Resolute Energy Corp Form 4 February 09, 2017

Check this box

if no longer

FORM 4

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

OMB 3235-0287 Number:

OMB APPROVAL

Expires: STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

January 31, 2005

0.5

Estimated average **SECURITIES** burden hours per

response...

subject to Section 16. Form 4 or Form 5 obligations may continue.

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

1(b).

Common

Stock

02/07/2017

(Print or Type Responses)

See Instruction

1. Name and Address of Reporting Person * PICCONE JAMES M			2. Issuer Name and Ticker or Trading Symbol			5. Relationship of Reporting Person(s) to Issuer			
			solute E	nergy (Corp [REN]	(Check all applicable)			
(Last)	(First) (M	fiddle) 3. D	3. Date of Earliest Transaction				**		
		(Mo	nth/Day/	Year)		_X_ Director	10%	Owner	
1700 LINCOLN STREET, SUITE 2800			02/07/2017			X Officer (give title Other (specify below) President			
							Trestuent		
(Street)			4. If Amendment, Date Original			6. Individual or Joint/Group Filing(Check			
			d(Month/D	Day/Year)		Applicable Line)			
					X Form filed by One Reporting Person				
DENVER, CO 80203						Form filed by More than One Reporting Person			
(City)	(State)	(Zip)	Table I -	- Non-De	erivative Securities Acq	uired, Disposed o	f, or Beneficial	ly Owned	
1.Title of	2. Transaction Date	2A. Deemed	3.		4. Securities Acquired	5. Amount of	6. Ownership	7. Nature of	
Security	(Month/Day/Year)	Execution Dat	te, if Tr	ransactio	n(A) or Disposed of	Securities	Form: Direct	Indirect	
(Instr. 3)		any	Co	ode	(D)	Beneficially	(D) or	Beneficial	
		(Month/Day/Y	(Ir	nstr. 8)	(Instr. 3, 4 and 5)	Owned	Indirect (I)	Ownership	
						Following	(Instr. 4)	(Instr. 4)	
					(A)	Reported			
					(* *)	Transaction(s)			

Code V

A

Amount

43,535

(1)

(D)

A

Price

\$0

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

(Instr. 3 and 4)

245,540 (2)

 $D^{(3)}$

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	mber of 6. Date Exercisable and		7. Title and Amoun	
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	TransactionDerivative		Expiration Date		Underlying Securiti	
Security	or Exercise		any	Code	Securities (Month/Day/Year)		ear)	(Instr. 3 and 4)	
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Acquired (A)				
	Derivative				or Disposed of				
	Security				(D)				
					(Instr. 3, 4,				
					and 5)				
									Amou
						Date	Expiration	Title	or
						Exercisable Date	Nun	Numb	
				Code V	(A) (D)				of Sha
Performance	40	00/07/0017			21.767	02/00/2010	02/00/2020	Common	21.7
Share Rights	<u>(4)</u>	02/07/2017		A	21,767	03/08/2018	03/08/2020	Stock	21,7

Reporting Owners

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

Signatures

/s/ James M.
Piccone

**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).

This restricted stock was granted pursuant to the Issuer's 2009 Performance Incentive Plan. The Reporting Person's interests in the Restricted Stock will vest pursuant to the vesting schedule set forth in the Equity Incentive Grant Agreement dated February 7, 2017.

- (1) Pursuant to the Agreement, 21,768 total shares will vest by the passage of time ("Time Vested Shares") and 21,767 shares will vest upon achievement of specified thresholds of cumulative total shareholder return (TSR) compared to certain peers ("Performance Vested Shares") in three annual installments commencing March 8, 2018 through March 8, 2020.
- (2) Includes 69,211 shares of restricted stock subject to Time- and Performance- Vesting criteria, which vest in annual installments in accordance with such criteria through March 8, 2020.
- (3) Includes 46,655 shares held by the Reporting Person in an IRA account.

Each Performance Share Right represents a right to receive the target number of shares of the Issuer's common stock. The Performance (4) Share Rights vest upon achievement of specified thresholds of cumulative TSR compared to certain peers. Vesting will occur in three annual installments commencing March 8, 2018 through March 8, 2020.

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.

Reporting Owners 2