

Resolute Energy Corp
Form 8-K/A
April 05, 2013

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-K/A

Current Report

Pursuant to Section 13 or 15(d) of
the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): March 22, 2013

RESOLUTE ENERGY CORPORATION

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

001-34464
(Commission
File Number)

27-0659371
(I.R.S. Employer
Identification Number)

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1675 Broadway, Suite 1950 Denver, CO
(Address of principal executive offices)
(303) 534-4600

80202
(Zip Code)

(Registrant's telephone number, including area code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

- .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

- .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

- .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 8.01. Other Events

On December 21, 2012, Resolute Natural Resources Southwest, LLC, a Delaware limited liability company (Resolute Southwest), and a wholly-owned subsidiary of Resolute Energy Corporation (Resolute or the Company), acquired certain Permian Basin oil and gas properties located primarily in Howard County, Texas, and Lea County, New Mexico (the Celero Properties), from Celero Energy II, LP and an affiliate (Celero), for a purchase price of approximately \$115 million (the Celero Acquisition). Natural Gas Partners, an affiliate of the Company, is also an affiliate of Celero. See the Current Reports on Form 8-K filed on December 5, 2012 and December 26, 2012, respectively, for a detailed explanation of the acquisition of the Celero Properties.

On December 28, 2012, Resolute Southwest acquired an undivided 32.35% interest in certain Permian Basin oil and gas properties near Midland, Texas, pursuant to the terms of a Purchase, Sale and Option Agreement with RSP Permian, L.L.C., a Delaware limited liability company (RSP), Wallace Family Partnership, LP, a Texas limited partnership, Ted Collins, Jr. and certain additional tag-along sellers (collectively RSP Sellers). Natural Gas Partners, an affiliate of the Company, is also an affiliate of RSP. The purchase price for all acquired interests on December 28, 2012, was approximately \$133 million. The \$133 million purchase price paid to the RSP Sellers included a non-refundable \$6 million paid in exchange for the option to acquire the remaining undivided 67.65% interest in the RSP Properties any time through March 22, 2013, although the option fee would be applied against that purchase price.

On March 22, 2013, Resolute exercised the option and completed the acquisition of the remaining 67.65% interest in the properties for a purchase price of approximately \$256 million, net of the option fee (the RSP Acquisition). The undivided 32.35% interest acquired on December 28, 2012 and the undivided 67.65% interest acquired on March 22, 2013, are collectively referred to as the RSP Properties. See the Current Report on Form 8-K filed on December 31, 2012 for a detailed explanation of the acquisition of the RSP Properties and the Form 8-K filed on March 25, 2013 regarding the option exercise.

The Celero Acquisition and the RSP Acquisition are together referred to as the Permian Acquisitions. In accordance with Rule 3-05 under Securities and Exchange Commission Regulation S-X and communication with the Securities and Exchange Commission, the Company is providing the following:

RSP Properties Audited statements of revenue and direct operating expenses for the years ended December 31, 2012 and 2011 for the undivided 100% interest acquired.

Pro forma statements Unaudited pro forma balance sheet at December 31, 2012, and unaudited pro forma statement of income for the year ended December 31, 2012, reflecting historical Resolute and the Permian Acquisitions.

The audited statement of revenue and direct operating expenses for the year ended December 31, 2012 and 2011, for the RSP Properties is included in the pro forma consolidated statement of income attached as Exhibit 99.2 and is included herein. Audited statements of revenue and direct operating expenses for the years ended December 31, 2011 and 2010 and unaudited statements of revenue and direct operating expenses for the nine months ended September 30, 2012 and 2011, including the related notes, for the Celero Properties were previously filed in a Current Report on Form 8-K/A on March 7, 2013.

Item 9.01. Financial Statements and Exhibits

(a) Financial Statements of Business Acquired

The audited statements of revenue and direct operating expenses for the years ended December 31, 2012 and 2011, including the related notes, for the RSP Properties are attached as Exhibit 99.1 and are included herein.

(b) Pro Forma Financial Information

The unaudited pro forma consolidated balance sheet as of December 31, 2012, and the unaudited pro forma consolidated statement of income for the year ended December 31, 2012, that reflect the Permian Acquisitions are attached as Exhibit 99.2 and are included herein.

(d) Exhibits

Exhibit Number	Description of Exhibits
23.1	Consent of Independent Auditors, KPMG LLP, dated as of April 5, 2013.
99.1	The audited statements of revenue and direct operating expenses for the years ended December 31, 2012 and 2011, including the related notes, for the RSP Properties.
99.2	The unaudited pro forma consolidated balance sheet of Resolute Energy Corporation as of December 31, 2012, and the unaudited pro forma consolidated statement of income of Resolute Energy Corporation for the year ended December 31, 2012, which give effect to the Permian Acquisitions.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: April 5, 2013

RESOLUTE ENERGY CORPORATION

By: /s/ J. A. Tuell
J. A. Tuell
Vice President and Chief Accounting Officer