

Resolute Energy Corp
Form PRER14A
April 16, 2018
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

SCHEDULE 14A INFORMATION

**PROXY STATEMENT PURSUANT TO SECTION 14(A) OF THE
SECURITIES EXCHANGE ACT OF 1934**

Filed by the Registrant x

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Under Rule 14a-12

RESOLUTE ENERGY CORPORATION

(Name of Registrant as Specified in Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

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**1700 Lincoln Street, Suite 2800
Denver, Colorado 80203
Telephone: (303) 534-4600**

, 2018

Dear Resolute Energy Corporation Stockholder:

You are cordially invited to the Resolute Energy Corporation Annual Meeting of Stockholders to be held on [], 2018, at [], Mountain Time. The meeting will be held at [].

At the Annual Meeting, you will be asked (i) to elect three (3) Class III directors to our Board of Directors; (ii) to approve, by a non-binding advisory vote, the compensation paid to the Company's Named Executive Officers; and (iii) to ratify the appointment of KPMG LLP as our independent registered public accounting firm for the 2018 fiscal year.

We have enclosed a copy of our Annual Report for the fiscal year ended December 31, 2017 with this Notice of Annual Meeting of Stockholders and Proxy Statement. Please read the enclosed information carefully before completing and returning the enclosed WHITE proxy card.

Please join us at the meeting. Whether or not you plan to attend, it is important that you vote your proxy promptly in accordance with the instructions on the enclosed WHITE proxy card. If you do attend the meeting, you may withdraw your proxy should you wish to vote in person.

Sincerely,

Richard F. Betz
Chief Executive Officer

**1700 Lincoln Street, Suite 2800
Denver, Colorado 80203
Telephone: (303) 534-4600**

NOTICE OF ANNUAL MEETING OF STOCKHOLDERS

To the Stockholders of Resolute Energy Corporation:

NOTICE IS HEREBY GIVEN that the Annual Meeting of Stockholders of Resolute Energy Corporation will be held at [], at [], Mountain Time, on [], 2018, for the following purposes:

1. to elect Nicholas J. Sutton, Gary L. Hultquist and Janet W. Pasque to our Board of Directors as Class III directors;
2. to approve, by a non-binding advisory vote, the compensation paid to the Company's Named Executive Officers (the Say on Pay Proposal);
3. to ratify the appointment of KPMG LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2018; and
4. to transact such other business as may properly come before the meeting and any adjournments or postponements thereof.

Only stockholders of record at the close of business on Monday, May 7, 2018, are entitled to notice of and to vote at the Annual Meeting or at any adjournments or postponements thereof.

Your vote will be especially important at the Annual Meeting. Monarch Energy Holdings LLC and certain of its affiliates (together, Monarch) have filed a preliminary proxy statement with the U.S. Securities and Exchange Commission (the SEC) nominating a slate of three nominees for election as directors at the Annual Meeting in opposition to the nominees recommended by our Board of Directors. You may receive a proxy statement, GOLD proxy card and other solicitation materials from Monarch. The Company is not responsible for the accuracy of any information provided by or relating to Monarch or its nominees contained in solicitation materials filed or disseminated by or on behalf of Monarch or any other statements that Monarch makes.

Even if you plan to attend the Annual Meeting, we recommend that you vote your shares FOR Resolute's nominees and all other Company proposals by using the enclosed **WHITE** proxy card and NOT vote for any of Monarch's nominees or proposals. Please note that it is unnecessary to vote for Monarch's proposal to repeal each provision of or amendment to the By-Laws of the Company, adopted without the approval of Stockholders after February 8, 2018 (the date Monarch submitted its Nomination Notice (as defined below) to the Company), because the Company HAS NOT amended its By-Laws since Monarch submitted its Nomination Notice and DOES NOT intend to amend its By-Laws prior to the Annual Meeting. Voting is easy you may vote electronically by following the instructions provided on the enclosed **WHITE** proxy card, or sign, date and return the enclosed **WHITE** proxy card in the postage-paid envelope provided.

Our Board of Directors does NOT endorse any of Monarch's nominees and our Board of Directors strongly urges you NOT to sign or return any GOLD proxy card sent to you by Monarch. If you have previously submitted a vote using a GOLD proxy card sent to you by Monarch, you can revoke the proxy and vote for Resolute's nominees and on the other matters to be voted on at the Annual Meeting by using the enclosed WHITE proxy card to vote FOR Resolute's nominees and NOT for any of Monarch's nominees.

If your brokerage firm, bank, broker-dealer or other similar organization is the holder of record of your shares (i.e., your shares are held in street name), you will receive voting instructions from the holder of record. You must follow

these instructions in order for your shares to be voted. Your

broker is required to vote those shares in accordance with your instructions. Due to the proxy contest initiated by Monarch this year, if you do not give instructions to your broker, your broker will not be able to vote your shares with respect to any of the proposals. We urge you to instruct your broker or other nominee, by following those instructions, to vote your shares FOR Resolute's nominees on the enclosed **WHITE** proxy card and NOT for any of Monarch's nominees.

Stockholders of record at the close of business on Monday, May 7, 2018, the record date for voting at the Annual Meeting, are urged to vote FOR Resolute's nominees and the Company's other proposals on the **WHITE** proxy card and NOT vote for Monarch's nominees and other proposals on the GOLD proxy card. **Please see page 2 of the proxy statement for additional information regarding admission to the meeting and how to vote your shares.**

IMPORTANT NOTICE REGARDING THE AVAILABILITY OF PROXY MATERIALS FOR THE STOCKHOLDER MEETING TO BE HELD ON [], 2018:

The proxy statement, WHITE proxy card and the annual report to stockholders for the fiscal year ended December 31, 2017, are available at www.ViewOurMaterial.com/ [].

Regardless of the number of shares of common stock you hold, as a stockholder your role is very important and the Board of Directors strongly encourages you to exercise your right to vote.

BY ORDER OF THE BOARD OF DIRECTORS

Michael N. Stefanoudakis
Executive Vice President, Corporate Development/Strategy, General Counsel and Secretary

, 2018
Denver, Colorado

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**1700 Lincoln Street, Suite 2800
Denver, Colorado 80203
Telephone: (303) 534-4600**

PROXY STATEMENT

GENERAL INFORMATION

Proxy Solicitation

These proxy materials are being furnished to you by the Board of Directors (the Board or the Board of Directors) of Resolute Energy Corporation, a Delaware corporation (we, our, us, Resolute or the Company), in connection with solicitation of proxies for Resolute's Annual Meeting of Stockholders to be held on [], 2018, at [], Mountain Time, at [], and at any adjournments or postponements thereof (the Annual Meeting or the 2018 Annual Meeting). In addition to solicitation by mail, certain of our directors, officers and employees may solicit proxies by telephone, personal contact, or other means of communication. They will not receive any additional compensation for these activities. Also, brokers, banks and other persons holding common stock on behalf of beneficial owners will be requested to solicit proxies or authorizations from beneficial owners. We will bear all costs incurred in connection with the preparation, assembly and mailing of the proxy materials and the solicitation of proxies and will reimburse brokers, banks and other nominees, fiduciaries and custodians for reasonable expenses incurred by them in forwarding proxy materials to beneficial owners of our common stock.

Monarch Energy Holdings LLC, and certain of its affiliates (together, Monarch) have filed a preliminary proxy statement with the U.S. Securities and Exchange Commission (the SEC) nominating three nominees for election to the Board at the Annual Meeting in opposition to the nominees recommended by the Board. You may receive solicitation materials, including a GOLD proxy card, from Monarch seeking your proxy to vote for Monarch's nominees. THE BOARD UNANIMOUSLY RECOMMENDS A VOTE FOR THE ELECTION OF EACH OF RESOLUTE'S NOMINEES ON THE ENCLOSED WHITE PROXY CARD and urges you NOT to vote for any of Monarch's nominees or proposals. Please note that the Company HAS NOT amended its By-Laws following Monarch's submission of its Nomination Notice on February 8, 2018 and DOES NOT intend to amend its By-Laws prior to the Annual Meeting, therefore stockholders DO NOT need to vote for Monarch's proposal to repeal each provision of or amendment to the By-Laws of the Company since its Nomination Notice. The Board also urges you NOT to sign or return or vote the GOLD proxy card sent to you by Monarch.

As a result of the proxy solicitation by Monarch, we expect to incur significant additional costs in connection with our solicitation of proxies. We have engaged MacKenzie Partners, Inc. (MacKenzie) to assist us in soliciting proxies for an estimated fee of \$[]. The total amount to be spent for our solicitation of proxies from stockholders for the Annual Meeting in excess of that normally spent for an annual meeting is estimated to be approximately \$[]. MacKenzie estimates that approximately [] of its employees will assist in our proxy solicitation.

This proxy statement and the enclosed proxy card are expected to be first sent to our stockholders on or about [], 2018. The proxy materials are also available at www.ViewOurMaterial.com/[].

Stockholders Entitled to Vote

The close of business on Monday, May 7, 2018, has been fixed as the record date for the determination of stockholders entitled to receive notice of and to vote at the Annual Meeting. On that date, our outstanding voting securities consisted of [] shares of common stock. Each share of common stock is entitled to one vote. Votes may not be cumulated.

Differences Between Holding Stock of Record and as a Beneficial Owner

Most stockholders hold their shares through a broker or other nominee rather than directly in their own name. If your shares are registered directly in your name with our transfer agent, Continental Stock Transfer & Trust Company, you are considered, with respect to those shares, to be the stockholder of record, and we are sending these proxy materials directly to you. As the stockholder of record, you have the right to grant your voting proxy directly to the named proxy holder or to vote in person at the meeting. We have enclosed a WHITE proxy card for you to use that contains voting instructions and allows you to vote via the phone, mail or online.

