Resolute Energy Corp Form 4 January 05, 2016

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Form 5 obligations may continue. See Instruction

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

(Print or Type Responses)

1(b).

Common

Common

Stock

Stock

12/31/2015

| 1. Name and A GAZULIS T | Symbol | 2. Issuer Name and Ticker or Trading Symbol | | | | | 5. Relationship of Reporting Person(s) to Issuer | | | |
|--------------------------------------|---|---|---------------------------------|--|--------------------------------|--|--|--|---|--|
| | Resolute | | | Corp [RE | EN] | | (Check all applicable) | | | |
| (Last) | (First) (M | fiddle) 3. Date of | 3. Date of Earliest Transaction | | | | | | | |
| 1700 LINCO | OLN ST., SUITE | | (Month/Day/Year) 12/31/2015 | | | | Director 10% Owner Specify below) Other (specify below) Executive Vice President, CFO | | | |
| | 4. If Ame | 4. If Amendment, Date Original | | | | 6. Individual or Joint/Group Filing(Check | | | | |
| | Filed(Mor | Filed(Month/Day/Year) | | | | Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person | | | | |
| DENVER, O | | | | | | | | | | |
| (City) | (State) | (Zip) Tabl | e I - Non-D | erivative S | Securit | ties Acq | uired, Disposed o | f, or Beneficial | ly Owned | |
| 1.Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | Code (Instr. 8) | 4. Securit on(A) or Dis (Instr. 3, 4 | sposed 4 and 5 (A) or | of (D) | 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 | 12/31/2015 | | Code V F | Amount 3,587 (1) | (D) | Price \$ 0.87 | 681,827 <u>(2)</u> | D (3) | | |

19,089

D

D

\$0

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

662,738 (2)

83,000

 $D^{(3)}$

I

See

footnote (5)

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number.

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

| 1. Title of | 2. | 3. Transaction Date | 3A. Deemed | 4. | 5. | 6. Date Exerc | cisable and | 7. Title | e and | 8. Price of | 9. Nu |
|-------------|-------------|---------------------|--------------------|-------------------|------------|---------------|-------------|--------------|-------------------|-------------|--------|
| Derivative | Conversion | (Month/Day/Year) | Execution Date, if | TransactionNumber | | Expiration D | ate | Amour | nt of | Derivative | Deriv |
| Security | or Exercise | | any | Code | of | (Month/Day/ | Year) | Underl | ying | Security | Secui |
| (Instr. 3) | Price of | | (Month/Day/Year) | (Instr. 8) | Derivative | e | | Securit | ties | (Instr. 5) | Bene |
| | Derivative | | | | Securities | | | (Instr. : | 3 and 4) | | Owne |
| | Security | | | | Acquired | | | | | | Follo |
| | | | | | (A) or | | | | | | Repo |
| | | | | | Disposed | | | | | | Trans |
| | | | | | of (D) | | | | | | (Instr |
| | | | | | (Instr. 3, | | | | | | |
| | | | | | 4, and 5) | | | | | | |
| | | | | | | | | | Amount | | |
| | | | | | | | | | Amount | | |
| | | | | | | Date | Expiration | | or Name la sur | | |
| | | | | | | Exercisable | Date | Title Number | | | |
| | | | | C 1 W | (A) (D) | | | | of | | |
| | | | | Code V | (A) (D) | | | , | Shares | | |

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

GAZULIS THEODORE 1700 LINCOLN ST. SUITE 2800 DENVER, CO 80203

Executive Vice President, CFO

Signatures

/s/ Theodore Gazulis 01/05/2016

**Signature of Date
Reporting Person

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).
- Represents shares surrendered to Issuer to cover tax withholding obligations of the Reporting Person upon the vesting of 9,544 shares of (1) restricted stock issued pursuant to Issuer's 2009 Performance Incentive Plan, all shares of which vested in accordance with Time-Vesting criteria
- (2) Includes 160,518 shares of restricted stock subject to Time- and Performance- Vesting criteria, which vest in annual installments in accordance with such criteria through March 8, 2017.
- (3) Includes 303,971 shares held by the Reporting Person in a revocable trust and 43,913 shares held in a custodial account.
- (4) Restricted stock subject to Performance-Vesting criteria forfeited pursuant to the terms of the Reporting Person's Restricted Stock Grant Agreement dated March 8, 2012.
- (5) Consists of 78,000 shares held in the George D. Gazulis Revocable Trust and 5,000 shares held in an IRA FBO George Gazulis, Theodore Gazulis, beneficiary.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Reporting Owners 2

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