Resolute Energy Corp Form 4 March 10, 2017

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB 3235-0287 Number:

OMB APPROVAL

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SECURITIES Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,

obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

Stock

(Print or Type Responses)

1. Name and A STEFANOU	2. Issuer Name and Ticker or Trading Symbol					5. Relationship of Reporting Person(s) to Issuer					
			Resolute Energy Corp [REN]					(Check all applicable)			
(Last)	(First) (Middle)	3. Date of Earliest Transaction								
1700 I INC	(Month/Day/Year)					Director 10% Owner See Remarks 10% Owner Other (specify below)					
1700 LINCO 2800	03/08/2017										
	4. If Ame	ndment, Da	te Origina	1		6. Individual or Joint/Group Filing(Check					
	Filed(Mon	Filed(Month/Day/Year)					Applicable Line)				
DENVER,						_X_ Form filed by One Reporting Person Form filed by More than One Reporting Person					
(City)	(State) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned									ly Owned	
1.Title of Security (Instr. 3)	2. Transaction Dat (Month/Day/Year)	Transaction Date 2A. Deemed Ionth/Day/Year) Execution Date, any (Month/Day/Yea		Code (Instr. 3, 4 and 5)				5. Amount of Securities Form: Direct Indirect Beneficially (D) or Beneficial Owned Indirect (I) Ownership Following (Instr. 4) (Instr. 4) Reported Transaction(s)			
C				Code V	Amount	(D)	Price	(Instr. 3 and 4)			
Common Stock	03/08/2017			M	4,496 (1)	A	<u>(1)</u>	79,996 <u>(3)</u>	D (4)		
Common Stock	03/08/2017			F	4,406 (2)	D	\$ 38.22	75,590 <u>(3)</u>	D (4)		

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

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38.22

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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 one 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)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Performance Share Rights	<u>(5)</u>	03/08/2017		M		4,496	<u>(5)</u>	03/08/2017	Common Stock	4,496

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

STEFANOUDAKIS MICHAEL 1700 LINCOLN STREET, SUITE 2800 DENVER, CO 80203

See Remarks

Signatures

/s/ Michael N. Stefanoudakis 03/10/2017

**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) Represents Outperformance shares received on satisfaction of criteria under Performance Share Rights granted in February 2014. The closing price of the Issuer's common stock on March 8, 2017, the date such shares were earned, was \$38.22.

Represents shares surrendered to Issuer to cover tax withholding obligations of the Reporting Person pursuant to Issuer's 2009

(2) Performance Incentive Plan upon the earning of 4,496 Outperformance shares, the vesting of 2,320 shares that vested pursuant to Time-vesting criteria and 6,960 shares of restricted stock that vested pursuant to Performance-vesting criteria.

Includes 32,127 shares of restricted stock subject to Time- and Performance- vesting criteria, which vest in annual installments in accordance with such criteria through March 8, 2020.

(4) Includes 11,000 shares held by the Reporting Person in an IRA account.

Each Performance Share Right represents a right to receive up to the target number of shares of the Issuer's common stock (Outperformance Shares). Outperformance Shares are issued only upon achievement of specified thresholds of cumulative TSR compared to the cumulative TSR of a certain peer group of companies. Potential earning dates for such shares occurred in three annual installments commencing March 8, 2015 through March 8, 2017

three annual installments commencing March 8, 2015 through March 8, 2017.

Reporting Owners 2

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(6)

(5)

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Outperformance shares that were not earned as of the last vesting date are no longer eligible to be earned by the Reporting Person after such date.

Remarks:

Exec. VP, General Counsel & Secretary

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.