

CIMAREX ENERGY CO
Form 4
February 26, 2019

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 *
CIMAREX ENERGY CO

(Last) (First) (Middle)

1700 LINCOLN STREET, SUITE
3700

(Street)

DENVER, CO 80203

(City) (State) (Zip)

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

Resolute Energy Corp [REN]

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

02/22/2019

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)
X Form filed by One Reporting Person
____ 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)
			Code	V Amount (A) or (D) Price			
Common Stock ⁽¹⁾ <u>(2)</u> <u>(3)</u> <u>(4)</u> <u>(5)</u>	02/22/2019		J <u>(1)(2)(3)(4)(5)</u>	0 <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(4)</u> <u>(5)</u>	D <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(4)</u> <u>(5)</u>	0	I
							See Footnotes <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(4)</u> <u>(5)</u>

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

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(9-02)

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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. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

CIMAREX ENERGY CO
1700 LINCOLN STREET, SUITE 3700
DENVER, CO 80203

X

Signatures

/s/ Francis B.
Barron

02/26/2019

**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 Reporting Person does not beneficially own any equity securities of Resolute Energy Corporation ("Resolute" or the "Issuer"). The Reporting Person filed its Initial Statement of Beneficial Ownership on Form 3 solely due to the entry into voting and support agreements (each, a "Voting and Support Agreement" and, collectively, the "Voting and Support Agreements"), with each of (1) Monarch Alternative Capital LP, MDRA GP LP, Monarch GP LLC, (2) John C. Goff, John C. Goff 2010 Family Trust, JCG 2016 Holdings, LP, Goff Family Investments, LP, Kulik Partners, LP, Cuerno Largo Partners, LP, Goff Family Foundation, Goff Ren Holdings, LLC, Goff Ren Holdings II, LLC, (3) RR Advisors, LLC d/b/a RCH Energy, (4) Richard Betz, (5) Nicholas Sutton and (6) Theodore Gazulis (together the "Resolute Stockholders"), representing an aggregate of 6,147,236 shares of the Issuer's common stock (which included

(i) 239,036 shares of Resolute restricted stock, (ii) options to purchase 372,314 shares of Resolute common stock, (iii) 134,198 outperformance share rights which would, if the relevant performance and other vesting conditions were met, have resulted in the issuance of one share of Resolute common stock to the holder of each such outperformance share right, and (iv) 67,723 shares of Resolute common stock issuable upon conversion of 2,000 shares of Resolute preferred stock) beneficially owned by the Resolute Stockholders, which represented approximately 25.9% of the Issuer's total outstanding shares based on 23,737,697 shares of the Issuer's common stock issued and outstanding as of November 18, 2018 (which included (i) 22,358,365 shares of Resolute common stock as represented to the Reporting Person by the Issuer,

(3)

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(ii) 805,097 shares of Resolute restricted stock, (iii) options to purchase 372,314 shares of Resolute common stock, (iv) 134,198 outperformance share rights which would, if the relevant performance and other vesting conditions were met, have resulted in the issuance of one share of Resolute common stock to the holder of each such outperformance share right, and (v) 67,723 shares of Resolute common stock issuable upon conversion of 2,000 shares of Resolute preferred stock).

(4) The Voting and Support Agreements were entered into in connection with the Agreement and Plan of Merger (the "Merger Agreement"), dated as of November 18, 2018, by and among the Reporting Person and the Issuer. Prior to the termination of the Voting and Support Agreements, the Reporting Person exercised voting power in limited situations over such shares of the Issuer's common stock through the grant of an irrevocable proxy by each of the Resolute Stockholders pursuant to the Voting and Support Agreements. On February 22, 2019, the stockholders of the Issuer voted in a special meeting to adopt the Merger Agreement.

(5) Certain of the Voting and Support Agreements terminated in accordance with their terms upon the receipt of such Resolute stockholder approval. As a result of the termination of such Voting and Support Agreements, the grant of the irrevocable proxy was also terminated, and the Reporting Person ceased to exercise any voting power over such shares of the Issuer's common stock and therefore ceased to exercise greater than 10% of voting power over shares of the Issuer's outstanding common stock. The Reporting Person had no pecuniary interest in any of such shares of the Issuer's common stock at any time.

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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