

Resolute Energy Corp  
Form DEF 14A  
April 25, 2013  
Table of Contents

# SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

## SCHEDULE 14A INFORMATION

### PROXY STATEMENT PURSUANT TO SECTION 14(A) OF THE SECURITIES EXCHANGE ACT OF 1934

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Under Rule 14a-12

## RESOLUTE ENERGY CORPORATION

(Name of Registrant as Specified in Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on the table below per Exchange Act Rules 14a-6(i)(4) and 0-11.

Edgar Filing: Resolute Energy Corp - Form DEF 14A

- (1) Title of each class of securities to which transaction applies:
  
  
  
  
  
  
  
  
  
  
- (2) Aggregate number of securities to which transaction applies:
  
  
  
  
  
  
  
  
  
  
- (3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (Set forth the amount on which the filing fee is calculated and state how it was determined):
  
  
  
  
  
  
  
  
  
  
- (4) Proposed maximum aggregate value of transaction:
  
  
  
  
  
  
  
  
  
  
- (5) Total fee paid:

.. Fee paid previously with preliminary materials.

.. Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the form or schedule and the date of its filing.

- (1) Amount Previously Paid:
  
  
  
  
  
  
  
  
  
  
- (2) Form, Schedule or Registration Statement No.:
  
  
  
  
  
  
  
  
  
  
- (3) Filing Party:

(4) Date Filed:

**Table of Contents**

**1675 Broadway, Suite 1950**

**Denver, Colorado 80202**

**Telephone: (303) 534-4600**

**April 25, 2013**

Dear Resolute Energy Corporation Stockholder:

You are cordially invited to the Resolute Energy Corporation Annual Meeting of Stockholders to be held on Thursday, May 30, 2013 at 12:00 p.m., Mountain Time. The meeting will be held at the offices of Davis Graham & Stubbs LLP, 1550 Seventeenth Street, Suite 500, Denver, Colorado 80202.

At the Annual Meeting, you will be asked (i) to elect two Class I directors to our Board of Directors; (ii) to approve, by a non-binding advisory vote, the compensation paid to the Company's Named Executive Officers (the "Say on Pay Vote"); and (iii) to ratify the appointment of KPMG LLP as our independent registered public accounting firm for the 2013 fiscal year.

We have enclosed a copy of our Annual Report for the fiscal year ended December 31, 2012, with this Notice of Annual Meeting of Stockholders and Proxy Statement. Please read the enclosed information carefully before completing and returning the enclosed proxy card.

Please join us at the meeting. Whether or not you plan to attend, it is important that you vote your proxy promptly in accordance with the instructions on the enclosed proxy card. If you do attend the meeting, you may withdraw your proxy should you wish to vote in person.

Sincerely,

Nicholas J. Sutton  
*Chairman and Chief Executive Officer*

**Table of Contents**

**1675 Broadway, Suite 1950**

**Denver, Colorado 80202**

**Telephone: (303) 534-4600**

**NOTICE OF ANNUAL MEETING OF STOCKHOLDERS**

To the Stockholders of Resolute Energy Corporation:

NOTICE IS HEREBY GIVEN that the Annual Meeting of Stockholders of Resolute Energy Corporation will be held at the offices of Davis Graham & Stubbs LLP, 1550 Seventeenth Street, Suite 500, Denver, Colorado 80202, at 12:00 p.m., Mountain Time, on May 30, 2013, for the following purposes:

1. to elect William H. Cunningham and James E. Duffy to our Board of Directors as Class I directors;
2. to approve, by a non-binding advisory vote, the compensation paid to the Company's Named Executive Officers (the "Say on Pay Vote");
3. to ratify the appointment of KPMG LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2013; and
4. to transact such other business as may properly come before the meeting and any adjournments or postponements thereof.

We know of no other matters to come before the Annual Meeting. Only stockholders of record at the close of business on Thursday, April 11, 2013, are entitled to notice of and to vote at the annual meeting or at any adjournments or postponements thereof.

