

HICKS THOMAS O
Form 4
January 09, 2013

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 *
HICKS THOMAS O

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)
100 CRESCENT COURT, SUITE 1200

3. Date of Earliest Transaction (Month/Day/Year)
01/07/2013

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

(Street)
DALLAS, TX 75201

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

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)
				(A) or (D)	Amount		
				Code	V		Price

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

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)

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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D)		Date Exercisable	Expiration Date	Title	Amount or Number of Shares
				(A)	(D)				
Sponsor's Warrants (right to buy) <u>(4)</u> <u>(6)</u>	\$ 13	01/07/2013	<u>J</u> <u>(4)</u> <u>(6)</u>	4,666,667 <u>(4)</u> <u>(6)</u>		<u>(4)</u> <u>(6)</u>	<u>(4)</u> <u>(6)</u>	Common Stock, par value \$0.0001 per share	4,666,667
Founder's Warrants (right to buy) <u>(5)</u> <u>(7)</u>	\$ 13	01/07/2013	<u>J</u> <u>(5)</u> <u>(7)</u>	3,605,481 <u>(5)</u> <u>(7)</u>		<u>(5)</u> <u>(7)</u>	<u>(5)</u> <u>(7)</u>	Common Stock, par value \$0.0001 per share	3,605,481
Founder's Warrants (right to buy) <u>(5)</u> <u>(8)</u>	\$ 13	01/07/2013	<u>J</u> <u>(5)</u> <u>(8)</u>	613 <u>(5)</u> <u>(8)</u>		<u>(5)</u> <u>(8)</u>	<u>(5)</u> <u>(8)</u>	Common Stock, par value \$0.0001 per share	613
Founder's Warrants (right to buy) <u>(5)</u>	\$ 13					<u>(5)</u>	<u>(5)</u>	Common Stock, par value \$0.0001 per share	3,606,713

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HICKS THOMAS O 100 CRESCENT COURT SUITE 1200 DALLAS, TX 75201		X		
HH-HACII GP, LLC 100 CRESCENT COURT SUITE 1200 DALLAS, TX 75201		X		

Signatures

/s/ Thomas O. Hicks 01/09/2013
**Signature of Reporting Person Date

/s/ Thomas O. Hicks, sole member of HH-HACII GP, LLC 01/09/2013
**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 filing of this Form 4 shall not be construed as an admission that Thomas O. Hicks (the "Principal"), is or was for the purposes of Section 16(a) of the Securities Exchange Act of 1934, as amended, the beneficial owner of any of the Founder's Warrants exercisable to

- (1) purchase shares of common stock, par value \$0.0001 per share ("Common Stock"), of Resolute Energy Corporation (the "Company") held by Thomas O. & Cinda Hicks Family Foundation, TOH, Jr. Ventures, Ltd., MHH Ventures, Ltd., JAH Ventures, Ltd., RBH Ventures, Ltd., WCH Ventures, Ltd. or CFH Ventures, Ltd.
- (2) Pursuant to Rule 16a-1, the Principal disclaims any beneficial ownership of these securities, except to the extent of his pecuniary interests.
- (3) These securities are held by certain charitable foundations and entities established by the Principal for estate planning purposes. The Principal reports these securities because he has the power to vote and dispose of the securities held by each such entity.

Each Sponsor's Warrant entitles the holder to purchase one share of Common Stock of the Company at a price of \$13.00 per share, subject to adjustment, at any time until September 25, 2014. However, Sponsor's Warrants will be exercisable only if a registration statement relating to the Common Stock issuable upon exercise of the warrants is effective and current.

- (4) Each Founder's Warrant entitles the holder to purchase one share of Common Stock of the Company at a price of \$13.00 per share, subject to adjustment, at any time until September 25, 2014. However, Founder's Warrants will be exercisable only if a registration statement relating to the Common Stock issuable upon exercise of the warrants is effective and current.
- (5) On January 7, 2013, in a privately negotiated transaction, the Principal contributed 4,666,667 of the Sponsor's Warrants owned by him to a partnership in exchange for equity interests in the partnership.
- (6) On January 7, 2013, in a privately negotiated transaction, the Principal contributed 3,605,481 of the Founder's Warrants to a partnership in exchange for equity interests in the partnership.
- (7) On January 7, 2013, in a privately negotiated transaction, the Principal, as the sole member of HH-HACII GP, LLC, ("HH LLC"), contributed 613 of the Founder's Warrants held by HH-LLC to a partnership in exchange for equity interests in the partnership.
- (8) The Principal reports the securities held directly by HH LLC because, as the sole member of HH LLC at the time of purchase, the Principal controls the disposition and voting of the securities.
- (9)

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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