

Resolute Energy Corp
Form S-8
August 08, 2011

As filed with the Securities and Exchange Commission on August 8, 2011

Registration No. 333-

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

**FORM S-8
REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933
RESOLUTE ENERGY CORPORATION**
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

27-0659371
(I.R.S. Employer
Identification Number)

**1675 Broadway, Suite 1950
Denver, Colorado 80202
303-534-4600**

(Address of principal executive offices)

Resolute Energy Corporation 2009 Performance Incentive Plan

**Michael N. Stefanoudakis
1675 Broadway, Suite 1950
Denver, Colorado 80202
303-534-4600**

(Name, address, including zip code, and telephone number, including area code, of agent for service)

With copies to:

**Ronald R. Levine, Esq.
Davis Graham & Stubbs LLP
1550 Seventeenth Street, Suite 500
Denver, Colorado 80202
(303) 892-9400**

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer ☐ Accelerated filer ☒ Non-accelerated filer ☐ Smaller reporting company ☐
(Do not check if a smaller reporting company)

CALCULATION OF REGISTRATION FEE

Title of Securities to be Registered	Amount to be Registered(1)	Proposed Maximum Offering Price Per Share	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee
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Common Stock, par value \$0.0001 per share	6,397,744	\$ 14.47(2)	\$92,575,355.68	\$ 10,748.00(3)
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- (1) Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the Securities Act), this Registration Statement shall also cover any additional shares of common stock of the Registrant (Common Stock) to be offered or issued as a result of any stock dividend, stock split, recapitalization or other similar transaction effected without receipt of consideration that increases the number of outstanding shares of Common Stock.
- (2) Estimated solely for the purpose of calculating the amount of the registration fee pursuant to Rule 457(c) and (h) under the Securities Act. The proposed maximum offering price per share and the proposed maximum aggregate offering price are calculated using the average of the high and low prices of the Common Stock on August 5, 2011, as reported by the New York Stock Exchange.
- (3) Pursuant to General Instruction E to Form S-8, a filing fee is only being paid with respect to the registration of an additional 6,397,744 shares of Common Stock available under the Resolute Energy Corporation 2009 Performance Incentive Plan resulting from an amendment to that certain 2009 Performance Incentive Plan. A Registration Statement on Form S-8 (Registration No. 333-162209) was previously filed with the Securities and Exchange Commission (the Commission) on September 30, 2009, to register 2,760,000 shares of Common Stock under the 2009 Performance Incentive Plan.
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EXPLANATORY NOTE

Resolute Energy Corporation (the Company) previously filed a Registration Statement on Form S-8 (Registration No. 333-162209) on September 30, 2009 (the Original Registration Statement) registering 2,760,000 shares of common stock, par value \$0.0001 per share of the Company (the Common Stock) issuable pursuant to the Company's 2009 Equity Incentive Plan (the 2009 Plan). However, the 2009 Plan set the maximum number of shares of Common Stock available for issuance pursuant to the 2009 Plan as the lesser of (i) 2,760,000 shares of Common Stock and (ii) 5% of the shares of Common Stock outstanding at the closing of the transactions contemplated by that certain Purchase and IPO Reorganization Agreement dated August 2, 2009, by and among Hicks Acquisition Company I, Inc., the Company, Resolute Subsidiary Corporation, Resolute Aneth, LLC, Resolute Holdings, LLC, Resolute Holdings Sub, LLC, and HH-HACI, L.P. (the Acquisition Agreement). As of the closing of the transactions contemplated by the Acquisition Agreement, there were 53,154,888 shares of Common Stock outstanding. As a result, only 2,657,744 of the 2,760,000 shares of Common Stock registered were eligible for issuance pursuant to the 2009 Plan.

On June 2, 2011, the Company's stockholders approved amendments to the 2009 Plan that, among other things, increased the number of shares of Common Stock available under the 2009 Plan by 6,500,000, from 2,657,744 to 9,157,744. Accordingly, this Registration Statement is being filed to register the additional 6,397,744 shares of Common Stock (the difference between the 2,760,000 shares of Common Stock registered pursuant to the Original Registration Statement and the 9,157,744 shares of Common Stock available to be registered pursuant to the 2009 Plan as amended).

