Resolute Energy Corp
Form SC 13G/A
May 02, 2016

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

SCHEDULE 13G

Under the Securities Exchange Act of 1934
(Amendment No. 1)

RESOLUTE ENERGY CORPORATION
(Name of Issuer)

COMMON STOCK, PAR VALUE $0.0001 PER SHARE
(Title of Class of Securities)

76116A108
(CUSIP Number)

April 28, 2016
(Date of Event which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

.. Rule 13d-1(b)

x Rule 13d-1(c)

.. Rule 13d-1(d)

*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).

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

CUSIP No. 76116A108

1. Names of Reporting Persons.
   I.R.S. Identification Nos. of above persons (entities only).

   SPO Partners II, L.P.
2. Check the Appropriate Box if a Member of a Group (See Instructions)
   (a) ¨ (b) x

3. SEC Use Only

4. Citizenship or Place of Organization

   Delaware

Number of Shares Beneficially Owned by Each Reporting Person With:	5.	Sole Voting Power 4,604,856 (1)
	6.	Shared Voting Power -0-
	7.	Sole Dispositive Power 4,604,856 (1)
	8.	Shared Dispositive Power -0-

9. Aggregate Amount Beneficially Owned by Each Reporting Person

   4,604,856
10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) ¨

11. Percent of Class Represented by Amount in Row (9)

    6.0%
12. Type of Reporting Person (See Instructions)

    (PN)

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(1) Power is exercised through its sole general partner, SPO Advisory Partners, L.P.

CUSIP No. 76116A108

1. Names of Reporting Persons.
   I.R.S. Identification Nos. of above persons (entities only).

   SPO Advisory Partners, L.P.
2. Check the Appropriate Box if a Member of a Group (See Instructions)
   (a) ¨ (b) x

3. SEC Use Only

4. Citizenship or Place of Organization

   Delaware

Number of Shares Beneficially Owned by Each Reporting Person With:	5.	Sole Voting Power 4,604,856 (1)(2)
	6.	Shared Voting Power -0-
	7.	Sole Dispositive Power 4,604,856 (1)(2)
	8.	Shared Dispositive Power -0-

9. Aggregate Amount Beneficially Owned by Each Reporting Person

   4,604,856
10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) ¨

11. Percent of Class Represented by Amount in Row (9)

    6.0%
12. Type of Reporting Person (See Instructions)

    (PN)

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(1) Solely in its capacity as the sole general partner of SPO Partners II, L.P.

(2) Power is exercised through its sole general partner, SPO Advisory Corp.

CUSIP No. 76116A108

1. Names of Reporting Persons.
   I.R.S. Identification Nos. of above persons (entities only).

   San Francisco Partners, L.P.
2. Check the Appropriate Box if a Member of a Group (See Instructions)
   (a) ¨ (b) x

3. SEC Use Only

4. Citizenship or Place of Organization

   California

Number of Shares Beneficially Owned by Each Reporting Person With:	5.	Sole Voting Power 193,500 (1)
	6.	Shared Voting Power -0-
	7.	Sole Dispositive Power 193,500 (1)
	8.	Shared Dispositive Power -0-

9. Aggregate Amount Beneficially Owned by Each Reporting Person

   193,500
10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) ¨

11. Percent of Class Represented by Amount in Row (9)

    0.3%
12. Type of Reporting Person (See Instructions)

    (PN)

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(1) Power is exercised through its sole general partner, SF Advisory Partners, L.P.

CUSIP No. 76116A108

1. Names of Reporting Persons.
   I.R.S. Identification Nos. of above persons (entities only).

   SF Advisory Partners, L.P.
2. Check the Appropriate Box if a Member of a Group (See Instructions)
   (a) ¨ (b) x

3. SEC Use Only

4. Citizenship or Place of Organization

   Delaware

Number of Shares Beneficially Owned by Each Reporting Person With:	5.	Sole Voting Power 193,500 (1)(2)
	6.	Shared Voting Power -0-
	7.	Sole Dispositive Power 193,500 (1)(2)
	8.	Shared Dispositive Power -0-

9. Aggregate Amount Beneficially Owned by Each Reporting Person

   193,500
10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) ¨

11. Percent of Class Represented by Amount in Row (9)

    0.3%
12. Type of Reporting Person (See Instructions)

    (PN)

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(1) Solely in its capacity as the sole general partner of San Francisco Partners, L.P.