**Important Notice Regarding the Availability of Proxy Materials for the Stockholder Meeting to be Held on May 30, 2013:**

The proxy statement, proxy card and the annual report to stockholders for the fiscal year ended December 31, 2012, are available at [www.proxydocs.com/ren](http://www.proxydocs.com/ren).

Regardless of the number of shares of common stock you hold, as a stockholder your role is very important and the Board of Directors strongly encourages you to exercise your right to vote.

BY ORDER OF THE BOARD OF DIRECTORS

Michael N. Stefanoudakis  
*Senior Vice President, General Counsel and Secretary*

Edgar Filing: Resolute Energy Corp - Form DEF 14A

April 25, 2013

Denver, Colorado

**Table of Contents**

**TABLE OF CONTENTS**

<b><u>GENERAL INFORMATION</u></b>	1
<u>Proxy Solicitation</u>	1
<u>Stockholders Entitled to Vote</u>	1
<u>Differences Between Holding Stock of Record and as a Beneficial Owner</u>	1
<u>Attending the Annual Meeting</u>	2
<u>Voting in Person at the Annual Meeting</u>	2
<u>Voting Without Attending the Annual Meeting</u>	2
<u>Quorum</u>	2
<u>Required Vote</u>	3
<u>Board Recommendation</u>	3
<u>Other Matters</u>	3
<u>Revocation of Proxies</u>	4
<b><u>PROPOSAL ONE ELECTION OF DIRECTORS</u></b>	4
<u>Board of Directors</u>	5
<u>Nominees</u>	5
<u>Other Directors</u>	6
<b><u>STOCK OWNERSHIP OF CERTAIN PERSONS</u></b>	8
<u>Security Ownership of Certain Beneficial Owners and Management</u>	8
<b><u>SECTION 16(a) BENEFICIAL OWNERSHIP REPORTING COMPLIANCE</u></b>	12
<b><u>CODE OF ETHICS</u></b>	12
<b><u>CORPORATE GOVERNANCE</u></b>	13
<u>General</u>	13
<u>Director Independence</u>	13
<u>Compensation Committee Interlocks and Insider Participation</u>	14
<u>Board Committees</u>	14
<u>Non-Management Sessions</u>	16
<u>Stockholder and Interested Parties Communications Policy</u>	16
<u>Absence of Appraisal Rights</u>	16
<u>Stockholder Proposals</u>	16
<u>Board Leadership Structure and Risk Management</u>	16
<u>Current Executive Officers</u>	17
<u>Family Relationships</u>	18
<b><u>EXECUTIVE COMPENSATION</u></b>	19
<u>Summary Compensation Table</u>	19
<b><u>GRANTS OF PLAN-BASED AWARDS</u></b>	20
<b><u>OUTSTANDING EQUITY AWARDS AT 2012 FISCAL YEAR END</u></b>	21
<b><u>OPTION EXERCISES AND STOCK VESTED IN 2012</u></b>	22
<u>2012 Pension Benefits</u>	22
<u>2012 Nonqualified Deferred Compensation Plans</u>	22
<u>Potential Payments Upon Termination or Change of Control of Resolute</u>	22
<b><u>COMPENSATION DISCUSSION AND ANALYSIS</u></b>	23
<b><u>EQUITY PLAN INFORMATION</u></b>	34
<u>Securities Authorized for Issuance Under Equity Compensation Plans</u>	34





**Table of Contents**

<u>TRANSACTIONS WITH RELATED PERSONS</u>	34
<u>Review, Approval or Ratification of Transactions with Related Parties</u>	34
<u>COMPENSATION OF DIRECTORS</u>	35
<u>PROPOSAL TWO ADVISORY VOTE ON THE COMPENSATION OF THE COMPANY S NAMED EXECUTIVE OFFICERS</u>	37
<u>PROPOSAL THREE RATIFICATION OF THE APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM</u>	38
<u>Fees Paid to Principal Accountants</u>	38
<u>Audit Committee Pre-Approval Policy</u>	38
<u>Report of the Audit Committee</u>	38
<u>OTHER BUSINESS</u>	40
<u>ADDITIONAL INFORMATION</u>	40
<u>Householding of Proxy Materials</u>	40
<u>Available Information</u>	40