If your shares are held in a brokerage account or by another nominee, you are considered to be the beneficial owner of shares held in street name, and these proxy materials are being forwarded to you by such brokerage account or nominee, together with a voting instruction card. As the beneficial owner, you have the right to direct your broker, trustee or nominee how to vote and are also invited to attend the Annual Meeting. Since a beneficial owner is not the stockholder of record, you may not vote these shares in person at the meeting unless you obtain a legal proxy from the broker, trustee or nominee that holds your shares, giving you the right to vote the shares at the meeting. Your broker, trustee or nominee has enclosed or provided voting instructions for you to use in directing the broker, trustee or nominee how to vote your shares.

If you are a beneficial owner of shares held in street name and do not provide the organization that holds your shares with specific voting instructions, the organization that holds your shares may generally vote on routine matters such as the ratification of auditors, but cannot vote on non-routine matters, which include matters such as votes for the election of directors and the Say on Pay Proposal. However, due to the proxy contest initiated by Monarch this year, if the organization that holds your shares does not receive instructions from you on how to vote your shares on any matter, that organization will not vote your shares with respect to those matters. This is generally referred to as a broker non-vote.

Attending the Annual Meeting

All stockholders as of the record date, or their duly appointed proxies, may attend the Annual Meeting. If you are not a stockholder of record but hold shares through a broker or nominee (*i.e.*, in street name), you should provide proof of beneficial ownership on the record date, such as your most recent account statement prior to May 7, 2018, a copy of the voting instruction form provided by your broker, trustee or nominee, or other similar evidence of ownership.

Voting in Person at the Annual Meeting

Shares held in your name as the stockholder of record may be voted in person at the Annual Meeting. Shares held beneficially in street name may be voted in person only if you obtain a legal proxy from the broker, trustee or nominee that holds your shares giving you the right to vote the shares. Even if you plan to attend the Annual Meeting, we recommend that you also submit your WHITE proxy card or voting instruction form prior to the meeting as described below so that your vote will be counted if you later decide not to attend the Annual Meeting.

Voting Without Attending the Annual Meeting

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Whether you hold shares directly as the stockholder of record or beneficially in street name, you may direct how your shares are voted without attending the Annual Meeting. If you are a stockholder of record, you may vote by submitting a proxy card. If you hold shares beneficially in street name, you may vote by submitting voting instructions to your broker, trustee or nominee. For directions on how to vote, please refer to the instructions included on your WHITE proxy card or,

for shares held beneficially in street name, the WHITE voting instruction form provided by your broker, trustee or nominee.

Different Color Proxy Cards

Monarch has filed a preliminary proxy statement with the SEC nominating director nominees for election at the Annual Meeting in opposition to the nominees recommended by Resolute's Board of Directors. We have provided you with the enclosed WHITE proxy card in order to enable you to vote for the nominees of your choosing. Monarch may send you a GOLD proxy card.

The Board of Directors unanimously recommends using the enclosed WHITE proxy card to vote FOR each of Resolute's nominees for directors. The Board of Directors recommends that you simply DISREGARD the Monarch GOLD proxy card and NOT sign or return the GOLD proxy card. Signing and returning a GOLD proxy card, even as a protest vote withholding on Monarch's nominees, will revoke any previous WHITE proxy submitted by you to vote FOR Resolute's nominees.

IF YOU VOTE ON BOTH THE WHITE PROXY CARD AND THE GOLD PROXY CARD, ONLY THE MOST RECENTLY DATED PROXY WILL BE COUNTED AND ANY PRIOR DATED PROXY WILL BE DISREGARDED.

Quorum

Holders of a majority of our outstanding common stock entitled to vote must be present, in person or by proxy, at the Annual Meeting for a quorum to exist. If the shares present in person or by proxy at the Annual Meeting do not constitute a quorum, the Annual Meeting may be adjourned to a subsequent time. Shares that are voted FOR, AGAINST, ABSTAIN, or, with respect to the election of directors, WITHHOLD, will be treated as being present at the Annual Meeting for purposes of establishing a quorum. Accordingly, if you have returned a valid proxy card or attend the Annual Meeting in person, your shares will be counted for the purpose of determining whether there is a quorum, even if you wish to abstain from voting on some or all matters at the Annual Meeting. Broker non-votes will also be counted as present for purposes of determining the presence of a quorum.

Required Vote

You may vote FOR or WITHHOLD authority to vote on Proposal One, relating to the election of Nicholas J. Sutton, Gary L. Hultquist and Janet W. Pasque to the Board as Class III directors. Members of the Board are elected by a plurality of votes cast at the meeting and entitled to vote thereon. This means that the three duly-nominated persons who receive the largest number of FOR votes cast will be elected. Neither broker non-votes nor WITHHOLD votes cast with respect to any nominee will affect the election of that nominee.

You may vote FOR, AGAINST or ABSTAIN on Proposal Two, relating to the proposed approval, by a non-binding advisory vote (the Say on Pay Proposal), of the compensation paid to the Company's Named Executive Officers (NEOs). To be approved, that proposal must receive the affirmative vote of a majority of the votes cast at the meeting and entitled to vote thereon. This means that the shares voted FOR the proposal must exceed the number voted AGAINST the proposal. For this proposal, an abstention will not count as a vote cast and will therefore have no effect on the outcome of the proposal. A broker non-vote will not count as a vote cast and will therefore have no effect on the outcome of the proposal.

Although the advisory votes in Proposal Two are non-binding, the Board will review the results of the votes and will take them into account in determinations concerning executive compensation.

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You may vote FOR, AGAINST or ABSTAIN on Proposal Three, relating to the ratification of KPMG LLP as our independent registered public accounting firm. To be approved, that proposal must receive the affirmative vote of a majority of the voting shares that are cast at the meeting and entitled to vote thereon. This means that the shares voted FOR the proposal must exceed the number voted AGAINST the proposal. For this proposal, an abstention will not count as a vote cast and will therefore have no effect on the outcome of the proposal. Due to the proxy

contest initiated by Monarch this year, brokers will not have discretion to vote on this matter without specific voting instructions from the beneficial owner of shares.

Board Recommendation

The Board recommends that you vote as follows:

FOR Proposal One, relating to the election of Nicholas J. Sutton, Gary L. Hultquist and Janet W. Pasque to the Board as Class III directors;

FOR Proposal Two, relating to the proposed approval, by a non-binding advisory vote, of the compensation paid to the Company's NEOs; and

FOR Proposal Three, relating to the ratification of KPMG LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2018.

Any validly completed proxy as to which no instructions are given will be voted in accordance with the foregoing recommendations; however, your broker, bank or other holder of record does not have discretionary voting authority to vote on any proposal without instructions from you, in which case a broker non-vote will occur and your shares will not be voted in favor of the Board's recommendations on such proposals.

Other Matters

The proposals set forth in this proxy statement constitute the only business that the Board intends to present or is informed that others will present at the meeting. As noted above on the cover page and page 1, the Company HAS NOT amended its By-Laws following Monarch's submission of its Nomination Notice on February 8, 2018 and DOES NOT intend to amend its By-Laws prior to the Annual Meeting. Accordingly, the topic is moot and stockholders will not have an opportunity to vote on Monarch's proposal to repeal each such provision of or amendment to the By-Laws of the Company. The proxy does, however, confer discretionary authority upon the persons named therein (the Proxy Agents), or their substitutes, to vote on any other business that may properly come before the meeting. If the Annual Meeting is adjourned, the Proxy Agents can vote your shares on the new meeting date as well, unless you have revoked your proxy.

Revocation of Proxies

You may revoke your proxy at any time prior to its use by (i) delivering a written notice of revocation to our Secretary, (ii) filing a duly executed WHITE proxy card bearing a later date with us, or (iii) attending the Annual Meeting and voting in person.

If you have previously signed a GOLD proxy card sent to you by Monarch, you may change your vote and revoke your prior proxy by signing and dating the enclosed WHITE proxy card and returning it in the postage-paid envelope provided or by voting electronically by following the instructions on the enclosed WHITE proxy card.

Submitting a GOLD Monarch proxy card even if you vote against the Monarch nominees will revoke any vote you previously made via our WHITE proxy card. If you wish to vote pursuant to the recommendation of the Board of Directors, you should disregard any proxy card that you receive that is not a WHITE proxy card, not return any GOLD proxy card that you may receive from Monarch and use the WHITE proxy card to vote FOR Resolute's nominees.

Questions and Additional Information

If you have any questions, please contact MacKenzie, our proxy solicitor assisting us in connection with the Annual Meeting, by calling toll free (800) 322-2885 or at (212) 929-5500 or email at proxy@mackenziepartners.com.

YOUR VOTE IS EXTREMELY IMPORTANT. Even if you plan to attend the Annual Meeting, please vote your shares **FOR** Resolute's nominees and **NOT** for any of Monarch's nominees by signing and dating the enclosed **WHITE** proxy card and returning it in the enclosed postage-paid envelope or by voting electronically by following the instructions provided on the enclosed **WHITE** proxy card.

FORWARD-LOOKING STATEMENTS

This proxy statement includes forward-looking statements. These forward-looking statements are based on our management's beliefs and assumptions and on information currently available to our management, and involve external risks and uncertainties, including, but not limited to, those described under "Risk Factors" in our Annual Report on Form 10-K for the year ended December 31, 2017. Forward-looking statements may include information and statements preceded by, followed by or that include the words "believes," "expects," "anticipates," "intends," "plans," "estimates," or similar expressions.

Forward-looking statements involve risks, uncertainties and assumptions. Actual results may differ materially from those expressed in these forward-looking statements. Factors that could cause actual results to differ from these forward-looking statements include, but are not limited to, those discussed elsewhere in this proxy statement. You should not put undue reliance on any forward-looking statements. Except as required by applicable law or regulation, we do not have any intention or obligation to update forward-looking statements after we distribute this proxy statement.