(2) Power is exercised through its sole general partner, SPO Advisory Corp.

CUSIP No. 76116A108

1. Names of Reporting Persons.
   I.R.S. Identification Nos. of above persons (entities only).

   SPO Advisory Corp.
2. Check the Appropriate Box if a Member of a Group (See Instructions)
   (a) ¨ (b) x

3. SEC Use Only

4. Citizenship or Place of Organization

   Delaware

Number of Shares Beneficially Owned by Each Reporting Person With:	5.	Sole Voting Power 4,798,356 (1)(2)
	6.	Shared Voting Power -0-
	7.	Sole Dispositive Power 4,798,356 (1)(2)
	8.	Shared Dispositive Power -0-

9. Aggregate Amount Beneficially Owned by Each Reporting Person

   4,798,356
10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) ¨

11. Percent of Class Represented by Amount in Row (9)

    6.2%
12. Type of Reporting Person (See Instructions)

    (CO)

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(1) Solely in its capacity as the sole general partner of SPO Advisory Partners, L.P. with respect to 4,604,856 of such shares, and solely in its capacity as the sole general partner of SF Advisory Partners, L.P. with respect to 193,500 of such shares.

(2) Power is exercised through its two controlling persons, John H. Scully and Eli J. Weinberg.

CUSIP No. 76116A108

1. Names of Reporting Persons.
   I.R.S. Identification Nos. of above persons (entities only).

   John H. Scully
2. Check the Appropriate Box if a Member of a Group (See Instructions)
   (a) ¨ (b) x

3. SEC Use Only

4. Citizenship or Place of Organization

   USA

Number of Shares Beneficially Owned by Each Reporting Person With:	5.	Sole Voting Power 26,400 (1)
	6.	Shared Voting Power 4,798,356 (2)
	7.	Sole Dispositive Power 26,400 (1)
	8.	Shared Dispositive Power 4,798,356 (2)

9. Aggregate Amount Beneficially Owned by Each Reporting Person

   4,824,756
10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) ¨

11. Percent of Class Represented by Amount in Row (9)

    6.3%
12. Type of Reporting Person (See Instructions)

    (IN)

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(1) Of these shares, 100 shares of Common Stock may be deemed to be beneficially owned by Mr. Scully solely in his capacity as the trustee of the John H. Scully Living Trust, dated 10/1/03, 5,100 shares of Common Stock are held in the John H. Scully individual retirement account, which is self-directed, and 21,200 shares of Common Stock may be deemed beneficially owned by Mr. Scully in his capacity as controlling person, director and executive officer of Phoebe Snow Foundation, Inc.

(2)

These shares may be deemed to be beneficially owned by Mr. Scully solely in his capacity as one of two controlling persons of SPO Advisory Corp.

CUSIP No. 76116A108

1. Names of Reporting Persons.
   I.R.S. Identification Nos. of above persons (entities only).

   Phoebe Snow Foundation, Inc.
2. Check the Appropriate Box if a Member of a Group (See Instructions)
   (a) ¨ (b) x

3. SEC Use Only

4. Citizenship or Place of Organization

   California

Number of Shares Beneficially Owned by Each Reporting Person With:	5.	Sole Voting Power 21,200 (1)
	6.	Shared Voting Power -0-
	7.	Sole Dispositive Power 21,200 (1)
	8.	Shared Dispositive Power -0-

9. Aggregate Amount Beneficially Owned by Each Reporting Person

   21,200
10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) ¨

11. Percent of Class Represented by Amount in Row (9)

    **0.1%
12. Type of Reporting Person (See Instructions)

    (CO)

** Denotes less than

(1) Power is exercised through its controlling person, director and executive officer, John H. Scully.

