

Resolute Energy Corp
Form 4
January 18, 2011

FORM 4

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

OMB APPROVAL

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

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
HH-HACI GP, LLC

2. Issuer Name and Ticker or Trading Symbol
Resolute Energy Corp [REN/RENS]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
100 CRESCENT COURT, SUITE 1200

3. Date of Earliest Transaction (Month/Day/Year)
01/13/2011

___ Director ___X___ 10% Owner
___ Officer (give title below) ___ Other (specify below)

(Street)
DALLAS, TX 75201

4. If Amendment, Date Original Filed(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 Person

(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)	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)
			Code	V	Amount	(A) or (D)	Price
Common Stock, par value \$0.0001 per share (3)	01/13/2011		J(3)		145,820 (1) (3)	D	\$ 0 (1) (3)
Common Stock, par value \$0.0001 per share							459 (1) (3)
							D (2)

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<u>(3)</u>									
Common Stock, par value \$0.0001 per share (Earnout Shares) <u>(4)</u> <u>(5)</u>	01/13/2011		<u>J(4)(5)</u>	<u>59,119</u> <u>(1) (4) (5)</u>	D	\$ 0 <u>(1)</u> <u>(4)</u> <u>(5)</u>	0 <u>(1) (4) (5)</u>	I	See footnote <u>(2)</u>
Common Stock, par value \$0.0001 per share (Earnout Shares) <u>(4)</u> <u>(5)</u>							186 <u>(1) (4) (5)</u>	D <u>(2)</u>	

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)

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)	8. Pri Deriv Secur (Instr.	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Founder's Warrants (right to buy) <u>(6) (7)</u>	\$ 13	01/13/2011		<u>J(6)(7)</u>		<u>(6)(7)</u>	<u>(6)(7)</u>	Common Stock, par value \$0.0001 per share	291,637 <u>(6)</u>
Founder's Warrants (right to buy) <u>(6) (7)</u>	\$ 13					<u>(6)(7)</u>	<u>(6)(7)</u>	Common Stock, par value \$0.0001	920

per share

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HH-HACI GP, LLC 100 CRESCENT COURT, SUITE 1200 DALLAS, TX 75201		X		
HH-HACI, L.P. 100 CRESCENT COURT, SUITE 1200 DALLAS, TX 75201		X		

Signatures

/s/ Thomas O. Hicks, sole member of HH-HACI GP, LLC	01/18/2011
**Signature of Reporting Person	Date
/s/ Thomas O. Hicks, sole member of HH-HACI GP, LLC, general partner of HH-HACI, L.P.	01/18/2011
**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).
- The filing of this Form 4 shall not be construed as an admission that HH-HACI GP, LLC ("HH LLC"), the general partner of HH-HACI, L.P. ("HH LP"), is or was for the purposes of Section 16(a) of the Securities Exchange Act of 1934, as amended, the beneficial owner of
- (1) any of the shares of common stock, par value \$0.0001 per share (the "Common Stock") or warrants of Resolute Energy Corporation (the "Issuer"), owned by HH LP. Pursuant to Rule 16a-1, HH LLC disclaims beneficial ownership except to the extent of its pecuniary interests.
- Prior to the distributions described in Footnotes 3, 4, 5, 6, and 7, HH LLC controlled the voting and disposition of securities held by HH LP, of which HH LLC is the general partner. HH LLC had a pecuniary interest in securities held by HH LP because HH LLC holds a general partnership interest in HH LP. After the distributions described in Footnotes 3, 4, 5, 6, and 7, HH LLC remains the general partner of HH LP, which no longer hold any securities.
- (2) HH LP distributed 145,820 shares of common stock, par value 0.0001 per share ("Common Stock") of Resolute Energy Corporation (the "Issuer") to HH LP's limited partners and HH LLC on a pro rata basis. As a result of such pro rata, in-kind distributions, when coupled with previous pro rata, in-kind distributions, HH LLC directly holds 459 shares of Common Stock. No change in pecuniary interest for HH LLC resulted from any in-kind distributions to HH LLC.
- (3) HH LP distributed 59,119 Earnout Shares (defined in Footnote 5) to HH LP's limited partners and HH LLC on a pro rata basis. As a result of such pro rata, in-kind distributions, when coupled with previous pro rata, in-kind distributions, HH LLC directly holds 186 Earnout Shares. No change in pecuniary interest for HH LLC resulted from any in-kind distributions to HH LLC.
- Earnout Shares are Common Stock subject to forfeiture, unless at any time prior to five years from the closing of the acquisition (the "Acquisition") according to the Purchase and IPO Reorganization Agreement, dated as of August 2, 2009, as amended (filed with the
- (4) Issuer's Form S-4/A on September 14, 2009), either (a) the closing sale price of Common Stock exceeds \$15.00 per share for 20 trading days in any 30 trading day period beginning 90 days after the closing of the Acquisition or (b) a change in control event occurs in which Common Stock is valued at greater than \$15.00 per share.
- (5) HH LP distributed 291,637 Founder's Warrants (defined in Footnote 7) to HH LP's limited partners and HH LLC on a pro rata basis. As a result of such pro rata, in-kind distributions, when coupled with previous pro rata, in-kind distributions, HH LLC directly holds 920 Founder's Warrants. No change in pecuniary interest for HH LLC resulted from any in-kind distributions to HH LLC.
- (6)
- (7)

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Each Founder's Warrant entitles the holder to purchase one share of Common Stock at a price of \$13.00/share, subject to adjustment, at any time until September 25, 2014. However, Founder's Warrants will be exercisable only if a registration statement relating to the Common Stock issuable upon exercise of the warrants is effective and current.

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.