

PICCONE JAMES M
Form 4
January 03, 2018

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
PICCONE JAMES M

(Last) (First) (Middle)
1700 LINCOLN ST., 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)
12/29/2017

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount or Price | | |
| Common Stock | 12/29/2017 | | M | | 27,438 A \$ 6.75 | 268,615 (4) | D (5) |
| Common Stock | 12/29/2017 | | M | | 2,791 A \$ 2.915 | 271,406 (4) | D (5) |
| Common Stock | 12/29/2017 | | F | | 6,145 (2) D \$ 31.47 | 265,261 (4) | D (5) |
| Common Stock | 01/01/2018 | | F | | 7,158 (3) D \$ 31.47 | 258,103 (4) | D (5) |

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

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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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Amount or Number of Shares |
| Employee Stock Option (right to buy) | \$ 6.75 | 12/29/2017 | | M | 27,438 | <u>(1)</u> 05/04/2025 | Common Stock 27,438 |
| Employee Stock Option (right to buy) | \$ 2.915 | 12/29/2017 | | M | 2,791 | 03/08/2017 02/17/2026 | Common Stock 2,791 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-----------|-------|
| | Director | 10% Owner | Officer | Other |
| PICCONE JAMES M 1700 LINCOLN ST. SUITE 2800 DENVER, CO 80203 | X | | President | |

Signatures

/s/ James M.
Piccone 01/03/2018

**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 options vested in two equal installments on May 5, 2016 and 2017.

(2) Represents shares surrendered to Issuer to cover tax withholding obligations of the Reporting Person upon the exercise of 30,229 incentive stock options issued pursuant to Issuer's 2009 Performance Incentive Plan.

Represents shares surrendered to Issuer to cover tax withholding obligations of the Reporting Person upon the vesting of 21,768 shares of

(3) time-vesting restricted stock issued pursuant to the Issuer's 2009 Performance Incentive Plan. The vesting of the shares was accelerated pursuant to that certain Separation Agreement and Release dated January 1, 2018 between Issuer and the Reporting Person.

(4) Includes 21,767 shares of restricted stock subject to performance-vesting criteria, which vest in annual installments in accordance with such criteria through March 8, 2020.

(5) Includes 46,655 shares held by the Reporting Person in an IRA account.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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