CUSIP No. 76116A108

1. Names of Reporting Persons.
   I.R.S. Identification Nos. of above persons (entities only).

   Eli J. Weinberg
2. Check the Appropriate Box if a Member of a Group (See Instructions)
   (a) ¨ (b) x

3. SEC Use Only

4. Citizenship or Place of Organization

   USA

Number of Shares Beneficially Owned by Each Reporting Person With:	5.	Sole Voting Power -0-
	6.	Shared Voting Power 4,798,356 (1)
	7.	Sole Dispositive Power -0-
	8.	Shared Dispositive Power 4,798,356 (1)

9. Aggregate Amount Beneficially Owned by Each Reporting Person

   4,798,356
10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) ¨

11. Percent of Class Represented by Amount in Row (9)

    6.2%
12. Type of Reporting Person (See Instructions)

    (IN)

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(1) These shares may be deemed to be beneficially owned by Mr. Weinberg solely in his capacity as one of two controlling persons of SPO Advisory Corp.

CUSIP No. 76116A108

1. Names of Reporting Persons.
   I.R.S. Identification Nos. of above persons (entities only).

   The John H. Scully Living Trust, dated 10/1/03
2. Check the Appropriate Box if a Member of a Group (See Instructions)
   (a) ¨ (b) x

3. SEC Use Only

4. Citizenship or Place of Organization

   California

Number of Shares Beneficially Owned by Each Reporting Person With:	5.	Sole Voting Power 100 (1)
	6.	Shared Voting Power -0-
	7.	Sole Dispositive Power 100 (1)
	8.	Shared Dispositive Power -0-

9. Aggregate Amount Beneficially Owned by Each Reporting Person

   100
10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) ¨

11. Percent of Class Represented by Amount in Row (9)

    **0.1%
12. Type of Reporting Person (See Instructions)

    (OO)

** Denotes less than

(1) Power is exercised through its trustee, John H. Scully.

This Amendment No. 1 (the "Amendment") amends the Schedule 13G (the "Original 13G") filed with the Securities and Exchange Commission ("SEC") on October 30, 2015. Terms used herein and not defined herein shall have the meanings ascribed thereto in the Original 13G, as amended.

Item 1.	(a)	Name of Issuer Resolute Energy Corporation
	(b)	Address of Issuer's Principal Executive Offices 1700 Lincoln Street, Suite 2800, Denver, Colorado 80203
Item 2.	(a)	Name of Person Filing SPO Partners II, L.P., a Delaware limited partnership ("SPO"), SPO Advisory Partners, L.P., a Delaware limited partnership ("SPO Advisory Partners"), San Francisco Partners, L.P., a California limited partnership ("SFP"), SF Advisory Partners, L.P., a Delaware limited partnership ("SF Advisory Partners"), SPO Advisory Corp., a Delaware corporation ("SPO Advisory Corp."), John H. Scully ("JHS"), Phoebe Snow Foundation, Inc., a California corporation ("PSF"), Eli J. Weinberg ("EJW") and the John H. Scully Living Trust, dated 10/1/03 ("JHS Trust"). SPO, SPO Advisory Partners, SFP, SF Advisory Partners, SPO Advisory Corp., JHS, PSF, EJW and JHS Trust are sometimes hereinafter referred to as the "Reporting Persons." The Reporting Persons are making this single, joint filing because they may be deemed to constitute a "group" within the meaning of Section 13(d)(3) of the Securities Exchange Act of 1934, as amended (the "Act"), although neither the fact of this filing nor anything contained herein shall be deemed to be an admission by the Reporting Persons that a group exists.
	(b), (c)	Address of Principal Business Office or, if None, Residence; Citizenship of Reporting Persons The principal business address of SPO is 591 Redwood Highway, Suite 3215, Mill Valley, California 94941. SPO is a Delaware limited partnership. The principal business address of SPO Advisory Partners is 591 Redwood Highway, Suite 3215, Mill Valley, California 94941. SPO Advisory Partners is a Delaware limited partnership. The principal business address of SFP is 591 Redwood Highway, Suite 3215, Mill Valley, California 94941. SFP is a California limited partnership.