BACKGROUND OF THE SOLICITATION

This year's election of directors to the Board is especially important as one of our stockholders, Monarch, has filed a preliminary proxy statement with the SEC nominating three nominees for election to the Board in opposition to the nominees recommended by the Resolute Board. In making your assessment of the respective qualifications of the two competing slates of directors, the Company believes it is important for you to understand the background of the Company's relationship and interactions with Monarch. The following is a chronology of material events leading up to this proxy solicitation:

During the second half of 2014, due to falling commodity prices that had depressed conditions and stock prices throughout the upstream oil and gas industry, the trading price of the Company's common stock had, like many of its peers, fallen to historic lows and its outstanding publicly traded senior unsecured notes (the Notes) traded at a substantial discount to par.

In late 2015, Monarch, on behalf of a group of Note holders who had purportedly acquired a majority of the outstanding Notes at prices substantially below par value, approached the Company to determine whether the Company would consider an exchange of the Notes for common stock of the Company. This proposed exchange would have given control of the Company to the Note holders and substantially diluted the value and equity ownership percentage of the Company's common stockholders. In these conversations, Monarch incorrectly asserted that the Company was insolvent and had no reasonable alternative to Monarch's proposed restructuring transaction. Despite Monarch's aggressive pursuit of this transaction, the Board and executive management of the Company concluded that the transaction proposed by Monarch was not in the best interests of the existing stockholders as it did not properly reflect the value of the Company's assets and business prospects.

In early 2016, Monarch again contacted the Company and proposed a recapitalization transaction that would have exchanged the Notes held by Monarch for new third lien debt of the Company plus a substantial equity interest in the Company that again would have substantially diluted the equity of the Company's common stockholders. After several meetings with Monarch, the Board and executive management again concluded that pursuing a recapitalization transaction such as the one proposed by Monarch was not in the best interests of the Company and its stockholders, principally because it did not correctly assess the Company's ability to successfully achieve its operating plans and realize the value thereof.

Over the course of 2015 through 2017, the Company pursued a long-term strategic plan developed by the Board and management in consultation with its financial advisors. This strategy was developed to drive growth and enhance shareholder value by re-focusing the Company's operations on the Delaware Basin, investing in drilling opportunities with superior rates of return and strengthening the Company's balance sheet and liquidity. The Company achieved these goals through divestitures of non-core assets, well-timed capital markets transactions and an intense focus on investment returns and cost control. Most importantly, the Company embarked on a high return drilling program which demonstrated the value of its Delaware Basin acreage. As a result of the Company's execution of this plan, the trading prices of both the Company's Notes and its common stock increased substantially. As of March 31, 2016, the trading price of the Company's common stock was \$2.55, the Company's Notes were trading at approximately \$0.31 on the dollar and the Company had an enterprise value of approximately \$568 million. As of March 31, 2018, the Company's common stock was \$34.65, its Notes were trading at approximately \$0.99 on the dollar, and the Company had an enterprise value of approximately \$1.43 billion. The value to investors increased more than 2.5 times over that period, by \$862 million. This suggests that Monarch's assessment of the Company's valuation was materially inaccurate and that the Board was substantially better at assessing the value of the Company than was Monarch.

From August through November 2016, as the value of the Company's Notes rose to above par, Monarch sold its interests in the Notes and began purchasing Company common stock.

During 2016 and 2017, the Company and Monarch engaged in regular contact of the type customary between a public company and a significant stockholder.

During mid-2017, the Company embarked on a process to expand the Board with two new independent directors who would bring diversity and fresh perspectives to the Board. Subsequently, on August 1, 2017, the Board appointed Tod C. Benton as a Class II director and Janet W. Pasque as a Class III director.

On November 6, 2017, the Company consummated the sale of its Aneth Field properties located in the Paradox Basin in Southeast Utah (the Aneth Disposition), completing its transformation into a Permian Basin pure-play company, significantly improving its cost structure and enhancing its liquidity position.

On December 15, 2017, senior management of the Company, as part of the Company's ordinary investor relations function, held a telephonic meeting with Monarch. The participants in the meeting were Richard Betz, Chief Executive Officer, Andrew Herenstein, Managing Principal of Monarch Alternative Capital LP and Joseph Citarrella, Managing Principal of Monarch Alternative Capital LP. The Company and Monarch discussed the Company's ongoing performance. There were no suggestions made by Monarch on this call regarding a sale of the Company or changing the composition of the Board.

On January 1, 2018, the Company again modified the Board composition when former Company President James M. Piccone resigned in connection with the Aneth Disposition.

On January 18, 2018, an additional telephonic meeting was held between the Company and Monarch (the January 18th Meeting). The participants in the January 18th Meeting were Mr. Betz and Mr. Citarrella. At the conclusion of the meeting, on behalf of Monarch, Mr. Citarrella stated that it was actively considering changing from filing as a Schedule 13G (passive investor) to a Schedule 13D (active investor). During this conversation, Monarch did not indicate an intention to nominate directors, did not criticize or complain about the performance of directors Sutton, Hultquist or Pasque (the three directors whose terms expire at the Company's 2018 Annual Meeting) and did not suggest the formation of a Board committee to explore strategic alternatives.

On January 24, 2018, Monarch sent a letter (the January 24th Letter) to Mr. Betz and the Board, demanding that (1) the Company [i]ncrease stockholder representation on the Board through the immediate appointment of two Monarch-designated directors ; (2) [f]orm a committee of the Board consisting of the two Monarch-designees and one other independent director to explore strategic transactions, including a potential sale of the Company or combination with another company ; and (3) [e]ngage a reputable financial advisor with deep industry expertise and relationships to assist the newly formed committee and Board in evaluating and executing on potential transactions. Later on January 24, 2018, Mr. Betz responded to Monarch, acknowledging receipt of the January 24th Letter and stating that the Company would respond in due course.

On January 26, 2018, Monarch filed a Schedule 13D with the SEC attaching the January 24th Letter.

Also on January 26, 2018, the Company issued a public statement in response to the public filing of Monarch's Schedule 13D and the issuance of the January 24th Letter to the Board by Monarch. The Company stated that it welcomes open communications with its stockholders and actively considers input that may advance the Company's goal of enhancing value. Additionally, the Company noted that it remains focused on executing its proven strategy to enhance value for all of the Company's stockholders and intends to concentrate on accelerating its development program, generating strong production and cash flow growth, reducing its cost structure and delivering among the best returns on capital in the Permian Basin, all while strengthening its balance sheet.

On February 7, 2018, executive management of the Company (Mr. Betz, Theodore Gazulis, Executive Vice President and Chief Financial Officer and Michael Stefanoudakis, Executive Vice President, Corporate Development/Strategy and General Counsel) met in-person with

representatives from Monarch (Mr. Citarrella, Mr. Herenstein, Patrick Bartels, Managing Principal of Monarch Alternative Capital LP, and Colin Daniels, Deputy General Counsel of Monarch Alternative Capital LP) in Denver, Colorado. During this discussion, the Monarch representatives reiterated the demands contained in Monarch's January 24th Letter. The Company representatives discussed Resolute's plans for creating long-term value for all stockholders. The Company representatives expressed openness to continued dialogue with Monarch by offering to extend the director nomination deadline in order to facilitate a resolution.

The following day, on February 8, 2018, Monarch submitted a nomination notice (the "Nomination Notice") to Mr. Stefanoudakis, nominating Mr. Bartels, Mr. Citarrella and Samuel Langford to the Board at the 2018 Annual Meeting. Monarch also announced its intent to solicit proxies for an additional proposal to vote on the repeal of each provision or amendment to the Company's Bylaws adopted without the approval of stockholders after February 8, 2018, and up to and including the date of the 2018 Annual Meeting. No such provisions or amendments have been adopted and none are currently contemplated.

During February and early March 2018, senior management of the Company held numerous meetings, both telephonic and in person, with stockholders representing more than 50% of the Company's outstanding shares. The purpose of these discussions was to obtain stockholder views on the Company's performance, strategic positioning and Monarch's proposals and to discuss potential alternatives for resolving or settling the current situation on an acceptable basis without the need for a proxy contest. In addition to these meetings with stockholders, the Board met formally and held update calls on numerous occasions to discuss the situation and to stay informed on alternative stockholder views.

At the Board's regularly scheduled quarterly meeting, held on March 8, 2018, the Board, together with members of senior management, met with the Company's financial advisors, Petrie Partners, LLC and Goldman Sachs & Co. LLC, as well as legal advisors, Arnold & Porter LLP and Wachtell, Lipton, Rosen & Katz (the "March 8th Meeting") to review the Company's performance, strategic positioning and alternatives in light of the recent Monarch communications.

Following the March 8th Meeting, the Company invited Messrs. Bartels, Citarrella and Langford to be interviewed by members of the Board.

On March 14, 2018, Thomas Hicks, Jr., Chairman of the Nominating and Governance Committee of the Board, James Duffy, the Company's lead independent director, and Mr. Betz interviewed Monarch nominees Mr. Bartels and Mr. Citarrella, in New York, New York.

On March 19, 2018, Messrs. Hicks, Betz, and Stefanoudakis interviewed Monarch nominee Mr. Langford, in Dallas, Texas.

During March 2018, the Company continued to engage with several of the Company's large stockholders to discuss potential alternatives to resolve or settle the current situation on an acceptable basis without the need for a proxy contest.

On March 29, 2018 (the "March 29th Meeting"), the Board met to review the credentials of each Monarch nominee, discuss the interviews with each Monarch nominee, and review the credentials of directors Sutton, Hultquist and Pasque. After such discussion, the Board determined that it was in the stockholders' best interest for the Company to nominate Messrs. Sutton and Hultquist and Ms. Pasque for re-election. The Board's determination was based upon, among other things, the Resolute nominees' credentials, independence, performance and contributions during their service to the Company, their diverse and relevant skills, background and experience, their familiarity with Resolute, and their experience in E&P-related operations, related businesses and industry trends. The Board contrasted the skills and experience of its nominees with those of the Monarch nominees, especially noting Monarch's nominees' Messrs. Bartels and Citarrella relative lack of industry experience.

