

SUTTON NICHOLAS J

Form 4

February 15, 2018

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 *
SUTTON NICHOLAS J

(Last) (First) (Middle)

1700 LINCOLN STREET, SUITE
2800

(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)

02/13/2018

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☒ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify
below)

Executive Chairman

6. Individual or Joint/Group Filing(Check
Applicable Line)

☒ 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)
Common Stock	02/13/2018		A	(A) or (D) 23,733 (1)	\$ 0	431,475 (2)	D (3)

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

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SEC 1474
(9-02)

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

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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 Underlying Security (Instr. 3 and 4)
				Code V (A) (D)		Date Exercisable Expiration Date	Title or Number of Shares
Performance Share Rights	(4)	02/13/2018		A	11,866	03/08/2019 03/08/2021	Common Stock 11,8

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SUTTON NICHOLAS J 1700 LINCOLN STREET, SUITE 2800 DENVER, CO 80203	X		Executive Chairman	

Signatures

/s/ Nicholas J. Sutton 02/15/2018

**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).

This restricted stock was granted pursuant to the Issuer's 2009 Performance Incentive Plan. The Reporting Person's interests in the Restricted Stock will vest pursuant to the vesting schedule set forth in the Equity Incentive Grant Agreement dated February 13, 2018.

- (1) Pursuant to the Agreement, 11,867 total shares will vest by the passage of time ("Time Vested Shares") and 11,866 shares will vest upon achievement of specified thresholds of cumulative total shareholder return (TSR) compared to certain peers ("Performance Vested Shares") in three annual installments commencing March 8, 2019 through March 8, 2021.
- (2) Includes 42,091 shares of restricted stock subject to Time- and Performance- Vesting criteria, which vest in annual installments in accordance with such criteria through March 8, 2021.
- (3) Includes 94,150 shares held by the Reporting Person in an IRA account and 255,914 shares held in a revocable trust.

Each Performance Share Right represents a right to receive the target number of shares of the Issuer's common stock. The Performance

- (4) Share Rights vest upon achievement of specified thresholds of cumulative TSR compared to certain peers. Vesting will occur in three annual installments commencing March 8, 2019 through March 8, 2021.

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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