BETZ RICHARD F Form 4 February 15, 2018

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or

Form 4 or
Form 5

obligations
may continue.

See Instruction

Filed pursuant
Section 17(a) of

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(b).

1. Name and Address of Reporting Person * BETZ RICHARD F			2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer		
			Resolute Energy Corp [REN]	(Check all applicable)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction			
			(Month/Day/Year)	X Director 10% Owner		
1700 LINCOLN STREET, SUITE 2800 (Street) DENVER, CO 80203			02/13/2018	_X_ Officer (give title Other (speci below) below)		
				Chief Executive Officer		
			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
			Filed(Month/Day/Year)	Applicable Line) _X_Form filed by One Reporting PersonForm filed by More than One Reporting Person		
(City)	(State)	(Zip)	Table I - Non-Derivative Securities	Acquired, Disposed of, or Beneficially Own		

	• • • • • • • • • • • • • • • • • • • •	` '	1 abie	: 1 - Non-De	erivative S	ecurit	ies Acq	luirea, Disposea (n, or Beneficial	ly Owned
1	.Title of	2. Transaction Date	2A. Deemed	3.	4. Securiti	ies Aco	quired	5. Amount of	6. Ownership	7. Nature of
S	Security	(Month/Day/Year)	Execution Date, if	Transactio	on(A) or Disposed of		Securities	Form: Direct	Indirect	
(Instr. 3)		any	Code (D)			Beneficially	(D) or	Beneficial	
			(Month/Day/Year)	(Instr. 8)	(Instr. 3, 4	and 5	i)	Owned	Indirect (I)	Ownership
								Following	(Instr. 4)	(Instr. 4)
						()		Reported		
						(A)		Transaction(s)		
				Code V	Amount	or (D)	Price	(Instr. 3 and 4)		
	Common Stock	02/13/2018		A	94,446 (1)	A	\$0	264,863 (2)	D (3)	

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

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(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	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	Date Exerci	Date Exercisable and		7. Title and Amoun	
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	onDerivative	Expiration Date		Underlying Securiti		
Security (Instr. 3)	or Exercise Price of Derivative Security		any (Month/Day/Year)	Code (Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4,	(Month/Day/Year) (Instr. 3 a		(Instr. 3 and	4)	
				Code V	and 5) (A) (D)	Date Exercisable	Expiration Date	Title	Amor or Numl of Sh	
Performance Share Rights	<u>(4)</u>	02/13/2018		A	47,223	03/08/2019	03/08/2021	Common Stock	47,2	

Reporting Owners

Reporting Owner Name / Address	Relationships						
and the second of the second o	Director	10% Owner	Officer	Other			
BETZ RICHARD F			Chief				
1700 LINCOLN STREET, SUITE 2800	X		Executive				
DENVER, CO 80203			Officer				

Signatures

/s/ Richard F.

Betz

**Signature of Reporting Person

O2/15/2018

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 13, 2018.

- (1) Pursuant to the Agreement, 47,223 total shares will vest by the passage of time ("Time Vested Shares") and 47,223 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, 2019 through March 8, 2021.
- (2) Includes 145,325 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 32,660 shares held by the Reporting Person in IRA accounts.

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, 2019 through March 8, 2021.

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.

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