**Table of Contents**

**1675 Broadway, Suite 1950**

**Denver, Colorado 80202**

**Telephone: (303) 534-4600**

**PROXY STATEMENT**

**GENERAL INFORMATION**

**Proxy Solicitation**

These proxy materials are being furnished to you by the Board of Directors (the Board) of Resolute Energy Corporation, a Delaware corporation (we, our, us, Resolute or the Company), in connection with its solicitation of proxies for Resolute's Annual Meeting of Stockholders to be held on May 30, 2013, at 12:00 p.m., Mountain Time, at the offices of Davis Graham & Stubbs LLP, 1550 Seventeenth Street, Suite 500, Denver, Colorado 80202, and at any adjournments or postponements thereof (the Annual Meeting). In addition to solicitation by mail, certain of our directors, officers and employees may solicit proxies by telephone, personal contact, or other means of communication. They will not receive any additional compensation for these activities. Also, brokers, banks and other persons holding common stock on behalf of beneficial owners will be requested to solicit proxies or authorizations from beneficial owners. We will bear all costs incurred in connection with the preparation, assembly and mailing of the proxy materials and the solicitation of proxies and will reimburse brokers, banks and other nominees, fiduciaries and custodians for reasonable expenses incurred by them in forwarding proxy materials to beneficial owners of our common stock.

This proxy statement and the enclosed proxy card are expected to be first sent to our stockholders on or about April 26, 2013. The proxy materials are also available at [www.proxydocs.com/ren](http://www.proxydocs.com/ren).

**Stockholders Entitled to Vote**

The close of business on Thursday, April 11, 2013, has been fixed as the record date for the determination of stockholders entitled to receive notice of and to vote at the Annual Meeting. On that date, our outstanding voting securities consisted of 63,624,950 shares of common stock. Each share of common stock is entitled to one vote. Votes may not be cumulated.

**Differences Between Holding Stock of Record and as a Beneficial Owner**

Most stockholders hold their shares through a broker or other nominee rather than directly in their own name. If your shares are registered directly in your name with our transfer agent, Continental Stock Transfer & Trust Company, you are considered, with respect to those shares, the stockholder of record, and we are sending these proxy materials directly to you. As the stockholder of record, you have the right to grant your voting proxy directly to the named proxy holder or to vote in person at the meeting. We have enclosed a proxy card for you to use that contains voting instructions and allows you to vote via the phone, mail or online.

If your shares are held in a brokerage account or by another nominee, you are considered the beneficial owner of shares held in street name, and these proxy materials are being forwarded to you by such brokerage



## **Table of Contents**

account or nominee, together with a voting instruction card. As the beneficial owner, you have the right to direct your broker, trustee or nominee how to vote and are also invited to attend the Annual Meeting. Since a beneficial owner is not the stockholder of record, you may not vote these shares in person at the meeting unless you obtain a legal proxy from the broker, trustee or nominee that holds your shares, giving you the right to vote the shares at the meeting. Your broker, trustee or nominee has enclosed or provided voting instructions for you to use in directing the broker, trustee or nominee how to vote your shares.

If you are a beneficial owner of shares held in street name and do not provide the organization that holds your shares with specific voting instructions, the organization that holds your shares may generally vote on routine matters such as ratification of auditors, but cannot vote on non-routine matters, which now include matters such as votes for the election of directors and the Say on Pay proposal. Thus, if the organization that holds your shares does not receive instructions from you on how to vote your shares on a non-routine matter, that organization will inform the inspector of election that it does not have the authority to vote on this matter with respect to your shares. This is generally referred to as a broker non-vote.

### **Attending the Annual Meeting**

All stockholders as of the record date, or their duly appointed proxies, may attend the Annual Meeting. If you are not a stockholder of record but hold shares through a broker or nominee (i.e., in street name), you should provide proof of beneficial ownership on the record date, such as your most recent account statement prior to April 11, 2013, a copy of the voting instruction card provided by your broker, trustee or nominee, or other similar evidence of ownership.

