GAZULIS THEODORE

Form 4

November 30, 2018

Check this box

if no longer

subject to

Section 16.

Form 4 or

FORM 4

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

OMB

OMB APPROVAL

Number:

5. Relationship of Reporting Person(s) to

(Classia all annil: a his)

Issuer

3235-0287

Expires:

January 31, 2005

0.5

Estimated average burden hours per

response...

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Form 5 obligations may continue. See Instruction

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

2. Issuer Name and Ticker or Trading

Resolute Energy Corp [REN]

Symbol

1(b).

(Print or Type Responses)

GAZULIS THEODORE

1. Name and Address of Reporting Person *

	resorate Energy corp [reary]						(Check all applicable)					
(Last)	(First)	(Middle)	3. Date of			ansaction			D	100		
				(Month/Day/Year) 11/28/2018					Director 10% Owner X_ Officer (give title Other (specification) below)			
									· · · · · · · · · · · · · · · · · · ·	eutive VP, CFO		
				Amendment, Date Original					6. Individual or Joint/Group Filing(Check			
Filed(Month/I				nth/Day/	/Day/Year)				Applicable Line) _X_ Form filed by One Reporting Person			
DENVER, CO 80203									Form filed by More than One Reporting Person			
(City)	(State) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned											
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)			3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8) (A) or				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				Code	V	Amount	(D)	Price	(Ilisu. 3 and 4)			
Common Stock	11/28/2018			M		26,033	A	\$ 6.75	238,589 (2)	D (3)		
Common Stock	11/28/2018			M		34,253	A	\$ 2.915	272,842 (2)	D (3)		
Common Stock	11/28/2018			F		9,279 (1)	D	\$ 34.79	263,563 (2)	D (3)		
Common Stock									1,000	I	See footnote (4)	

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. 5. Number of TransactionDerivative Code Securities (Instr. 8) 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	11/28/2018		M	26,033	<u>(5)</u>	05/05/2025	Common Stock	26,033
Employee Stock Option (Right to buy)	\$ 2.915	11/28/2018		M	34,253	<u>(6)</u>	02/18/2026	Common Stock	34,253

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

GAZULIS THEODORE 1700 LINCOLN ST. SUITE 2800 DENVER, CO 80203

Executive VP, CFO

Signatures

/s/ Theodore Gazulis 11/30/2018

**Signature of Date Reporting Person

Reporting Owners 2

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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 shares surrendered to Issuer to cover the exercise price of the options and tax withholdings, as permitted pursuant to Issuer's 2009 Performance Incentive Plan, upon the exercise of 60,286 stock options.
- (2) Includes 70,313 shares of restricted stock subject to Time- and Performance- Vesting criteria, which vest in annual installments in accordance with such criteria through March 8, 2021.
- (3) Includes 111,113 shares held by the Reporting Person in a revocable trust; 8,782 shares held in a custodial account; 2,000 shares held in a joint account.
- (4) Consists of 1,000 shares held in an IRA FBO George Gazulis, Theodore Gazulis, beneficiary.
- (5) Includes 8,678, 8,678 and 8,677 options, which became exercisable on 5/5/2016, 5/5/2017 and 5/5/2018, respectively.
- (6) Includes 17,127 and 17,126 options, which became exercisable on 3/8/2017 and 3/8/2018, respectively.

Remarks:

Note: Option exercises completed for year-end tax planning purposes.

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.