Following the March 29th Meeting, through the first week of April, the Company continued to engage with several of the Company's large stockholders, including Monarch, to discuss potential alternatives for resolution without the need for a proxy contest. In particular, on April 2, 2018, Messrs. Betz and Stefanoudakis held a telephonic meeting with Mr. Citarrella regarding the matters raised by Monarch. Mr. Betz communicated to Monarch that the Company was prepared to take certain actions broadly responsive to the concerns raised by Monarch and other significant stockholders, including to increase the size of the Board by two positions and to nominate additional directors, including directors affiliated with certain other significant stockholders of the Company, to fill the vacancies created thereby, but that the Company was not prepared or willing to include the Monarch director nominees who are employed by Monarch. No resolution was reached.

On April 6, 2018, the Company filed its preliminary proxy statement with the SEC that included the Board's recommendation that Resolute stockholders vote FOR the election of Messrs. Sutton and Hultquist and Ms. Pasque and AGAINST all of the Monarch nominees.

Following April 6, 2018 through the date of this preliminary proxy statement, the Company continued to engage with several of the Company's large stockholders to discuss potential alternatives to resolve or settle the current situation on an acceptable basis without the need for a proxy contest.

PROPOSAL ONE ELECTION OF DIRECTORS

Our certificate of incorporation provides that members of the Board are to be divided into three classes. The Board currently consists of three Class I directors (Richard F. Betz, James E. Duffy and William K. White), two Class II directors (Thomas O. Hicks, Jr. and Tod C. Benton) and three Class III directors (Nicholas J. Sutton, Gary L. Hultquist and Janet W. Pasque). The term of the current Class III directors will expire at the 2018 Annual Meeting. Our certificate of incorporation provides that successors to the class of directors whose terms expire at an annual meeting shall be elected for three-year terms. Our certificate of incorporation and applicable rules of the New York Stock Exchange (the "NYSE") contemplate that the number of directors in each class will be as nearly equal in number as possible.

The Board has nominated Messrs. Sutton and Hultquist and Ms. Pasque to stand for re-election at the Annual Meeting as Class III directors and to serve until the 2021 annual meeting or until their successors are duly elected and qualified. Each of Messrs. Sutton and Hultquist and Ms. Pasque has consented to being named in the Proxy Statement and intend to serve if elected. Directors whose terms of office will not expire at the 2018 Annual Meeting will continue in office for the remainder of their respective terms.

The Board has no reason to believe that Messrs. Sutton and Hultquist and Ms. Pasque will be unable to serve if elected and, to the knowledge of the Board, each nominee intends to serve the entire term for which election is sought.

Under our certificate of incorporation and bylaws, the number of directors on the Board is determined by a resolution of the Board. The Board is currently comprised of eight (8) directors with no vacancies. Only the nominees, or substitute nominees designated by the Board, will be eligible to stand for election as directors at the Annual Meeting. If any nominee becomes unable to serve as a director before the Annual Meeting, the Proxy Agents have the discretionary authority to vote proxies held by them for substitute nominees designated by the Board.

The Board recommends a vote FOR the election of Nicholas J. Sutton, Gary L. Hultquist and Janet W. Pasque to the Board as Class III directors.

Board of Directors

The following table sets forth certain information as of the date of this proxy statement, regarding the composition of the Board, including the term of each director.

Name	Age	Position	Director Since	Current Term to Expire
<i>Nominees</i>				
<u>Class III</u>				
Nicholas J. Sutton	73	Executive Chairman of the Board	2009	2018
Gary L. Hultquist	74	Director	2014	2018
Janet W. Pasque	60	Director	2017	2018
<i>Other Directors</i>				
<u>Class I</u>				
Richard F. Betz	56	Chief Executive Officer and Director	2017	2019
James E. Duffy	67	Director	2009	2019
William K. White	76	Director	2014	2019
<u>Class II</u>				

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Thomas O. Hicks, Jr.	40	Director	2009	2020
Tod C. Benton	61	Director	2017	2020

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Class III Nominees

Name	Biographical Experience	Key Qualification/Skill Sets
Nicholas J. Sutton	<p>Mr. Sutton has been Executive Chairman of the Board of the Company since January 2017. Prior to that he was Chairman of the Board and Chief Executive Officer since the Company's formation in July 2009. Mr. Sutton was the Chief Executive Officer of the predecessor to Resolute Energy Corporation and its various subsidiaries and affiliates (collectively referred to as Predecessor Resolute) since the formation of these entities beginning in 2004 and remains on the boards of directors and boards of managers of those entities. Mr. Sutton was a co-founder, Chairman and Chief Executive Officer of HS Resources, a NYSE-listed company, from 1987 until the company's successful sale to Kerr-McGee Corporation in late 2001 for \$1.8 billion (or \$66 per share). From 2002 until the formation of Predecessor Resolute in 2004, Mr. Sutton was a director of Kerr-McGee Corporation. From 2006 until 2014, Mr. Sutton served as a director of Tidewater, Inc. Mr. Sutton earned his undergraduate degree in engineering from Iowa State University and his law degree from the University of California, Hastings College of the Law. He also is a graduate of the Owner/President Management Program at the Harvard University Graduate Business School. As an engineer, Mr. Sutton worked for one of the leading technology companies in the Silicon Valley. While in law school he interned for the United States Attorney for the Northern District of California and for the Presiding Justice of the California Court of Appeal, Division I. After law school he worked as a law clerk to the Chief Justice of the California Supreme Court. Following that he worked for a large law firm until co-founding the predecessor of HS Resources in 1979. Additionally, Mr. Sutton served our country as a U.S. Army officer in Vietnam. Mr. Sutton is also a member of the Society of Petroleum Engineers and of the American Association of Petroleum Geologists and he also is a member of the California Bar Association (inactive status).</p>	<p>In determining Mr. Sutton's qualifications to serve on the Board, the Board has considered, among other things, his experience and expertise in the oil and gas industry and his track record in growing public oil and gas companies, including managing acquisition programs, as well as his role in the founding of Predecessor Resolute, including his role in the September 25, 2009 business combination with Hicks Acquisition Company I, Inc. (the Resolute Transaction). The Board has also considered his experience serving on the boards of directors of other public companies in the oil and gas industry. In addition, the Board has considered that Mr. Sutton has degrees in engineering and law, and he graduated from the Owner/President Management program at the Harvard University Graduate Business School, giving him expertise in many of the areas of importance to the Company.</p>

Name	Biographical Experience	Key Qualification/Skill Sets
Gary L. Hultquist	<p>Mr. Hultquist was appointed to the Board in February 2014. Mr. Hultquist has been a member of the Compensation Committee and the Corporate Governance/Nominating Committee since February 2014, and a member of the Audit Committee since March 2015. Mr. Hultquist has served as Chair of the Compensation Committee since 2015. Mr. Hultquist has been a Director of NYSE-listed Kinder Morgan, Inc. (KMI) since December 2014. Prior to the merger of KMI and Kinder Morgan Energy Partners, L.P. (KMP) in November 2014 (the Merger), Mr. Hultquist had been a Director of Kinder Morgan G.P., Inc., the General Partner of KMP, since 1999, where he served as Lead Independent Director, Chair of the Compensation Committee and Member of the Audit Committee and Nominating and Governance Committee. He also served as Chair of the Special Committee of Independent Directors of KMP for the \$44 billion Merger. KMI has extensive oil and gas operations in the Permian Basin. KMI also operates crude oil and gas liquids pipelines in the Permian Basin and is currently building and operating the Gulf Coast Express Pipeline. From 1995 to 1997, Mr. Hultquist served on the Board of Directors and as Chair of the Audit Committee of OnTrak Systems, Inc. during its IPO and subsequent merger with NASDAQ-listed Lam Research for over \$400 million. He also served as board member and advisor to Rodel, Inc. during its acquisition by Rohm and Haas. Mr. Hultquist has also served on the boards of directors of several private companies. From 1986 to 2017, he served as an international investment banker and strategic advisor to public and private corporate clients in the U.S., Europe and Asia, handling corporate financings, mergers and acquisitions. Previously, Mr. Hultquist practiced law in San Francisco and Silicon Valley for over 13 years. Currently, Mr. Hultquist is President of Kriisa Research, Inc., a development-stage company pursuing renewable energy technology for the Energy Harvesting, Internet of Things and Smart Devices markets. Mr. Hultquist holds securities licenses 7, 63 and 24 (General Securities Principal) from FINRA and is a member of the California Bar Association (inactive status). He received his B.S. degree in Accounting-Finance from Northwest Missouri State University and serves as a Director of the Northwest Foundation, Inc., which develops and stewards philanthropic resources for the benefit of the University and its students. He received a J.D. degree from the University of Missouri Law School and attended the George Washington University Law School's LL.M. in Taxation program. Additionally, Mr. Hultquist served over four years on active duty as an officer in the U.S. Army, including a tour of duty in Vietnam.</p>	<p>In determining Mr. Hultquist's qualifications to serve on the Board, the Board has considered, among other things his board experience in the energy industry, which includes Board oversight of extensive oil and natural gas operations in the Permian Basin and experience as Chair of a Compensation Committee, Lead Independent Director and Chair of a Special Committee of Independent Directors, his experience and expertise in the legal and finance aspects of the energy industry, his independence and his performance and contributions during his service to the Board generally and as Chair of the Company's Compensation Committee.</p>