### **Voting in Person at the Annual Meeting**

Shares held in your name as the stockholder of record may be voted in person at the Annual Meeting. Shares held beneficially in street name may be voted in person only if you obtain a legal proxy from the broker, trustee or nominee that holds your shares giving you the right to vote the shares. Even if you plan to attend the Annual Meeting, we recommend that you also submit your proxy or voting instructions prior to the meeting as described below so that your vote will be counted if you later decide not to attend the meeting.

### **Voting Without Attending the Annual Meeting**

Whether you hold shares directly as the stockholder of record or beneficially in street name, you may direct how your shares are voted without attending the Annual Meeting. If you are a stockholder of record, you may vote by submitting a proxy. If you hold shares beneficially in street name, you may vote by submitting voting instructions to your broker, trustee or nominee. For directions on how to vote, please refer to the instructions included on your proxy card or, for shares held beneficially in street name, the voting instruction card provided by your broker, trustee or nominee.

### **Quorum**

Holders of a majority of our outstanding common stock entitled to vote must be present, in person or by proxy, at the Annual Meeting for a quorum to exist. If the shares present in person or by proxy at the Annual Meeting do not constitute a quorum, the Annual Meeting may be adjourned to a subsequent time. Shares that are voted FOR, AGAINST, ABSTAIN, or, with respect to the election of directors, WITHHOLD, will be treated as being present at the Annual Meeting for purposes of establishing a quorum. Accordingly, if you have returned a valid proxy or attend the Annual Meeting in person, your shares will be counted for the purpose of determining whether there is a quorum, even if you wish to abstain from voting on some or all matters at the Annual Meeting. Broker non-votes will also be counted as present for purposes of determining the presence of a quorum.

## **Table of Contents**

### **Required Vote**

You may vote FOR or WITHHOLD authority to vote on Proposal One, relating to the election of William H. Cunningham and James E. Duffy to our Board of Directors as Class I directors to the Board. Members of the Board are elected by a plurality of votes cast. This means that the two duly-nominated persons who receive the largest number of FOR votes cast will be elected. Neither broker non-votes nor WITHHOLD votes cast with respect to any nominee will affect the election of that nominee.

You may vote FOR, AGAINST or ABSTAIN on Proposal Two, relating to the proposed approval, by a non-binding advisory vote, of the compensation paid to the Company's Named Executive Officers (the Say on Pay Vote). To be approved, that proposal must receive the affirmative vote of a majority of the voting shares that are present, in person or by proxy, at the meeting and entitled to vote on the proposal. An abstention will have the effect of a vote against the proposal. A broker non-vote will also have the effect of a vote against the proposal.

Although the advisory vote in Proposal Two is non-binding, the Board will review the results of the vote and will take it into account in determinations concerning executive compensation.

You may vote FOR, AGAINST or ABSTAIN on Proposal Three, relating to the ratification of KPMG LLP as our independent registered public accounting firm. To be approved, that proposal must receive the affirmative vote of a majority of the voting shares that are present, in person or by proxy, at the meeting and entitled to vote on the proposal. An abstention will have the effect of a vote against the proposal.

### **Board Recommendation**

The Board recommends that you vote as follows:

FOR Proposal One, relating to the election of William H. Cunningham and James E. Duffy to our Board of Directors as Class I directors;

FOR Proposal Two, relating to the proposed approval, by a non-binding advisory vote, of the compensation paid to the Company's Named Executive Officers; and

FOR Proposal Three, relating to the ratification of KPMG LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2013.

Any proxy as to which no instructions are given will be voted in accordance with the foregoing recommendations; however, your broker, bank or other holder of record does not have discretionary voting authority to vote on Proposal One or Proposal Two, without instructions from you, in which case a broker non-vote will occur and your shares will not be voted in favor of the Board's recommendations on such proposals. If you are a beneficial owner whose shares are held of record by a broker, your broker does have discretionary voting authority under the applicable rules to vote your shares on the routine matter of ratification of KPMG LLP, even if the broker does not receive voting instructions from you.