The principal business address of SF Advisory Partners is 591 Redwood Highway, Suite 3215, Mill Valley, California 94941. SF Advisory Partners is a Delaware limited partnership.

The principal business address of SPO Advisory Corp. is 591 Redwood Highway, Suite 3215, Mill Valley, California 94941. SPO Advisory Corp. is a Delaware corporation.

The principal business address of JHS is 591 Redwood Highway, Suite 3215, Mill Valley, California 94941. JHS is a citizen of the United States of America.

The principal business address of PSF is 591 Redwood Highway, Suite 3215, Mill Valley, California 94941. PSF is a California corporation.

The principal business address of EJW is 591 Redwood Highway, Suite 3215, Mill Valley, California 94941. EJW is a citizen of the United States of America.

The principal business address of JHS Trust is 591 Redwood Highway, Suite 3215, Mill Valley, California 94941. JHS Trust is a living trust, established for the benefit of JHS. Certain information with respect to JHS, the trustee of the JHS Trust, is set forth above.

(d) Title of Class of Securities

Common Stock, par value $0.0001 per share

(e) CUSIP Number:

76116A108

Item 3. Statement filed pursuant to §§240.13d-1(b) or 240.13d-2(b) or (c):

Not Applicable.

Item 4. Ownership.

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

Reporting Persons	(b) Percent of Class	(a) Beneficially Owned	(c)(i) Voting Power Sole	(c)(ii) Common Shares Voting Power Shared	(c)(iii) Disposition Power Sole	(c)(iv) Disposition Power Shared
SPO Partners II, L.P.	6.0%	4,604,856	4,604,856	0	4,604,856	0
SPO Advisory Partners, L.P.	6.0%	4,604,856	4,604,856	0	4,604,856	0
San Francisco Partners, L.P.	0.3%	193,500	193,500	0	193,500	0
SF Advisory Partners, L.P.	0.3%	193,500	193,500	0	193,500	0
SPO Advisory Corp.	6.2%	4,798,356	4,798,356	0	4,798,356	0
John H. Scully	6.3%	4,824,756	26,400	4,798,356	26,400	4,798,356
Phoebe Snow Foundation, Inc.	**0.1%	21,200	21,200	0	21,200	0
Eli J. Weinberg	6.2%	4,798,356	0	4,798,356	0	4,798,356
JHS Trust	**0.1%	100	100	0	100	0

** Denotes less than

Item 5. Ownership of Five Percent or Less of a Class.

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following o.

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

No other persons have the right to receive or the power to direct the receipt of dividends from, or the proceeds from, or other proceeds from the sale of, the common shares held by the Reporting Persons.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company or Control Person.

Not Applicable.

Item 8. Identification and Classification of Members of the Group.

Not Applicable.

Item 9. Notice of Dissolution of Group.

Not Applicable.

Item 10. Certification.

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect, other than activities solely in connection with a nomination under § 240.14a-11.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

May 2, 2016
Date

/s/ Kim M. Silva
Signature

Kim M. Silva
Attorney-in-fact for:

SPO Partners II, L.P. (1)
SPO Advisory Partners, L.P. (1)
San Francisco Partners, L.P. (1)
SF Advisory Partners, L.P. (1)
SPO Advisory Corp. (1)
John H. Scully (1)
Phoebe Snow Foundation, Inc. (1)
Eli J. Weinberg (1)
The John H. Scully Living Trust, dated 10/1/03 (2)

(1) A Power of Attorney authorizing Kim M. Silva to act on behalf of this person or entity has been previously filed with the Securities and Exchange Commission.
(2) A Power of Attorney authorizing Kim M. Silva to act on behalf of this person is filed as Exhibit B.

EXHIBIT INDEX

Exhibit	Document Description
A	Agreement Pursuant to Rule 13d-1(k)
B	Power of Attorney