Mill Valley, California 94941. SF Advisory Partners is a Delaware limited partnership.

The principal business address of SPO Advisory Corp. is 591 Redwood Highway, Suite 3215, Mill Valley, California 94941. SPO Advisory Corp. is a Delaware corporation.

The principal business address of JHS is 591 Redwood Highway, Suite 3215, Mill Valley, California 94941. JHS is a citizen of the United States of America.

The principal business address of PSF is 591 Redwood Highway, Suite 3215, Mill Valley, California 94941. PSF is a California corporation.

The principal business address of EJW is 591 Redwood Highway, Suite 3215, Mill Valley, California 94941. EJW is a citizen of the United States of America.

(d) Title of Class of Securities

Common Stock, par value \$0.0001 per share

(e) CUSIP Number:

76116A108

Item 3. Statement filed pursuant to §§240.13d-1(b) or 240.13d-2(b) or (c):

Not Applicable.

Item

4. Ownership.

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.



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|                                 | (b)                                 | (a)        | (c)(i)               | (c)(ii)<br>Common<br>Shares | (c)(iii)                  | (c)(iv)    |
|---------------------------------|-------------------------------------|------------|----------------------|-----------------------------|---------------------------|------------|
| Reporting Persons               | Percent of Class Beneficially Owned |            | Voting Power<br>Sole | Shared                      | Disposition Power<br>Sole | Shared     |
| SPO Partners II, L.P.           | 18.6%                               | 14,396,717 | 14,396,717           | 0                           | 14,396,717                | 0          |
| SPO Advisory Partners, L.P.     | 18.6%                               | 14,396,717 | 14,396,717           | 0                           | 14,396,717                | 0          |
| San Francisco Partners, L.P.    | 0.8%                                | 594,900    | 594,900              | 0                           | 594,900                   | 0          |
| SF Advisory Partners, L.P.      | 0.8%                                | 594,900    | 594,900              | 0                           | 594,900                   | 0          |
| SPO Advisory Corp.              | 19.3%                               | 14,991,617 | 14,991,617           | 0                           | 14,991,617                | 0          |
| John H.<br>Scully               | 19.4%                               | 15,062,017 | 70,400               | 14,991,617                  | 70,400                    | 14,991,617 |
| Phoebe Snow Foundation,<br>Inc. | **0.1%                              | 65,200     | 65,200               | 0                           | 65,200                    | 0          |
| Eli J.<br>Weinberg              | 19.3%                               | 14,991,617 | 0                    | 14,991,617                  | 0                         | 14,991,617 |

\*\*

Denotes less than

Item

5. Ownership of Five Percent or Less of a Class.

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following o.

Item

6. Ownership of More than Five Percent on Behalf of Another Person.

No other persons have the right to receive or the power to direct the receipt of dividends from, or the proceeds from, or other proceeds from the sale of, the common shares held by the Reporting Persons.

Item Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the  
7. Parent Holding Company or Control Person.

Not Applicable.

Item

8. Identification and Classification of Members of the Group.

Not Applicable.

Item

9. Notice of Dissolution of Group.

Not Applicable.

Item

10. Certification.

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect, other than activities solely in connection with a nomination under § 240.14a-11.

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SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

October 30, 2015

Date

/s/ Kim M. Silva

Signature

Kim M. Silva

Attorney-in-fact for:

SPO Partners II, L.P. (1)

SPO Advisory Partners, L.P. (1)

San Francisco Partners, L.P. (1)

SF Advisory Partners, L.P. (1)

SPO Advisory Corp. (1)

John H. Scully (1)

Phoebe Snow Foundation, Inc. (1)

Eli J. Weinberg (1)

(1) A Power of Attorney authorizing Kim M. Silva to act on behalf of this person or entity is has been previously filed with the Securities and Exchange Commission.

EXHIBIT INDEX

| Exhibit | Document Description                 |
|---------|--------------------------------------|
| A       | Agreement Pursuant to Rule 13d-1(k)  |
| B       | Power of Attorney (previously filed) |