Name	Biographical Experience	Key Qualification/Skill Sets
Janet W. Pasque	<p>Ms. Pasque was appointed to the Board in August 2017. Ms. Pasque has been a member of the Compensation Committee and the Corporate Governance/Nominating Committee since August 2017. Ms. Pasque was identified by members of the Board and executive management as a desirable candidate to the Board based on her extensive industry experience and history with the Company. Ms. Pasque has been involved in various consulting activities related to the energy industry from January 2011 to December 2016. Ms. Pasque was Senior Vice President, Land and Development of the Company from September 2009 to December 2010, and was Vice President Land of the Company from July 2009 to September 2009. Prior to that time, she was Vice President, Land of Predecessor Resolute since its founding in 2004. Ms. Pasque served as a land consultant from 2003 until the founding of Resolute Holdings in 2004. Following the acquisition of HS Resources by Kerr-McGee in 2001 until 2003, Ms. Pasque managed the land functions at Kerr-McGee Rocky Mountain Corp. From 1993 until the acquisition of the company in 2001, Ms. Pasque was a Vice President of HS Resources where she had responsibility for the land department and joint responsibility for the company's exploration activities. Prior to joining HS Resources in 1993, Ms. Pasque was a consultant to a privately funded drilling venture focused on exploration in the Rocky Mountain region. Ms. Pasque also worked for Champlin Petroleum Company and Texaco Inc. focused on land acquisitions and drilling agreements in California, Alaska and the Rocky Mountain region. Ms. Pasque received a B.S. in Business Administration with a concentration in Finance and Real Estate from Colorado State University.</p>	<p>In determining Ms. Pasque's qualifications to serve on the Board, the Board considered, among other things, her experience and expertise in land management, business development and the exploration aspects of the oil and gas industry, her diverse and relevant skills, her familiarity with Resolute, her independence and her performance and contributions during her service to Resolute.</p>

Other Directors

Richard F. Betz has been Chief Executive Officer and Director of the Company since January 2017. Mr. Betz was Chief Operating Officer from March 2012 until December 2016, was Senior Vice President, Strategy and Planning of the Company from September 2009 to March 2012, and was Vice President Business Development of the Company from July 2009 to September 2009. He had been Vice President, Business Development of Predecessor Resolute since their founding in 2004. From September 2001 to January 2004, Mr. Betz was involved in various financial consulting activities related to the energy industry. Prior to that, Mr. Betz spent 17 years with Chase Securities and successor companies, where he was involved primarily in oil and gas corporate finance. Mr. Betz was a Managing Director in the oil and gas investment banking coverage group with primary responsibility for mid-cap exploration and production companies as well as leveraged finance and private equity. In that capacity, Mr. Betz worked with the HS Resources management team for approximately 12 years. Mr. Betz received a B.S. in Finance from Villanova University and an MBA from the Wharton School at the University of Pennsylvania. In determining Mr. Betz's qualifications to serve on the Board, the Board has considered, among other things, his experience and expertise in the finance, banking and operational aspects of the oil and gas industry.

Tod C. Benton was elected to the Board in August 2017. Mr. Benton has been a member of the Compensation Committee and the Audit Committee since August 2017. Mr. Benton served as a Vice Chair for the Energy Group of BMO Capital Markets in the U.S. from February 2014 through July 2017. As a Vice Chair, Mr. Benton served primarily as a senior relationship contact for key

relationships. Mr. Benton retired from BMO Capital Markets effective July 31, 2017. From February 2007 through January 2014, Mr. Benton was Head of Energy Investment Banking in the U.S. for BMO Capital Markets. Mr. Benton managed the Energy Investment Banking team, with coverage of approximately 100 energy clients. During that time, Mr. Benton was involved in numerous M&A, A&D, equity and debt capital markets transactions. During this time, Mr. Benton initiated a banking relationship with Resolute and served as the primary coverage banker. From July 2004 through January 2007, Mr. Benton was Head of Corporate Banking for Energy, Utilities and Chemicals at Deutsche Bank. As head of the group, Mr. Benton managed a team of corporate bankers with a focus on the energy sector. During this time, Deutsche Bank initiated a relationship with Resolute that was managed by Mr. Benton. Mr. Benton was a Managing Director at JP Morgan and predecessor companies from November 1987 through July 2004. During that time, Mr. Benton worked predominately with oil and gas companies as an advisor and capital raising partner. As a senior member of the leveraged finance group, Mr. Benton was involved in acquisition finance and general capital-raising for small to large cap energy companies. During this time, Mr. Benton worked closely with the HS Resources management team on a number of transactions. Mr. Benton holds a B.S. in Civil Engineering from Youngstown State University and an M.B.A. in Finance from the University of Houston. In determining Mr. Benton's qualifications to serve on the Board, the Board has considered among other things, his broad experience and expertise in finance and his broad knowledge of the oil and gas sector.

James E. Duffy was elected to the Board in September 2009. Mr. Duffy has been a member of the Compensation and Audit Committees since September 2009, and between September 2009 and December 2009 was also a member of the Corporate Governance/Nominating Committee. He is a co-founder and, since 2003, Chairman of ReadyMax, Inc. (f/k/a StreamWorks Products Group, Inc.), a private consumer products development company that manufactures products for the industrial safety, specialty tool and outdoor recreation industries. From 1990 to 2001, he served as Chief Financial Officer and director of HS Resources until its sale to Kerr-McGee Corporation. Prior to that time, he served as Chief Financial Officer and Director of a division of Tidewater, Inc. He was also a general partner in a boutique investment banking business specializing in the oil and gas business, and began his career with Arthur Young & Co. in San Francisco. He is a certified public accountant. In determining Mr. Duffy's qualifications to serve on the Board, the Board has considered, among other things, his experience and expertise in oil and gas finance, accounting and banking, as well as his position as chief financial officer of two public oil and gas companies and his service as an audit manager for a major accounting firm with engagement responsibility for public and private entities.

Thomas O. Hicks, Jr. was elected to the Board in September 2009. Mr. Hicks has been a member of the Corporate Governance/Nominating Committee since September 2009. Between September 2009 and December 2009, he was also a member of the Compensation Committee. Mr. Hicks is a Partner of Hicks Holdings LLC, having joined at its inception in 2005. Hicks Holdings LLC is a Dallas-based family holding company for the Hicks family and a private investment firm which owns and manages real estate assets and makes corporate acquisitions. Mr. Hicks was a vice president of Hicks Acquisition Company I, Inc. from February 2007 through September 2009 and was its secretary from August 2007 to September 2009. He also served as Secretary and Vice President of Hicks Acquisition Company II, Inc. from October 2010 to July 2011. Mr. Hicks is a Founding Partner of Scout SSG, LLC, an investment firm looking primarily to deploy capital into distressed and other special situations. Mr. Hicks is Chairman of America First Action PAC. He is also Chairman of America First Policies and on the national advisory board for Turning Point USA. Mr. Hicks has been a director of Drilling Tools International Holdings, Inc. since January 2012, and was a director of Sight Sciences, Inc. from October 2015 to July 2017, Replacement Parts Holdings LLC, the parent of Standard Industrial Manufacturing Partners LLC d/b/a Standard Pump, from July 2016 to June 2017 and also served as a director of Carol's Daughter Holding, LLC from April 2014 to November 2014. He also served several roles for the Texas Rangers Baseball Club and the Dallas Stars Hockey Club from 2004 through 2011. From 2001 to 2003, Mr. Hicks was an analyst at Greenhill & Co. LLC, a New York-based merchant banking firm. On May 24, 2010, Texas Rangers Baseball Partners filed a voluntary petition for bankruptcy and on

May 28, 2010, a group of creditors filed an involuntary bankruptcy petition against Rangers Equity Holdings, L.P. and Rangers Equity Holdings GP, LLC. In determining Mr. Hicks' qualifications to serve on the Board, the Board has considered, among other things, his wide-ranging business experience and expertise in sales, banking and management.

William K. White was elected to the Board in April 2014. Mr. White has been a member of the Compensation Committee and the Corporate Governance/Nominating Committee since April 2014, and a member of the Audit Committee since March 2015. Mr. White, a retired oil and gas executive, also serves as Chairman of the Audit Committee and Audit Committee financial expert. Since April 17, 2017, Mr. White has served on the Board of Directors of Vantage Energy Acquisition Corp. (VEAC) and as a member of the Audit Committee and Chairman of the Compensation Committee. VEAC is a Special Purpose Acquisition Company formed to acquire oil and gas assets and/or entities. He was a Director of the General Partner of Eagle Rock Energy Partners, L.P. from October 2006 to October 2015, at which time the company was merged into another entity. While a Director of Eagle Rock, he served as Chairman of the Audit Committee and was a member of the Compensation and Conflicts committees at several points in time. In December 2012, Mr. White joined the Board of Directors of NGP Capital Resource Company as an Independent Director, where he also served on the Compensation, Audit, Conflicts and Nominating and Governance Committees. In the fourth quarter of 2014, NGP Capital Resource Company changed investment managers and Mr. White, along with the existing directors, resigned from the Board of Directors as part of the transaction. From September 1996 to November 2002, Mr. White was Vice President, Finance and Administration and Chief Financial Officer for Pure Resources, Inc., an NYSE-listed independent oil and gas producer. In determining Mr. White's qualifications to serve on the Board, the Board has considered, among other things, his experience and expertise in oil and gas finance, accounting and banking, as well as his previous senior executive officer and director positions at several public oil and gas companies.

SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

The following table, based in part upon information supplied by officers, directors and principal stockholders, sets forth certain information known to the Company with respect to beneficial ownership of the Company's common stock par value, \$0.0001 per share (Common Stock), as of March 31, 2018, by (i) each person known to the Company to be a beneficial owner of more than 5% of the Company's Common Stock, (ii) each NEO, (iii) each director of the Company, and (iv) all directors and executive officers of the Company as a group. Except as otherwise indicated, each person has sole voting and investment power with respect to all shares shown as beneficially owned, subject to community property laws where applicable. Voting power is the power to vote or direct the voting of securities, and dispositive power is the power to dispose of or direct the disposition of securities. The address for all directors and officers is c/o Resolute Energy Corporation, 1700 Lincoln Street, Suite 2800, Denver, CO 80203.

