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

2. Issuer Name and Ticker or Trading

OMB 3235-0287

Number:

January 31, Expires: 2005 Estimated average

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OMB APPROVAL

burden hours per response...

5. Relationship of Reporting Person(s) to

Check this box if no longer subject to Section 16. Form 4 or Form 5

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).

(Print or Type Responses)

1. Name and Address of Reporting Person *

SUTTON NICHOLAS J			Symbol Resolute Energy Corp [REN]					Issuer (Check all applicable)			
(Last) 1700 LINC	(First) (I		3. Date of (Month/D) 03/08/20	•	ansaction			_X_ Director _X_ Officer (give below)	10%	Owner r (specify	
	(Street)			ndment, Da		l		6. Individual or Jo Applicable Line) _X_ Form filed by C	One Reporting Per	rson	
DENVER,	CO 80203							Form filed by M Person	Iore than One Rep	porting	
(City)	(State)	(Zip)	Tabl	e I - Non-D	erivative S	Securi	ties Acqu	iired, Disposed of	, or Beneficiall	y Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)		Date, if	3. Transaction Code (Instr. 8)	4. Securit (A) or Dis (Instr. 3, 4)	sposed	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	03/08/2017			M	22,108 (1)	A	<u>(1)</u>	456,924 <u>(3)</u>	D (4)		
Common Stock	03/08/2017			F	28,418 (2)	D	\$ 38.22	428,506 (3)	D (4)		

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

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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. Transactic Code (Instr. 8)	5. Number of or Derivative Securities Acquired (A) or Disposed or (D) (Instr. 3, 4, and 5)	6. Date Exer Expiration I (Month/Day	Pate	7. Title and A Underlying S (Instr. 3 and	Securities
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amoun or Numbe of Shar
Performance Share Rights	<u>(5)</u>	03/08/2017		M	22,108	(5)	03/08/2017	Common Stock	22,10

Reporting Owners

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

Signatures

/s/ Nicholas J. 03/10/2017 Sutton

**Signature of Date
Reporting Person

Explanation of Responses:

	*	If the form is filed by more than one reporting person, see Instruction $4(b)(v)$.
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- ** 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 22,108 Outperformance shares, the vesting of 11,407 shares that vested pursuant to Time-vesting criteria and 34,223 shares of restricted stock that vested pursuant to Performance-vesting criteria.
- (3) Includes 18,358 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 94,150 shares held by the Reporting Person in an IRA account and 276,678 shares held in a revocable trust.
- 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.
- 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.

Reporting Owners 2

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