

STEFANOUDAKIS MICHAEL
Form 4
November 30, 2018

FORM 4

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

OMB APPROVAL

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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 *
STEFANOUDAKIS MICHAEL

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
1700 LINCOLN ST., SUITE 2800

3. Date of Earliest Transaction (Month/Day/Year)
11/28/2018

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Exec. VP, Gen Counsel & Secy

(Street)
DENVER, CO 80203

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
____ 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 | 11/28/2018 | | M | | 14,876 | A | \$ 6.75 |
| | | | | | 134,140 | (2) | D (3) |
| Common Stock | 11/28/2018 | | M | | 19,573 | A | \$ 2.915 |
| | | | | | 153,713 | (2) | D (3) |
| Common Stock | 11/28/2018 | | F | | 4,527 | D | \$ 34.79 |
| | | | | | (1) | | 149,186 |
| | | | | | | | (2) |
| | | | | | | | D (3) |
| Common Stock | 11/30/2018 | | S | | 29,922 | D | \$ 34.791 |
| | | | | | | | 119,264 |
| | | | | | | | (2) |
| | | | | | | | D (3) |

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.

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(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) | Amount or Number of Shares |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|----------------------------|
| Employee Stock Option (Right to buy) | \$ 6.75 | 11/28/2018 | | M | 14,876 | <u>(4)</u> 05/05/2025 | Common Stock | 14,876 |
| Employee Stock Option (Right to buy) | \$ 2.915 | 11/28/2018 | | M | 19,573 | <u>(5)</u> 02/18/2026 | Common Stock | 19,573 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|-----------------------------------------------------------------------------|---------------|-----------|------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| STEFANOUDAKIS MICHAEL 1700 LINCOLN ST. SUITE 2800 DENVER, CO 80203 | | | Exec. VP, Gen Counsel & Secy | |

Signatures

/s/ Michael N. Stefanoudakis 11/30/2018

**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)

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Represents shares surrendered to Issuer to cover the exercise price of the option, as permitted pursuant to Issuer's 2009 Performance Incentive Plan, upon the exercise of 34,449 stock options.

- (2) Includes 68,728 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 11,000 shares held by the Reporting Person in an IRA account.
- (4) Includes 4,959, 4,959 and 4,958 options, which became exercisable on 5/5/2016, 5/5/2017 and 5/5/2018, respectively.
- (5) Includes 9,787 and 9,786 options, which became exercisable on 3/8/2017 and 3/8/2018, respectively.

Remarks:

Note: Option exercises and sales 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.

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