### **Other Matters**

The proposals set forth in this proxy statement constitute the only business that the Board intends to present or is informed that others will present at the meeting. The proxy does, however, confer discretionary authority upon the persons named therein (the Proxy Agents), or their substitutes, to vote on any other business that may properly come before the meeting. If the Annual Meeting is adjourned, the Proxy Agents can vote your shares on the new meeting date as well, unless you have revoked your proxy.

**Table of Contents**

**Revocation of Proxies**

You may revoke your proxy at any time prior to its use by (i) delivering a written notice of revocation to our Secretary, (ii) filing a duly executed proxy bearing a later date with us or (iii) attending the Annual Meeting and voting in person.

**PROPOSAL ONE ELECTION OF DIRECTORS**

Our certificate of incorporation provides that members of the Board are to be divided into three classes. The Board currently consists of two Class I directors (William H. Cunningham and James E. Duffy), three Class II directors (Richard L. Covington, James M. Piccone and Robert M. Swartz) and two Class III directors (Nicholas J. Sutton and Thomas O. Hicks, Jr.). Our certificate of incorporation provides that a director will generally serve for a term that expires at the annual stockholders' meeting three years after the date of his or her election. The term of the current Class I directors will expire at the Annual Meeting. Our certificate of incorporation and applicable rules of the New York Stock Exchange (the "NYSE") contemplate that the number of directors in each class will be approximately equal.

The Board has nominated Messrs. Cunningham and Duffy to stand for election at the Annual Meeting and to serve until the 2016 annual meeting or until their successors are duly elected and qualified. Directors whose terms of office will not expire at the Annual Meeting will continue in office for the remainder of their respective terms. Under our certificate of incorporation and bylaws, the number of directors on the Board is determined by a resolution of the Board.

The Board has no reason to believe that Messrs. Cunningham and Duffy will be unable to serve if elected and, to the knowledge of the Board, each nominee intends to serve the entire term for which election is sought. Only the nominees, or substitute nominees designated by the Board, will be eligible to stand for election as directors at the Annual Meeting. If any nominee becomes unable to serve as a director before the Annual Meeting, the Proxy Agents have the discretionary authority to vote proxies held by them for substitute nominees designated by the Board.

**Table of Contents**

*The Board recommends a vote FOR the election of William H. Cunningham and James E. Duffy to the Board.*

**Board of Directors**

The following table sets forth certain information as of April 11, 2013, regarding the composition of the Board, including the term of each director.

Name	Age	Position	Director Since	Current Term to Expire
<b><i>Nominees</i></b>				
<b><u>Class I</u></b>				
William H. Cunningham	69	Director	2009	2013
James E. Duffy	62	Director	2009	2013
<b><i>Other Directors</i></b>				
<b><u>Class II</u></b>				
Richard L. Covington	55	Lead Independent Director	2009	2014
James M. Piccone	62	President and Director	2009	2014
Robert M. Swartz	60	Director	2009	2014
<b><u>Class III</u></b>				
Nicholas J. Sutton	68	Chairman and Chief Executive Officer	2009	2015
Thomas O. Hicks, Jr.	35	Director	2009	2015
<b><i>Nominees</i></b>				

**William H. Cunningham** was elected to the Company's Board of Directors in September 2009. Dr. Cunningham has been a member of the Audit Committee since September 25, 2009 and a member of the Compensation Committee since August 2, 2012. He was previously member of the Compensation and Corporate Governance/Nominating Committees between September 25, 2009 and December 14, 2009. Dr. Cunningham was a director of Hicks Acquisition Company I, Inc. from October 2007 through March 2010. Since 1979, Dr. Cunningham has served as a professor of marketing at the University of Texas at Austin and he has held the James L. Bayless Chair for Free Enterprise at the University of Texas at Austin since 1985. From 1983 to 1985 he was Dean of the College of Business Administration and Graduate School of Business of the University of Texas at Austin, from 1985 to 1992 he served as the President of the University of Texas at Austin, and from 1992 to 2000 he served as the Chancellor (Chief Executive Officer) of the University of Texas System. Dr. Cunningham currently serves on the Board of Directors of Lincoln National Corporation, a NYSE listed holding company for insurance, investment management, broadcasting and sports programming businesses; Southwest Airlines, an airline listed on the NYSE; and Lin Television, a NYSE listed company that owns a number of television stations. Dr. Cunningham currently serves as a member of the Board of Trustees of John Hancock Mutual Funds. Dr. Cunningham received a Bachelor of Business Administration degree in 1966, a Master of Business Administration degree in 1967 and a Ph.D. in 1971, each from Michigan State University. In determining Dr. Cunningham's qualifications to serve on our Board of Directors, the Board of Directors has considered, among other things, his academic experience in corporate governance matters, his service on more than 20 corporate boards, including in many instances as chairman of the audit committee of public companies, and his experience and expertise in marketing and management.