Name and Address of Beneficial Owner	Amount and Nature of Beneficial Ownership⁽¹⁾	Percent of Class
Monarch Alternative Capital LP 535 Madison Avenue New York, New York 10022	2,193,400 ⁽²⁾	9.5%
Wellington Management Group LLP c/o Wellington Management Company LLP 280 Congress Street Boston, Massachusetts 02210	1,820,879 ⁽³⁾	7.9%
John C. Goff c/o Goff Capital, Inc. 500 Commerce Street, Suite 700 Fort Worth, Texas 76102	1,664,808 ⁽⁴⁾	7.2%
BlackRock, Inc. 55 East 52nd Street New York, NY 10055	1,399,693 ⁽⁵⁾	6.0%
The Vanguard Group 100 Vanguard Blvd. Malvern, PA 19355	1,297,500 ⁽⁶⁾	5.6%
VR Global Partners, L.P. c/o Intertrust (Cayman) Limited 190 Elgin Avenue George Town, Grand Cayman, KY1-9005 Cayman Islands	1,169,239 ⁽⁷⁾	5.0%
James E. Duffy	11,635 ⁽⁸⁾	*
Gary L. Hultquist	32,964 ⁽⁹⁾	*
Thomas O. Hicks, Jr.	105,032 ⁽¹⁰⁾	*
William K. White	19,428 ⁽¹¹⁾	*
Janet W. Pasque	12,217 ⁽¹²⁾	*
Tod C. Benton	6,617 ⁽¹³⁾	*
Nicholas J. Sutton	599,464 ⁽¹⁴⁾	2.6%
Richard F. Betz	320,464 ⁽¹⁵⁾	1.4%
Theodore Gazulis	272,842 ⁽¹⁶⁾	1.2%
Michael N. Stefanoudakis	153,713 ⁽¹⁷⁾	*

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Bob D. Brady, Jr.	113,740 ⁽¹⁸⁾	*
James M. Piccone	162,008 ⁽¹⁹⁾	
All directors and executive officers as a group (13 persons)	1,903,093 ⁽²⁰⁾	8.2%

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* Represents less than 1% of the outstanding shares of Common Stock.

- (1) Security ownership information for beneficial owners is taken from statements filed with the SEC pursuant to Sections 13(d), 13(g) and 16(a) of Securities Exchange Act of 1934, as amended (the Exchange Act), and information made known to the Company. Beneficial ownership is determined in accordance with the rules of the SEC and generally includes voting or investment power with respect to securities. Shares of Common Stock subject to options or warrants or other derivative securities that are currently exercisable or exercisable within 60 days of March 31, 2018 are deemed to be outstanding for the purpose of computing the percentage ownership of the person holding those options or warrants or derivative securities, but are not treated as outstanding for the purpose of computing the percentage ownership of any other person. Restricted stock subject to conditions on vesting is considered issued and outstanding for all purposes. The percentage of beneficial ownership is based on 23,152,313 shares of Common Stock outstanding as of March 31, 2018.
- (2) This disclosure is based on Amendment No. 1 to Schedule 13D filed with the SEC on February 9, 2018 on behalf of each of the following persons: (i) Monarch Alternative Capital LP (MAC), which serves as advisor to a variety of funds (such funds collectively, the Funds); (ii) MDRA GP LP (MDRA GP), which is the general partner of MAC; and (iii) Monarch GP LLC (Monarch GP), which is the general partner of MDRA GP. MAC, MDRA GP and Monarch GP share voting and dispositive power over 2,193,400 shares of Common Stock with each applicable Fund directly holding such shares, except for 100 of such shares, which the Funds hold indirectly through affiliated entities.
- (3) This disclosure is based on Amendment No. 3 to Schedule 13G filed with the SEC on February 8, 2018 on behalf of each of the following persons: (i) Wellington Management Group LLP (WMG); (ii) Wellington Group Holdings LLP (WGH); (iii) Wellington Investment Advisors Holdings LLP (WIA); and (iv) Wellington Management Company LLP (WMC). Each of WMG, WGH and WIA share voting power over 1,480,413 shares of Common Stock and share dispositive power over 1,820,879 shares of Common Stock. WMC shares voting power over 1,470,493 shares of Common Stock and shares dispositive power over 1,810,959 shares of Common Stock. The securities as to which the Schedule 13G is filed are owned of record by clients of one or more investment advisers directly or indirectly owned by WMG.
- (4) This disclosure is based on Amendment No. 6 to Schedule 13D/A filed with the SEC on December 21, 2016 on behalf of each of the following persons: (i) John C. Goff; (ii) The John C. Goff 2010 Family Trust (Goff Family Trust); (iii) Goff Family Investments, LP (Goff Family Investments); (iv) Kulik Partners, LP (Kulik Partners); (v) Cuerno Largo Partners, LP (Cuerno Partners); (vi) The Goff Family Foundation (Goff Foundation); (vii) JCG 2016 Holdings, LP; (viii) Cuerno Largo, LLC (Cuerno GP); (ix) Kulik GP, LLC (Kulik GP); (x) Goff Capital, Inc. (Goff Capital); and (xi) JCG 2016 Management, LLC. As of the date of such filing, John C. Goff may be deemed the beneficial owner of (1) 636,608 shares of Common Stock owned by Goff Family Trust, (2) 110,000 shares of Common Stock owned by Goff Family Investments, (3) 82,000 shares of Common Stock owned by Kulik Partners, (4) 82,000 shares of Common Stock owned by Cuerno Partners, (5) 15,360 shares of Common Stock owned by Goff Foundation, (6) 674,391 shares of Common Stock owned by JCG 2016 Holdings (comprised of 606,668 shares of Common Stock and 2,000 shares of preferred stock convertible into 67,723 shares of Common Stock); and (7) 64,449 shares of Common Stock owned by him individually or held in family members accounts over which he shares investment and/or dispositive power. As general partner of the Kulik Partners, Kulik GP may be deemed to have the shared power to vote or direct the vote of and the shared power to dispose or direct the disposition of the Kulik Partners shares. Kulik GP disclaims beneficial ownership of the Kulik Partner shares, except to the extent of its pecuniary interest therein. As general partner of the Cuerno Partners, Cuerno GP may be deemed to have the shared power to vote or direct the vote of and the shared power to dispose or direct the disposition of the Cuerno Partner shares. Cuerno GP disclaims beneficial ownership of the Cuerno Partner shares, except to the extent of its pecuniary interest therein. As general partner of Goff Family Investments, Goff Capital may be deemed to have

the shared power to vote or direct the vote of and the shared power to dispose or direct the disposition of Goff Family Investments shares. Goff Capital disclaims beneficial ownership of Goff Family Investments Shares, except to the extent of its pecuniary interest therein. As general partner of JCG 2016 Holdings, JCG 2016 Management may be deemed to have the shared power to vote or direct the vote of and the shared power to dispose or direct the disposition of JCG 2016 Holdings Shares. JCG 2016 Management disclaims beneficial ownership of JCG 2016 Holdings Shares, except to the extent of its pecuniary interest therein. As trustee of Goff Family Trust, as managing member of Cuerno GP, Kulik GP and JCG 2016 Management, as the sole board member of Goff Foundation and as president of Goff Capital; John C. Goff may be deemed to have the shared power to vote or direct the vote of (and the shared power to dispose or direct the disposition of) the Goff Family Trust shares, the Kulik Partner shares, the Cuerno Partner shares, the Goff Foundation shares, the Goff Family Investments shares, and the JCG 2016 Holdings shares. Mr. Goff disclaims beneficial ownership of those shares, except to the extent of his pecuniary interest therein.

- (5) This disclosure is based on a Schedule 13G filed with the SEC on February 1, 2018 on behalf of BlackRock, Inc. (Blackrock). BlackRock is the beneficial owner of 1,399,693 shares of Common Stock (holding sole voting power over 1,361,159 shares of Common Stock and sole dispositive power over 1,399,693 shares of Common Stock) as a result of being a parent holding company to the following subsidiaries which hold shares of Common Stock: BlackRock Advisors, LLC; BlackRock Asset Management Canada Limited; BlackRock (Netherlands) B.V.; BlackRock Fund Advisors; BlackRock Asset Management Ireland Limited; BlackRock Institutional Trust Company, National Association; BlackRock Financial Management, Inc.; BlackRock Asset Management Schweiz AG; and BlackRock Investment Management, LLC.
- (6) This disclosure is based on a Schedule 13G filed by The Vanguard Group (Vanguard), a parent holding company, with the SEC on February 9, 2018. Vanguard is the beneficial owner of 1,297,500 shares of Common Stock with sole dispositive power over 1,273,895 shares, shared dispositive power over 23,605 shares, sole voting power over 23,872 shares, and shared voting power over 800 shares. Vanguard Fiduciary Trust Company, a wholly-owned subsidiary of Vanguard, is the beneficial owner of 22,805 shares as a result of its serving as investment manager of collective trust accounts. Vanguard Investments Australia, Ltd., a wholly-owned subsidiary of Vanguard, is the beneficial owner of 1,867 shares as a result of its serving as investment manager of Australian investment offerings.
- (7) This disclosure is based on a Schedule 13D filed with the SEC on February 7, 2018 on behalf of each of the following persons: (i) VR Global Partners, L.P. (the Fund); (ii) VR Advisory Services Ltd. (VR); (iii) VR Capital Participation Ltd. (VRCP); (iv) VR Capital Group Ltd. (VRCG); (v) VR Capital Holdings Ltd. (VRCH); and (vi) Richard Deitz (collectively, the Reporting Persons). The Fund is an investment fund organized as a limited partnership for which VR provides investment advisory services and serves the general partner. VRCP, VRCG and VRCH are each affiliates of both the Fund and VR within the VR Capital Group, for which Richard Deitz serves as President. As of the date of such filing, each of the Reporting Persons may be deemed the beneficial owner of 1,169,239 shares of Common Stock. This amount consists of: (A) 983,000 shares of Common Stock; and (B) 186,239 shares of Common Stock obtainable upon conversion of 5,500 shares of the Issuer s Preferred Stock. The Fund holds sole voting power and sole dispositive power over 1,169,239 shares of Common Stock. Each of VR, VRCP, VRCG, VRCH and Richard Dietz holds shared voting power and shared dispositive power over 1,169,239 shares of Common Stock.
- (8) The disclosure for Mr. Duffy includes 4,843 shares of restricted stock that are subject to future vesting. Also includes 6,792 shares held by the reporting person in a revocable trust that are pledged as collateral for a loan.
- (9) The disclosure for Mr. Hultquist includes 4,843 shares of restricted stock that are subject to future vesting.
- (10) The disclosure for Mr. Hicks includes 4,843 shares of restricted stock that are subject to future vesting.

