

Resolute Energy Corp
Form 4
March 10, 2017

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
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
BRADY BOB D JR

(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)

03/08/2017

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)

Sr. VP - Operations

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------------|---|---|--------------------------------------|---|--|--|---|
| Common Stock | 03/08/2017 | | M | (A) or (D) Amount 2,248 (1) | Price \$ 58,534 (3) | D | |
| Common Stock | 03/08/2017 | | F | (A) or (D) Amount 2,574 (2) | \$ 38.22 55,960 (3) | D | |

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)

Edgar Filing: Resolute Energy Corp - Form 4

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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Amount or Number of Shares |
| Performance Share Rights | (4) | 03/08/2017 | | M | 2,248 | (4) 03/08/2017 | Common Stock 2,248 |

Reporting Owners

| Reporting Owner Name / Address | Relationships |
|---|----------------------------------|
| | Director 10% Owner Officer Other |
| BRADY BOB D JR 1700 LINCOLN STREET, SUITE 2800 DENVER, CO 80203 | Sr. VP - Operations |

Signatures

/s/ Bob D.
Brady, Jr. 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.
- (2) Represents shares surrendered to Issuer to cover tax withholding obligations of the Reporting Person pursuant to Issuer's 2009 Performance Incentive Plan upon the earning of 2,248 Outperformance shares, the vesting of 2,320 shares that vested pursuant to Time-vesting criteria and 3,480 shares of restricted stock that vested pursuant to Performance-vesting criteria.
- (3) Includes 21,309 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) 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.
- (5) 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.

Edgar Filing: Resolute Energy Corp - Form 4

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.