**James E. Duffy** was elected to the Company's Board of Directors in September 2009. Mr. Duffy has been a member of the Compensation and Audit Committees since September 25, 2009, and between September 25, 2009 and December 15, 2009, was also a member of the Corporate Governance/Nominating Committee. He is a co-founder and, since 2003, Chairman of StreamWorks Products Group, Inc., a private

**Table of Contents**

consumer products development company that manufactures products for the sport fishing, industrial safety, specialty tool and outdoor recreation industries. From 1990 to 2001, he served as Chief Financial Officer and Director of HS Resources, Inc. until its sale to Kerr-McGee Corporation. Prior to that time, he served as Chief Financial Officer and Director of a division of Tidewater, Inc. He was also a general partner in a boutique investment banking business specializing in the oil and gas business, and began his career with Arthur Young & Co. in San Francisco. He is a certified public accountant. In determining Mr. Duffy's qualifications to serve on our Board of Directors, the Board of Directors has considered, among other things, his experience and expertise in oil and gas finance, accounting and banking, as well as his position as chief financial officer of two public oil and gas companies and his service as an audit manager for a major accounting firm with engagement responsibility for public and private entities.

**Other Directors**

**Richard L. Covington** was elected to the Company's Board of Directors in September 2009. Mr. Covington has been a member of the Compensation and Corporate Governance/Nominating Committees since September 25, 2009 and is our Lead Independent Director. He is a managing director of the Natural Gas Partners ( NGP ) private equity funds. He has been a member of the board of managers of Resolute Holdings since its founding in 2004. Mr. Covington joined NGP in 1997. Prior to joining NGP, Mr. Covington was a senior shareholder at the law firm of Thompson & Knight, LLP in Dallas, Texas. Mr. Covington serves on the investment committee of NGP Capital Resources Company and as a director of numerous private energy companies. In determining Mr. Covington's qualifications to serve on our Board of Directors, the Board of Directors has considered, among other things, his experience and expertise in the legal and finance aspects of the oil and gas industry and his role as a key advisor to the Company from the founding of its predecessor companies to the present.

**Thomas O. Hicks, Jr.** was elected to the Company's Board of Directors in September 2009. Mr. Hicks has been a member of the Corporate Governance/Nominating Committee since September 25, 2009. Between September 25, 2009 and December 15, 2009, he was also a member of the Compensation Committee. He was a vice president of Hicks Acquisition Company I, Inc. from February 2007 through September 2009 and was its secretary from August 2007 to September 2009. He also served as Secretary and Vice President of Hicks Acquisition Company II, Inc. from October 2010 to July 2011. Mr. Hicks has served as a vice president of Hicks Holdings LLC since its inception in 2005. Hicks Holdings LLC is a Dallas-based family holding company for the Hicks family and a private investment firm which owns and manages real estate assets and makes corporate acquisitions. In 2004 and 2005, Mr. Hicks served as Director, Corporate and Suite Sales, for the Texas Rangers Baseball Club. From 2001 to 2003, Mr. Hicks was an analyst at Greenhill & Co. LLC, a New York based merchant banking firm. From May 2010 to August 2010, Mr. Hicks served as Executive Vice President of Texas Rangers Baseball Partners, Rangers Equity Holdings, L.P. and Rangers Equity Holdings GP, LLC. On May 24, 2010, Texas Rangers Baseball Partners filed a voluntary petition for bankruptcy and on May 28, 2010, a group of creditors filed an involuntary bankruptcy petition against Rangers Equity Holdings, L.P. and Rangers Equity Holdings GP, LLC. In determining Mr. Hicks's qualifications to serve on our Board of Directors, the Board of Directors has considered, among other things, his experience and expertise in sales, banking and management.