- (11) The disclosure for Mr. White includes 4,843 shares of restricted stock that are subject to future vesting.
- (12) The disclosure for Ms. Pasque includes 6,617 shares of restricted stock that are subject to future vesting. Also includes 5,600 shares held by the reporting person in a revocable trust.
- (13) The disclosure for Mr. Benton includes 6,617 shares of restricted stock that are subject to future vesting.
- (14) The disclosure for Mr. Sutton includes 36,400 shares of restricted stock that are subject to future vesting. Also includes 94,150 shares held by the reporting person in an IRA account, 255,914 shares held in a revocable trust and options to purchase 169,374 shares of Common Stock that are exercisable or will become exercisable within 60 days of March 31, 2018.
- (15) The disclosure for Mr. Betz includes 129,553 shares of restricted stock that are subject to future vesting. Also includes 32,660 shares held by the reporting person in an IRA account and options to purchase 60,286 shares of Common Stock that are exercisable or will become exercisable within 60 days of March 31, 2018.
- (16) The disclosure for Mr. Gazulis includes 70,313 shares of restricted stock that are subject to future vesting. Also includes 111,113 shares held by the reporting person in a revocable trust, 8,782 shares held in a custodial account, 2,000 shares held in a joint account, 1,000 shares held in an IRA FBO George Gazulis, Theodore Gazulis, beneficiary, and options to purchase 60,286 shares of Common Stock that are exercisable or will become exercisable within 60 days March 31, 2018.
- (17) The disclosure for Mr. Stefanoudakis includes 68,728 shares of restricted stock that are subject to future vesting. Also includes 11,000 shares held by the reporting person in an IRA account and options to purchase 34,449 shares of Common Stock that are exercisable or will become exercisable within 60 days of March 31, 2018.
- (18) The disclosure for Mr. Brady includes 54,257 shares of restricted stock that are subject to future vesting. Also includes options to purchase 30,142 shares of Common Stock that are exercisable or will become exercisable within 60 days of March 31, 2018.
- (19) The disclosure for Mr. Piccone includes 15,527 shares of restricted stock that are subject to future vesting. Also includes 15,405 shares held by Mr. Piccone in an IRA account.
- (20) This disclosure includes 429,449 shares of restricted stock that are subject to future vesting and options to purchase 380,295 shares of Common Stock that are exercisable or will become exercisable within 60 days of March 31, 2018.

SECTION 16(a) BENEFICIAL OWNERSHIP REPORTING COMPLIANCE

Section 16(a) of the Exchange Act requires our directors and executive officers, and persons who own more than ten percent of our Common Stock, to file with the SEC initial reports of ownership and reports of changes in ownership of our Common Stock. To our knowledge, based solely on a review of the copies of such reports available to us and written representations from our executive officers and directors that no other reports were required, we believe that all reporting obligations of our officers, directors and greater than ten percent stockholders under Section 16(a) were satisfied during the year ended December 31, 2017.

CODE OF ETHICS

The Company has adopted a code of ethics that applies to its directors, officers and employees that complies with the rules and regulations of the NYSE and the SEC. The Company's Code of Business Conduct and Ethics is posted on the Company's website, at www.resoluteenergy.com, under the Investor Relations tab, subheading Corporate Governance. All amendments to, and waivers granted under, the Company's code of ethics will be disseminated on the Company's website in the manner required by SEC and NYSE rules.

CORPORATE GOVERNANCE

General

The Company's business is managed under the direction the Board. In connection with its oversight of the Company's operations and governance, the Board has adopted, among other things, the following:

- Corporate Governance Guidelines to implement certain policies regarding the governance of the Company;
- a Code of Business Conduct and Ethics to provide guidance to directors, officers and employees with regard to certain ethical and compliance issues;
- Charters of the Audit Committee, the Compensation Committee, and the Corporate Governance/Nominating Committee of the Board;
- an Insider Trading Policy to facilitate compliance with insider trading regulations;
- an Audit Committee Whistleblower Policy (i) to allow directors, officers and employees to make confidential anonymous submissions regarding concerns with respect to accounting or auditing matters and (ii) which provides for the receipt of complaints regarding accounting, internal controls or auditing; and
- a Stockholder and Interested Parties Communications Policy pursuant to which holders of our securities and other interested parties can communicate with the Board, Board Committees and/or individual directors.

Other than the Insider Trading Policy, each of these documents can be viewed on the Company's website, at www.resoluteenergy.com, under the Investor Relations tab, subheading Corporate Governance. The Company's website and the information contained on or connected to its website are not incorporated by reference herein and its web address is included as an inactive textual reference only. Copies of the foregoing documents and disclosures are available without charge to any person who requests them. Requests should be directed to Resolute Energy Corporation, Attn: Secretary, 1700 Lincoln Street, Suite 2800, Denver, Colorado 80203.

The Board meets regularly to review significant developments affecting the Company and to act on matters requiring its approval. The Board held sixteen meetings in 2017 and acted an additional seven times by written consent. No director attended fewer than 75% of the total number of meetings of the Board and committees on which he or she served during his or her period of service in 2017.

Directors are encouraged, but not required, to attend the Annual Meeting. Messrs. Sutton, Betz (in his capacity as an executive officer) and Piccone attended the 2017 annual stockholders' meeting, and Messrs. Duffy, Hicks, Hultquist and White participated telephonically.

Director Independence

Under the rules of the NYSE, a majority of the members of the Board and all of the members of certain committees must be composed of independent directors, as defined in the rules of the NYSE. In general, an independent director is a person other than an officer or employee of the Company or any other individual who has a relationship which, in the opinion of the Board, would interfere with the director's exercise of independent judgment in carrying out the responsibilities of a director. Additional independence and qualification requirements apply to our directors serving on certain committees. As discussed under *Board Committees*, the Company has standing Audit, Compensation and Corporate Governance/Nominating Committees, each of which is composed entirely of independent directors under each of the applicable standards. The Board has determined that, other than Messrs. Sutton, Betz and Piccone (who resigned from the Board January 1, 2018), each member of the Board is independent under the NYSE rules. In making that determination, the Board considered (i) the relationship of Mr. Hicks with Hicks Holdings LLC, a stockholder of the Company and affiliate of the sponsor of our 2009 public merger transaction, (ii) the investment by several of the Company's executive officers in ReadyMax, Inc., a company of which Mr. Duffy is the

Chairman, a co-founder and a stockholder, in an aggregate interest of less than 10% of the outstanding shares of such company and (iii) Ms. Pasque's prior employment with the Company and Predecessor Resolute, serving in a senior management capacity from 2004 to 2010.

Compensation Committee Interlocks and Insider Participation

Other than Ms. Pasque's prior employment with the Company and Predecessor Resolute from 2004 to 2010, no member of the Compensation Committee has been an officer or employee of the Company. None of the Company's executive officers serves as a member of the Board or the compensation committee of any entity that has one or more executive officers serving on the Board, or on the Compensation Committee of the Board.

Board Committees

The composition and primary responsibilities of the Audit Committee, the Compensation Committee and the Corporate Governance/Nominating Committee are described below.

Audit Committee

The Company has a separately designated Audit Committee, the members of which are Messrs. Hultquist, Duffy, Benton and White, with Mr. White serving as Chairman. The primary function of the Audit Committee is to assist the Board in its oversight of the Company's financial reporting process. Among other things, the committee is responsible for overseeing our internal audit function and our oil and gas reserve determination process, reviewing and selecting our independent registered public accounting firm and reviewing our accounting practices and policies, and to serve as an independent and objective party to monitor the financial reporting process. The Board has determined that each of Messrs. Hultquist, Duffy, Benton and White qualifies as an audit committee financial expert as defined in Item 407(d)(5) of SEC Regulation S-K and that each member of the committee is independent under applicable NYSE rules and for purposes of SEC Rule 10A-3, and financially literate for purposes of applicable NYSE rules. See *Proposal One Election of Directors Board of Directors* for a summary of the business experience of each member of the committee. During 2017, the Audit Committee held seven meetings.

Compensation Committee

The Company has a separately designated Compensation Committee, which currently consists of Ms. Pasque and Messrs. Duffy, Hultquist, Benton and White, with Mr. Hultquist serving as Chairman. The Compensation Committee's primary function is to discharge the Board's responsibilities relating to the compensation of our Chief Executive Officer and to make recommendations to the Board regarding the compensation of our other executive officers. Among other things, the committee reviews and approves corporate goals and objectives for setting Chief Executive Officer compensation, evaluates the performance of the Chief Executive Officer in light of those goals and objectives and sets the compensation of the Chief Executive Officer and the Executive Chairman. In February 2012, the Compensation Committee initially engaged Longnecker and Associates (L&A) as its independent compensation consultant and L&A remains in that capacity currently. The Board has determined that each member of the committee is (i) independent under applicable NYSE rules, (ii) a non-employee director as defined in Rule 16b-3 under the Exchange Act and (iii) other than Ms. Pasque, an outside director as defined in Section 162(m) of the Internal Revenue Code (the Code). During 2017, the Compensation Committee held nine meetings and acted one time by written consent.

