

Resolute Energy Corp
Form SC 13G/A
May 02, 2016

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

SCHEDULE 13G

Under the Securities Exchange Act of 1934
(Amendment No. 1)

RESOLUTE ENERGY CORPORATION
(Name of Issuer)

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

76116A108
(CUSIP Number)

April 28, 2016
(Date of Event which Requires Filing of this Statement)

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

- Rule 13d-1(b)
- Rule 13d-1(c)
- 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 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.



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. 4,604,856 (1)
Shared Voting Power

Beneficially
Owned by

7. -0-
Sole Dispositive Power

Each
Reporting
Person

8. 4,604,856 (1)
Shared Dispositive Power

With:

-0-

9. Aggregate Amount Beneficially Owned by Each Reporting Person

4,604,856

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

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

6.0%

12. Type of Reporting Person (See Instructions)

(PN)

(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. 4,604,856 (1)(2)
Shared Voting Power

Beneficially
Owned by

7. -0-
Sole Dispositive Power

Each
Reporting
Person

8. 4,604,856 (1)(2)
Shared Dispositive Power

With:

-0-

9. Aggregate Amount Beneficially Owned by Each Reporting Person

4,604,856

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

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

6.0%

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. 193,500 (1)
Shared Voting Power

Beneficially
Owned by

7. -0-
Sole Dispositive Power

Each
Reporting
Person

8. 193,500 (1)
Shared Dispositive Power

With:

-0-

9. Aggregate Amount Beneficially Owned by Each Reporting Person

193,500

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

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

0.3%

12. Type of Reporting Person (See Instructions)

(PN)

(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

6. 193,500 (1)(2)
Shared Voting Power

Beneficially
Owned by

7. -0-
Sole Dispositive Power

Each
Reporting
Person

8. 193,500 (1)(2)
Shared Dispositive Power

With:

-0-

9. Aggregate Amount Beneficially Owned by Each Reporting Person

193,500

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

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

0.3%

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 4,798,356 (1)(2)

6. Shared Voting Power

Beneficially Owned by -0-

7. Sole Dispositive Power

Each Reporting Person 4,798,356 (1)(2)

8. Shared Dispositive Power

With:

-0-

9. Aggregate Amount Beneficially Owned by Each Reporting Person

4,798,356

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

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

6.2%

12. Type of Reporting Person (See Instructions)

(CO)

(1) Solely in its capacity as the sole general partner of SPO Advisory Partners, L.P. with respect to 4,604,856 of such shares, and solely in its capacity as the sole general partner of SF Advisory Partners, L.P. with respect to 193,500 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)

3. SEC Use Only

4. Citizenship or Place of Organization

USA

5. Sole Voting Power

Number of Shares 26,400 (1)

6. Shared Voting Power

Beneficially Owned by Each 4,798,356 (2)

7. Sole Dispositive Power

Reporting Person 26,400 (1)

8. Shared Dispositive Power

4,798,356 (2)

9. Aggregate Amount Beneficially Owned by Each Reporting Person

4,824,756

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

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

6.3%

12. Type of Reporting Person (See Instructions)

(IN)

(1) Of these shares, 100 shares of Common Stock may be deemed to be beneficially owned by Mr. Scully solely in his capacity as the trustee of the John H. Scully Living Trust, dated 10/1/03, 5,100 shares of Common Stock are held in the John H. Scully individual retirement account, which is self-directed, and 21,200 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.