Resolute Energy Corp Form 4 October 17, 2013

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

January 31, 2005

0.5

Estimated average burden hours per

OMB APPROVAL

response...

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

1(b).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person * Natural Gas Partners VII, L.P.

2. Issuer Name and Ticker or Trading Symbol

Issuer

(Check all applicable)

5. Relationship of Reporting Person(s) to

(Middle)

Resolute Energy Corp [REN] 3. Date of Earliest Transaction

Director _X__ 10% Owner

5221 N. O'CONNOR BLVD., **SUITE 1100**

(First)

(Street)

10/15/2013

Officer (give title below)

_ Other (specify

4. If Amendment, Date Original

Filed(Month/Day/Year)

(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Applicable Line)

Form filed by One Reporting Person X Form filed by More than One Reporting

IRVING, TX 75039

(City)	(State)	(Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned								
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	Execution Date, if Transactior(A) or Disposed of (D) any Code (Instr. 3, 4 and 5) (Month/Day/Year) (Instr. 8) (A) or			of (D) 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, par value \$0.0001 per share	10/15/2013		Code V S(1)	48,000 (2)	(D)	Price \$ 10.1 (3)	1,392,258 (2)	D (2) (4)		
Common Stock, par value \$0.0001 per share	10/15/2013		S <u>(1)</u>	2,000 (5)	D	\$ 10.1 (<u>3)</u>	66,858 <u>(5)</u>	I	See Footnotes (4) (5)	
Common Stock, par	10/16/2013		S(1)	48,000 (2)	D	\$ 10.53	1,344,258 (2)	D (2) (4)		

Edgar Filing: Resolute Energy Corp - Form 4

value \$0.0001 per share					<u>(6)</u>			
Common Stock, par value \$0.0001 per share	10/16/2013	S <u>(1)</u>	2,000 (5)	D	\$ 10.53 (6)	64,858 (5)	I	See Footnotes (4) (5)
Common Stock, par value \$0.0001 per share	10/17/2013	S <u>(1)</u>	48,000 (2)	D	\$ 10.51 (7)	1,296,258 (2)	D (2) (4)	
Common Stock, par value \$0.0001 per share	10/17/2013	S <u>(1)</u>	2,000 (5)	D	\$ 10.51 (7)	62,858 (5)	I	See Footnotes (4) (5)

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 number.

SEC 1474

(9-02)

9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr

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. Titl	e and	8. Price of	•	
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orNumber	Expiration D	ate	Amou	ınt of	Derivative	j	
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security		
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Secur	ities	(Instr. 5)	Ī	
	Derivative				Securities			(Instr.	3 and 4)			
Security					Acquired						1	
	•	(A) or							1			
		Disposed								,		
			of (D)									
					(Instr. 3,							
		4, and 5)										
									Amount			
						Date	Expiration		or			
							Exercisable	Date	Title	Number		
									of			
				Code V	(A) (D)				Shares			

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Reporting Owners 2

Edgar Filing: Resolute Energy Corp - Form 4

Natural Gas Partners VII, L.P.

5221 N. O'CONNOR BLVD., SUITE 1100 X

IRVING, TX 75039

HERSH KENNETH A

5221 N. O'CONNOR BLVD., SUITE 1100 X

IRVING, TX 75039

Signatures

Natural Gas Partners VII, L.P., by G.F.W. Energy VII, L.P., its general partner, by GFW VII, L.L.C., its general partner, by /s/ Kenneth A. Hersh, authorized member

10/17/2013

**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 transaction reported in this Form 4 was effected pursuant to a Rule 10b5-1 trading plan and the reporting person did not select the date of execution.
- These securities are held directly by Natural Gas Partners VII, L.P. ("NGP VII"). Kenneth A. Hersh ("Mr. Hersh") is an authorized (2) member of GFW VII, L.L.C. ("GFW LLC"), which is the sole general partner of G.F.W. Energy VII, L.P. ("GFW Energy"), which is the sole general partner of NGP VII, and may be deemed an indirect beneficial owner of the securities currently owned by NGP VII.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$9.94 to \$10.24, inclusive. Each reporting person undertakes to provide to Resolute Energy Corporation (the "Issuer"), any security holder of the Issuer or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in footnotes (3), (6) and (7) to this Form 4.
- Each reporting person disclaims beneficial ownership of the reported securities except to the extent of its pecuniary interest therein, and (4) this report shall not be deemed an admission that such reporting person is the beneficial owner of the reported securities for purposes of Section 16 or for any other purpose.
- These securities are held directly by NGP-VII Income Co-Investment Opportunities, L.P. ("Co-Invest"). Mr. Hersh is an authorized member of GFW, LLC, which is the sole general partner of GFW Energy, which is the sole general partner of NGP VII, which owns 100% of NGP Income Management, L.L.C., which is the sole general partner of Co-Invest, and may be deemed an indirect beneficial owner of the securities currently owned by Co-Invest.
- (6) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$10.26 to \$10.76, inclusive.
- (7) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$10.39 to \$10.66, inclusive.

Remarks:

Exhibit List

Exhibit 99 - Joint Filer Information

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.

Signatures 3