**James M. Piccone** has been the President and a member of the Board of Directors of the Company since the Company's formation in July 2009. He was also General Counsel and Secretary of the Company from its formation in July 2009 until July 2010. Mr. Piccone has served as President of the following Company subsidiaries and affiliates: Resolute Natural Resources Company, LLC; WYNR, LLC; BWNR, LLC; RNRC Holdings, Inc.; Resolute Wyoming, Inc.; and Resolute Aneth, LLC (collectively, Resources, WYNR, BWNR, RNRC, RWI and Aneth are referred to as Predecessor Resolute ), and of Resolute Holdings, LLC, since the formation of these entities beginning in 2004. He also served as General Counsel and Secretary of each of these entities until July 2010 and as a member of the Board of Managers of certain of these entities. From January 2002 until January 2004, Mr. Piccone was Executive Vice President and General Counsel for Aspect Energy, LLC, a private oil and gas company. He also served as a contract attorney for Aspect Energy from October 2001 until January 2002. Mr. Piccone served as Vice President General Counsel and Secretary of HS Resources,



## **Table of Contents**

Inc. from May 1995 until the acquisition of HS Resources by Kerr-McGee Corporation in August 2001. Mr. Piccone is admitted to the practice of law in Colorado and is a member of local and national bar associations. He is a member of the American Association of Corporate Counsel. In determining Mr. Piccone's qualifications to serve on our Board of Directors, the Board of Directors has considered, among other things, his management and legal expertise, his knowledge of the oil and gas industry and the role he played in the success of HS Resources and Resolute Holdings, including his role in the September 25, 2009 business combination with Hicks Acquisition Company I, Inc. (the Resolute Transaction).

**Nicholas J. Sutton** has been Chairman of the Board of Directors and Chief Executive Officer of the Company since the Company's formation in July 2009. Mr. Sutton has been the Chief Executive Officer of, and previously served on the board of managers of, Resolute Natural Resources Company, LLC and related companies and of Resolute Holdings since their founding in 2004. Mr. Sutton was a co-founder, Chairman and Chief Executive Officer of HS Resources, Inc., an NYSE listed company, from 1978 until the company's acquisition by Kerr-McGee Corporation in late 2001. From 2002 until the formation of Resolute Holdings in 2004, Mr. Sutton was a director of Kerr-McGee Corporation. Currently, Mr. Sutton is a director of Tidewater, Inc., a publicly traded company that is the owner and operator of the world's largest fleet of vessels serving the global offshore oil industry. He also is a member of the Society of Petroleum Engineers and of the American Association of Petroleum Geologists. In determining Mr. Sutton's qualifications to serve on our Board of Directors, the Board of Directors has considered, among other things, his experience and expertise in the oil and gas industry, his track record in growing public oil and gas companies, including managing acquisition programs, as well as his role in the founding of Resolute Holdings. In addition, Mr. Sutton has degrees in engineering and law, and has attended the Harvard Owner/President Management program, giving him expertise in all of the areas of importance to the Company.

**Robert M. Swartz** was elected to the Company's Board of Directors in September 2009. Mr. Swartz has been a member of the Audit Committee since September 25, 2009 and a member of the Corporate Governance/Nominating Committee since August 2, 2012. He was also a member of the Compensation and Corporate Governance/Nominating Committees between September 25, 2009 and December 15, 2009. Effective January 1, 2011, Mr. Swartz became Executive Vice President and Chief Operating Officer of Glazer's Distributors. He was previously Managing Director and Partner of Hicks Equity Partners LLC from 2007 to 2011. He was Chief Executive Officer of Hicks Acquisition Company II, Inc. from September 2010 to December 2010. He was a Senior Vice President of Hicks Acquisition Company I, Inc. from September 2007 until September 2009. From 1999 until 2007, Mr. Swartz served in various positions at Centex Corporation, a NYSE listed home building company, serving as Senior Vice President of Strategic Planning and Mergers and Acquisitions from 1999 to 2000, and serving as Chairman and Chief Executive Officer of Centex HomeTeam Services from 2000 to 2007. Mr. Swartz is on the Board of Directors of Ocular LCD, Inc. Mr. Swartz received a Bachelor's of Science degree in accounting from the State University of New York in Albany in 1973 and a Master of Business Administration degree in finance from New Hampshire College in 1976. Mr. Swartz is a Certified Public Accountant. In determining Mr. Swartz's qualifications to serve on our Board of Directors, the Board of Directors has considered, among other things, his experience and expertise in mergers and acquisitions, finance, accounting and management.

