

Resolute Energy Corp  
Form SC 13D/A  
March 16, 2018

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

SCHEDULE 13D/A

Under the Securities Exchange Act of 1934  
(Amendment No. 2)\*

Resolute Energy Corporation  
(Name of Issuer)

Common Stock, par value \$0.0001 per share  
(Title of Class of Securities)

76116A306  
(CUSIP Number)

Brian Meyer  
Fir Tree Capital Management LP  
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(212) 599-0090

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Schulte Roth & Zabel LLP  
919 Third Avenue  
New York, NY 10022  
(212) 756-2000  
(Name, Address and Telephone Number of Person  
Authorized to Receive Notices and  
Communications)

March 14, 2018  
(Date of Event Which Requires Filing of This  
Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), Rule 13d-1(f) or Rule 13d-1(g), check the following box. "

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

1	NAME OF REPORTING PERSON
2	Fir Tree Capital Management LP
3	CHECK THE APPROPRIATE BOX IF A MEMBER OF (b) A GROUP
4	SEC USE ONLY SOURCE OF FUNDS
5	AF CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) CITIZENSHIP OR PLACE OF ORGANIZATION
6	Delaware
7	SOLE VOTING POWER
8	-0- SHARED VOTING POWER
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:	1,073,723 shares of Common Stock (including 101,585 shares of Common Stock issuable upon conversion of 8 % Series B

Cumulative  
Perpetual  
Convertible  
Preferred  
Stock)  
SOLE  
DISPOSITIVE  
**9** POWER

-0-  
SHARED  
DISPOSITIVE  
POWER

1,073,723  
shares of  
Common Stock  
(including  
**10** 101,585 shares  
of Common  
Stock issuable  
upon  
conversion of  
8 % Series B  
Cumulative  
Perpetual  
Convertible  
Preferred  
Stock)

AGGREGATE  
AMOUNT  
BENEFICIALLY  
OWNED BY EACH  
PERSON

**11** 1,073,723 shares of  
Common Stock  
(including 101,585  
shares of Common Stock  
issuable upon conversion  
of 8 % Series B  
Cumulative Perpetual  
Convertible Preferred  
Stock)

**12** CHECK IF THE  
AGGREGATE  
AMOUNT IN  
ROW (11) ..  
EXCLUDES  
CERTAIN  
SHARES

**13** PERCENT OF CLASS  
REPRESENTED BY  
AMOUNT IN ROW (11)

4.63% (See Item 5)  
TYPE OF REPORTING  
PERSON

**14**  
IA, PN

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This Amendment No. 2 ("Amendment No. 2") amends and supplements the statement on Schedule 13D filed with the Securities and Exchange Commission (the "SEC") on February 5, 2018 (the "Original Schedule 13D") and Amendment No. 1 filed with the SEC on March 5, 2018 ("Amendment No. 1", and together with the Original Schedule 13D and this Amendment No. 2, the "Schedule 13D"), with respect to the Common Stock, par value \$0.0001 per share (the "Common Stock") of Resolute Energy Corporation, a Delaware corporation (the "Issuer"). Capitalized terms used herein and not otherwise defined in this Amendment No. 2 have the meanings set forth in the Schedule 13D. This Amendment No. 2 amends Item 5 as set forth below. This is the final amendment to the Schedule 13D and constitutes an "exit filing" for the Reporting Person.

#### **Item 5. INTEREST IN SECURITIES OF THE ISSUER**

Item 5 of the Schedule 13D is hereby amended and restated as follows:

See rows (11) and (13) of the cover pages to this Schedule 13D for the aggregate number of shares of Common Stock and percentages of the shares of Common Stock beneficially owned by the Reporting Person, including 3,000 shares of 8 % Series B Cumulative Perpetual Convertible Preferred Stock, par value \$0.0001 per share (the "8 % Series B Cumulative Perpetual Convertible Preferred Stock"), which may be converted at any time based on an current conversion rate of 33.8616 shares of Common Stock per share of 8 % Series B Cumulative Perpetual

(a) Convertible Preferred Stock. The percentages used in this Schedule 13D are calculated based upon 23,066,559 shares of Common Stock issued and outstanding as of February 28, 2018, as reported in the Issuer's Annual Report on Form 10-K for the fiscal year ended December 31, 2017, filed with the SEC on March 12, 2018 as well as the 101,585 additional shares of Common Stock that are issuable upon conversion of the 8 % Series B Cumulative Perpetual Convertible Preferred Stock held by the Reporting Person.

See rows (7) through (10) of the cover pages to this Schedule 13D for the number of shares of Common Stock as to

(b) which each Reporting Person has the sole or shared power to vote or direct the vote and sole or shared power to dispose or to direct the disposition.

Information concerning transactions in the shares of Common Stock effected by the Reporting Person since the filing of Amendment No. 1 is set forth in Schedule A hereto and is incorporated herein by reference. All of the

(c) transactions in the shares of Common Stock listed hereto were effected in the open market through various brokerage entities.

No person other than the Reporting Person and the Fir Tree Funds is known to have the right to receive, or the

(d) power to direct the receipt of dividends from, or proceeds from the sale of, the shares of Common Stock held by the Fir Tree Funds.

(e) March 14, 2018.

SIGNATURES

After reasonable inquiry and to the best of his or its knowledge and belief, the undersigned certifies that the information set forth in this statement is true, complete and correct.

Date: March 16, 2018

FIR TREE CAPITAL MANAGEMENT LP

/s/ Brian Meyer

Name: Brian Meyer

Title: General Counsel

Schedule A

This Schedule sets forth information with respect to each purchase and sale of shares of Common Stock which were effectuated by the Reporting Person since the filing of Amendment No. 1. All transactions were effectuated in the open market through a broker. The price reported in the column Price Per Share (\$) is a weighted average price if a price range is indicated in the column Price Range (\$). These shares of Common Stock were purchased/sold in multiple transactions at prices between the price ranges below. The Reporting Person will undertake to provide to the staff of the SEC, upon request, full information regarding the number of shares of Common Stock sold at each separate price.

<u>Trade Date</u>	<u>Shares Purchased (Sold)</u>	<u>Price Per Share (\$)</u>	<u>Price Range (\$)</u>
3/6/2018	(9,300)	33.6102	33.6092-33.6107
3/7/2018	(18,600)	32.9021	
3/8/2018	(29,375)	33.0763	
3/9/2018	(60,276)	34.1609	34.0584-34.2335
3/12/2018	(34,900)	34.8007	34.7716-34.873
3/13/2018	(150,580)	36.3118	36.0946-36.4799
3/14/2018	(114,500)	37.3538	37.1627-37.7963
3/15/2018	(22,400)	36.4316	36.2677-37.6798
3/16/2018	102,373	35.7637	35.30-35.81