

SUTTON NICHOLAS J
 Form 4
 May 29, 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 *
 SUTTON NICHOLAS J

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
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 05/29/2018

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

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 Ownership (Instr. 4)
			Code	V	Amount	(D)	Price
Common Stock	05/29/2018		S		55,000	D	33.561
							\$
							375,090 ⁽²⁾
							D ⁽³⁾
							⁽¹⁾

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)

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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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Transaction (Instr. 6)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SUTTON NICHOLAS J 1700 LINCOLN ST. SUITE 2800 DENVER, CO 80203	X		Executive Chairman	

Signatures

/s/ Nicholas J. Sutton
05/29/2018

**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).
- The transaction was executed in multiple trades at prices ranging from \$33.41 to \$33.63. The price reported above reflects the weighted average sale price. The reporting person hereby undertakes to provide to the SEC staff, the issuer or a security holder of the issuer upon request, full information regarding the number of shares and prices at which each transaction was effected.
- (1) average sale price. The reporting person hereby undertakes to provide to the SEC staff, the issuer or a security holder of the issuer upon request, full information regarding the number of shares and prices at which each transaction was effected.
 - (2) Includes 36,400 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 94,150 shares held by the Reporting Person in an IRA account and 255,914 shares held in a revocable trust.

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.