

STEFANOUDAKIS MICHAEL

Form 4

November 30, 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 *
STEFANOUDAKIS MICHAEL

(Last) (First) (Middle)

1700 LINCOLN ST., 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)

11/28/2018

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)

Exec. VP, Gen Counsel & Secy

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 Ownership Indirect Beneficial Ownership (Instr. 4)
Common Stock	11/28/2018		M	14,876 A	\$ 6.75 134,140 ⁽²⁾	D ⁽³⁾	
Common Stock	11/28/2018		M	19,573 A	\$ 2.915 153,713 ⁽²⁾	D ⁽³⁾	
Common Stock	11/28/2018		F	4,527 ⁽¹⁾ D	\$ 34.79 149,186 ⁽²⁾	D ⁽³⁾	
Common Stock	11/30/2018		S	29,922 D	\$ 34.791 119,264 ⁽²⁾	D ⁽³⁾	

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

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(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)	Amount or Number of Shares
Employee Stock Option (Right to buy)	\$ 6.75	11/28/2018		M	14,876	<u>(4)</u> 05/05/2025	Common Stock	14,876
Employee Stock Option (Right to buy)	\$ 2.915	11/28/2018		M	19,573	<u>(5)</u> 02/18/2026	Common Stock	19,573

Reporting Owners

Reporting Owner Name / Address	Relationships
STEFANOUDAKIS MICHAEL 1700 LINCOLN ST. SUITE 2800 DENVER, CO 80203	Director 10% Owner Officer Other Exec. VP, Gen Counsel & Secy

Signatures

/s/ Michael N.
Stefanoudakis 11/30/2018

__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).

(1)

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Represents shares surrendered to Issuer to cover the exercise price of the option, as permitted pursuant to Issuer's 2009 Performance Incentive Plan, upon the exercise of 34,449 stock options.

- (2) Includes 68,728 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 11,000 shares held by the Reporting Person in an IRA account.
- (4) Includes 4,959, 4,959 and 4,958 options, which became exercisable on 5/5/2016, 5/5/2017 and 5/5/2018, respectively.
- (5) Includes 9,787 and 9,786 options, which became exercisable on 3/8/2017 and 3/8/2018, respectively.

Remarks:

Note: Option exercises and sales completed for year-end tax planning purposes.

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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