

Resolute Energy Corp
Form 4
May 16, 2013

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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 *
Natural Gas Partners VII, L.P.

(Last) (First) (Middle)

5221 N. O'CONNOR BLVD.,
SUITE 1100

(Street)

IRVING, TX 75039

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
05/14/2013

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___X___ 10% Owner
___ Officer (give title below) ___ Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
___ Form filed by One Reporting Person
X Form filed by More than One Reporting Person

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)
Common Stock	05/14/2013		S	5,197,571 D	\$ 8 1,078,595 <u>(1)</u>	D <u>(2)</u> <u>(5)</u>	
Common Stock	05/14/2013		S	239,929 D	\$ 8 49,790 <u>(3)</u>	I	See Footnotes <u>(2)</u> <u>(3)</u> <u>(5)</u>
Common Stock					1,400,139 <u>(4)</u>	I	See Footnotes <u>(2)</u> <u>(4)</u> <u>(5)</u>

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

SEC 1474 (9-02)

Edgar Filing: Resolute Energy Corp - Form 4

currently owned by NGP VII and Co-Invest.

- (3) These securities are held directly by Co-Invest.

These securities are held directly by Resolute Holdings, LLC ("Holdings"). NGP VII owns a majority of the outstanding membership

- (4) interests of Holdings and, therefore, Hersh, GFW LLC and NGP VII may be deemed indirect beneficial owners of the securities currently owned by Holdings.

Each reporting person disclaims beneficial ownership of the reported securities except to the extent of its pecuniary interest therein, and

- (5) this report shall not be deemed an admission that such reporting person is the beneficial owner of the reported securities for purposes of Section 16 or for any other purpose.

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.