

Resolute Energy Corp
Form 4
October 17, 2013

FORM 4

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

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**STATEMENT OF CHANGES IN 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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Natural Gas Partners VII, L.P.

(Last) (First) (Middle)

5221 N. O'CONNOR BLVD.,
SUITE 1100

(Street)

IRVING, TX 75039

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

Resolute Energy Corp [REN]

3. Date of Earliest Transaction
(Month/Day/Year)

10/15/2013

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____X____ 10% Owner
____ Officer (give title below) ____ Other (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 Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock, par value \$0.0001 per share	10/15/2013		S ⁽¹⁾	48,000 (2)	D \$ 10.1 (3)	1,392,258 (2)	D (2) (4)
Common Stock, par value \$0.0001 per share	10/15/2013		S ⁽¹⁾	2,000 (5)	D \$ 10.1 (3)	66,858 (5)	I See Footnotes (4) (5)
Common Stock, par	10/16/2013		S ⁽¹⁾	48,000 (2)	D \$ 10.53	1,344,258 (2)	D (2) (4)

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Common Stock, par value \$ \$0.0001 per share				(6)				
		S(1)	2,000 (5)	D	\$ 10.53 (6)	64,858 (5)	I	See Footnotes (4) (5)
Common Stock, par value \$ \$0.0001 per share	10/17/2013	S(1)	48,000 (2)	D	\$ 10.51 (7)	1,296,258 (2)	D (2) (4)	
Common Stock, par value \$ \$0.0001 per share	10/17/2013	S(1)	2,000 (5)	D	\$ 10.51 (7)	62,858 (5)	I	See Footnotes (4) (5)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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.

SEC 1474
(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title or Number of Shares	

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Reporting Owners

Natural Gas Partners VII, L.P.
5221 N. O'CONNOR BLVD., SUITE 1100 X
IRVING, TX 75039

HERSH KENNETH A
5221 N. O'CONNOR BLVD., SUITE 1100 X
IRVING, TX 75039

Signatures

Natural Gas Partners VII, L.P., by G.F.W. Energy VII, L.P., its general partner, by GFW VII, L.L.C., its general partner, by /s/ Kenneth A. Hersh, authorized member

10/17/2013

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(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) The transaction reported in this Form 4 was effected pursuant to a Rule 10b5-1 trading plan and the reporting person did not select the date of execution.

These securities are held directly by Natural Gas Partners VII, L.P. ("NGP VII"). Kenneth A. Hersh ("Mr. Hersh") is an authorized member of GFW VII, L.L.C. ("GFW LLC"), which is the sole general partner of G.F.W. Energy VII, L.P. ("GFW Energy"), which is the sole general partner of NGP VII, and may be deemed an indirect beneficial owner of the securities currently owned by NGP VII.
- (2) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$9.94 to \$10.24, inclusive. Each reporting person undertakes to provide to Resolute Energy Corporation (the "Issuer"), any security holder of the Issuer or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in footnotes (3), (6) and (7) to this Form 4.
- (3) Each reporting person disclaims beneficial ownership of the reported securities except to the extent of its pecuniary interest therein, and this report shall not be deemed an admission that such reporting person is the beneficial owner of the reported securities for purposes of Section 16 or for any other purpose.

These securities are held directly by NGP-VII Income Co-Investment Opportunities, L.P. ("Co-Invest"). Mr. Hersh is an authorized member of GFW, LLC, which is the sole general partner of GFW Energy, which is the sole general partner of NGP VII, which owns 100% of NGP Income Management, L.L.C., which is the sole general partner of Co-Invest, and may be deemed an indirect beneficial owner of the securities currently owned by Co-Invest.
- (5) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$10.26 to \$10.76, inclusive.
- (6) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$10.39 to \$10.66, inclusive.
- (7)

Remarks:

Exhibit List

Exhibit 99 - Joint Filer Information

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.