**Table of Contents****STOCK OWNERSHIP OF CERTAIN PERSONS****Security Ownership of Certain Beneficial Owners and Management**

The following table, based in part upon information supplied by officers, directors and principal stockholders, sets forth certain information known to the Company with respect to beneficial ownership of the Company's common stock par value \$0.0001 per share ( "Common Stock" ) as of April 11, 2013, by (i) each person known to the Company to be a beneficial owner of more than 5% of the Company's Common Stock, (ii) each Named Executive Officer (see *Executive Compensation Summary Compensation Table* ), (iii) each director of the Company, and (iv) all directors and executive officers of the Company as a group. Except as otherwise indicated, each person has sole voting and investment power with respect to all shares shown as beneficially owned, subject to community property laws where applicable. Voting power is the power to vote or direct the voting of securities, and dispositive power is the power to dispose of or direct the disposition of securities.

For purposes of this beneficial ownership table, Founder's Warrants and Sponsor's Warrants are warrants issued in the Resolute Transaction which entitle the holder to purchase one share of Common Stock at a price of \$13.00 per share at any time prior to September 25, 2014. For purposes of calculating beneficial ownership as of April 11, 2013, shares issuable on exercise of Sponsor's Warrants and Founder's Warrants are considered to be beneficially owned by the holders thereof. The address for all directors and officers is c/o Resolute Energy Corporation, 1675 Broadway, Suite 1950, Denver, CO 80202.

<b>Name and Address of Beneficial Owner</b>	<b>Amount and Nature of Beneficial Ownership (1)</b>	<b>Percent of Class</b>
SPO Advisory Corp. 591 Redwood Highway, Suite 3215 Mill Valley, CA 94941	19,349,723 (2)	26.8%
Thomas O. Hicks 100 Crescent Court, Suite 1200 Dallas, Texas 75201	5,763,529 (3)	8.6%
TOH Holdings, LP 100 Crescent Court, Suite 1200 Dallas, Texas 75201	8,272,761 (4)	11.5%
Natural Gas Partners VII, L.P. 125 E. John Carpenter Fwy., Suite 600 Irving, TX 75062	14,899,357 (5)(6)(7)	21.1%
Kenneth A. Hersh 125 E. John Carpenter Fwy., Suite 600 Irving, TX 75062	14,899,357 (5)(6)	21.1%
Resolute Holdings LLC 1675 Broadway, Suite 1950 Denver, CO 80202	8,333,472 (5)(7)	11.8%

## Edgar Filing: Resolute Energy Corp - Form DEF 14A

JPMorgan Chase & Co. 270 Park Ave. New York, NY 10017	3,509,880 (8)	5.5%
Invesco Ltd. 1555 Peachtree Street NE Atlanta, GA 30309	3,212,499 (9)	5.0%
Richard L. Covington	0	*
William H. Cunningham	101,691 (10)	*

**Table of Contents**

<b>Name and Address of Beneficial Owner</b>	<b>Amount and Nature of Beneficial Ownership (1)</b>	<b>Percent of Class</b>
James E. Duffy	19,390 (11)	*
Thomas O. Hicks, Jr.	216,227 (12)	*
Robert M. Swartz	497,976 (13)	*
Nicholas J. Sutton	1,463,895 (14)	2.3%
James M. Piccone	801,873 (15)	*
Theodore Gazulis	625,273 (16)	*