Pursuant to General Instruction E to Form S-8, the contents of the Original Registration Statement, including each of the documents filed with the Securities and Exchange Commission and incorporated (or deemed to be incorporated) by reference therein, and each of the documents filed as exhibits thereto, are incorporated by reference herein except as otherwise updated or modified by this filing. All exhibits required by General Instruction E to Form S-8 are filed as exhibits hereto.

PART II
INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 8. Exhibits

Exhibit No.	Description of Exhibit
4.1	2009 Performance Incentive Plan (incorporated by reference to Exhibit 10.7 to Amendment No. 1 to the Registration Statement on Form S-4 (File. No 333-161076) as filed with the SEC on August 31, 2009).
4.2	Amendment No. 1 to 2009 Performance Incentive Plan (incorporated by reference to Exhibit A to the Proxy Statement on Schedule 14A as filed with the SEC on April 24, 2011).
5.1	Opinion of Davis Graham & Stubbs LLP as to the legality of the securities being issued.
23.1	Consent of Davis Graham & Stubbs LLP (included in Exhibit 5.1).
23.2	Consent of KPMG LLP.
23.3	Consent of Deloitte & Touche LLP.
23.4	Consent of Netherland, Sewell & Associates, Inc.
24.1	Power of Attorney (included on signature page of this Registration Statement).

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SIGNATURES

Pursuant to the requirements of the Securities Act, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Denver, State of Colorado, on this 8th day of August, 2011.

RESOLUTE ENERGY CORPORATION

By: /s/ James M. Piccone
 Name: James M. Piccone
 Title: President

Power of Attorney

Each of the undersigned hereby constitutes and appoints Nicholas J. Sutton, Theodore Gazulis, James M. Piccone and Michael N. Stefanoudakis, and each of them, the undersigned's true and lawful attorney-in-fact and agent, with full power of substitution, for the undersigned and in his name, place and stead, in any and all capacities, to sign any or all amendments or post-effective amendments to this Registration Statement, and any other instruments or documents that said attorneys-in-fact and agents may deem necessary or advisable, to enable Resolute Energy Corporation to comply with the Securities Act of 1933, as amended, and any requirements of the Securities and Exchange Commission in respect thereof, and to file the same, with all exhibits thereto, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents and each of them full power and authority to do and perform each and every act and thing requisite and necessary to be done, as fully to all intents and purposes as the undersigned might or could do in person, hereby ratifying and confirming all that each such attorney-in-fact and agent, or his substitute, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

Signature	Title	Date
/s/ Nicholas J. Sutton	Chief Executive Officer	August 8, 2011
Nicholas J. Sutton	(Principal Executive Officer) and Director	
/s/ Theodore Gazulis	Senior Vice President - Finance, Chief Financial and Treasurer	August 8, 2011
Theodore Gazulis	(Principal Financial Officer)	
/s/ James A. Tuell	Vice President and Chief Accounting Officer (Principal Accounting Officer)	August 8, 2011
James A. Tuell		
/s/ James M. Piccone	President and Director	August 8, 2011
James M. Piccone		

Signature	Title	Date
/s/ Kenneth A. Hersh Kenneth A. Hersh	Director	August 8, 2011
/s/ Richard L. Covington Richard L. Covington	Director	August 8, 2011
/s/ William J. Quinn William J. Quinn	Director	August 8, 2011
/s/ William H. Cunningham William H. Cunningham	Director	August 8, 2011
/s/ Thomas O. Hicks, Jr. Thomas O. Hicks, Jr.	Director	August 8, 2011
/s/ Robert M. Swartz Robert M. Swartz	Director	August 8, 2011
/s/ James E. Duffy James E. Duffy	Director	August 8, 2011

EXHIBIT INDEX

The following is a list of all exhibits filed as part of this Registration Statement or, as noted, incorporated by reference into this Registration Statement.

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