Corporate Governance/Nominating Committee

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The Company has a separately designated Corporate Governance/Nominating Committee, the current members of which are Ms. Pasque and Messrs. Hicks, Hultquist and White, with Mr. Hicks serving as Chairman. The primary function of the Corporate Governance/Nominating Committee is (i) to assist the Board with identifying, evaluating and recommending to the Board qualified

candidates for election or appointment to the Board, (ii) reviewing, evaluating and recommending changes to the Company's corporate governance guidelines and (iii) monitoring and overseeing matters of corporate governance, including the evaluation of Board and management performance and the independence of directors. The Board has determined that each member of the committee is independent under applicable NYSE rules. During 2017, the Corporate Governance/Nominating Committee held eight meetings and acted one time by written consent.

Director Nominations

The charter of the Corporate Governance/Nominating Committee provides that director candidates recommended by security holders will be considered on the same basis as candidates recommended by other persons. A security holder who wishes to recommend a candidate should send complete information regarding the candidate to Resolute Energy Corporation, Attn: Secretary, 1700 Lincoln Street, Suite 2800, Denver, Colorado 80203. The information provided with respect to the nominee should include five years of professional background, academic qualifications, whether the nominee has been subject to any legal proceedings in the past ten years, the relationship between the security holder and the nominee, and any other specific experience, qualifications, attributes or skills that qualify the nominee for the Board. The committee will assess each candidate, including candidates recommended by security holders, by evaluating all factors it considers appropriate, which may include career specialization, relevant technical skills or financial acumen, diversity of viewpoint and industry knowledge. The charter provides that nominees must meet certain minimum qualifications. In particular, a nominee must:

- have displayed the highest personal and professional ethics, integrity and values and sound business judgment;
- be highly accomplished in his or her field, with superior credentials and recognition and broad experience at the administrative or policy-making level in business, government, education, technology or public interest;
- have relevant expertise and experience and be able to offer guidance and advice to the chief executive officer based on that expertise and experience;
- with respect to a majority of directors, be independent and able to represent all stockholders and be committed to enhancing long-term stockholder value; and
- have sufficient time available to devote to the activities of the Board and to enhance his or her knowledge of the Company's business.

The committee does not have a formal policy with respect to the consideration of diversity when assessing director nominees, but considers diversity as part of its overall assessment of the Board's functioning and needs.

Non-Management Sessions

The Board generally schedules regular executive sessions involving exclusively non-management directors, as required by NYSE rules, generally at the time of each in-person Board meeting. Our Lead Independent Director presides at all such executive sessions. Mr. Duffy is our Lead Independent Director.

Stockholder and Interested Parties Communications Policy

In recognition of the importance of providing all interested parties, including but not limited to the holders of Resolute securities, with the ability to communicate with members of the Board, including non-management directors, the Board has adopted a Stockholder and Interested Parties Communications Policy, a copy of which is available on our website at www.resoluteenergy.com. Pursuant to the policy, interested parties may direct correspondence to the Board, or to any individual director and the Lead Independent Director by mail to the following address: Resolute Energy Corporation, Attn: Lead Independent Director, 1700 Lincoln Street, Suite 2800, Denver, CO 80203.

Communications should not exceed 1,000 words in length and should indicate (i) the type and amount of Resolute securities held by the person submitting the communication, if any, the date of acquisition of such and/or the nature of the person's interest in Resolute, (ii) any personal interest the person has in the subject matter of the communication and (iii) the person's mailing address, e-mail address and telephone number. Unless the communication relates to an improper topic (e.g., it contains offensive content or advocates that we engage in illegal activities) or it fails to satisfy the procedural requirements of the policy, we will deliver it to the person(s) to whom it is addressed.

Absence of Appraisal Rights

We are incorporated in the State of Delaware and, accordingly, are subject to the Delaware General Corporation Law. Under the Delaware General Corporation Law, our stockholders are not entitled to appraisal rights with respect to any of the proposals to be acted upon at the Annual Meeting.

Stockholder Proposals

Any proposal that a stockholder wishes to include in proxy materials for our 2019 annual meeting of stockholders must be received no later than [], and must be submitted in compliance with SEC Rule 14a-8. Proposals should be directed to Resolute Energy Corporation, Attn: Secretary, 1700 Lincoln Street, Suite 2800, Denver, CO 80203.

Any proposal or nomination for director that a stockholder wishes to propose for consideration at the 2019 annual meeting of stockholders, but does not seek to include in our proxy statement under applicable SEC rules, must be submitted in accordance with Section 2.7 or 3.2, as applicable, of our bylaws, and must be received by the Secretary at the principal executive offices of the Company not later than the close of business on the 90th day nor earlier than the opening of business on the 120th day before the anniversary date of the immediately preceding annual meeting of stockholders; provided, however, that if the annual meeting is called for a date that is not within 45 days before or after such anniversary date, notice by the stockholder to be timely must be so received not earlier than the opening of business on the 120th day before the meeting and not later than the later of (x) the close of business on the 90th day before the meeting or (y) the close of business on the 10th day following the day on which public announcement of the date of the annual meeting is first made by the Company. All such proposals must be an appropriate subject for stockholder action under applicable law and must otherwise comply with our bylaws. Assuming the 2019 annual meeting of stockholders is held on the one year anniversary of the 2018 Annual Meeting, such proposals must be received no earlier than [], 2019, and no later than [], 2019.

Board Leadership Structure and Risk Management

The Board currently consists of eight directors, all of whom, other than Messrs. Sutton and Betz, have been determined to be independent directors under the rules of the NYSE. Mr. Sutton has served as Chairman of the Board since the Company became a public company in September 2009. Mr. Sutton was also Chief Executive Officer until December 31, 2016. Effective January 1, 2017, Mr. Sutton retired from the position of Chief Executive Officer and Mr. Betz was appointed to that position. Mr. Sutton is currently Executive Chairman and presides over meetings of the Board of Directors. Mr. Sutton was Chairman and Chief Executive Officer of Predecessor Resolute from its inception in 2004, and was instrumental in the completion of the Resolute Transaction. He is most familiar with the Company's properties and, based on his years as chairman and chief executive officer of HS Resources from 1987 to 2001, has demonstrated skills in building and leading a public oil and gas company. Accordingly, the Board believes that he is uniquely qualified to be the person who sets the agenda for, and leads discussion of, strategic issues for the Company. Our Lead Independent Director presides over executive sessions of the independent directors, which generally occur at the time of each in-person Board meeting, and also presides over any Board meetings at which Mr. Sutton is not present. The Lead Independent Director reviews agendas for Board meetings, reviews annual goals and objectives for the Company and consults with the Board and the Compensation Committee regarding their evaluation of the

performance of the Chief

Executive Officer. The Board believes that its supermajority of independent directors and other aspects of its governance provide appropriate independent oversight to Board decisions.

The Board oversees the risks involved in the Company's operations as part of its general oversight function, integrating risk management into the Company's compliance policies and procedures. While the Board has the ultimate oversight responsibility for the risk management process, the Audit Committee has certain specific responsibilities relating to risk management. Among other things, the Audit Committee, pursuant to its charter, addresses Company policies with respect to risk assessment and risk management, and reviews major risk exposures (whether financial, operating or otherwise) and the guidelines and policies that management has put in place to govern the process of assessing, controlling, managing and reporting such exposures. While the charters of the Compensation and Corporate Governance/Nominating Committees do not assign specific risk-related responsibilities to those committees, the committees nevertheless consider risk and risk management issues in the course of performing their duties with respect to compensation and governance issues, respectively.

Current Executive Officers

The following table sets forth certain information as of the date of this filing regarding the current executive officers of the Company.

Name	Age	Position
Nicholas J. Sutton	73	Executive Chairman of the Board
Richard F. Betz	56	Chief Executive Officer and Director
Theodore Gazulis	63	Executive Vice President and Chief Financial Officer
Michael N. Stefanoudakis	47	Executive Vice President, Corporate Development / Strategy, General Counsel and Secretary
Bob D. Brady, Jr.	60	Executive Vice President, Operations
James A. Tuell	58	Senior Vice President and Chief Accounting Officer

Nicholas J. Sutton See *Proposal One Election of Directors* for Mr. Sutton's biography.

Richard F. Betz See *Proposal One Election of Directors* for Mr. Betz's biography.

Theodore Gazulis has been Executive Vice President and Chief Financial Officer since March 2012, was Senior Vice President and Chief Financial Officer of the Company from September 2009 to March 2012, and was Vice President of Finance, Chief Financial Officer and Treasurer of the Company from July 2009 to September 2009. He was Vice President Finance, Chief Financial Officer, Treasurer and Assistant Secretary of Predecessor Resolute since their founding in 2004. Mr. Gazulis served as a Vice President of HS Resources from 1984 until its merger with Kerr-McGee Corporation in 2001. Mr. Gazulis had primary responsibility for HS Resources' capital markets activity and for investor relations and information technology. Subsequent to HS Resources' acquisition by Kerr-McGee Corporation and prior to the formation of Predecessor Resolute, Mr. Gazulis was a private investor and also undertook assignments with two privately-held oil and gas companies. Prior to joining HS Resources, he worked for Amoco Production Company and Sohio Petroleum Company. Mr. Gazulis received an AB with Distinction from Stanford University and an MBA from the UCLA Anderson Graduate School of Management. Mr. Gazulis is a member of the American Association of Petroleum Geologists.

Michael N. Stefanoudakis has been Executive Vice President, Corporate Development/Strategy, General Counsel and Secretary since November 1, 2017 and prior to that time was Executive Vice President, General Counsel and Secretary since February 7, 2017. From July 2010 to February 6, 2017, he served as Senior Vice President, Secretary and General Counsel of the Company. From April 2009 until June 2010, Mr. Stefanoudakis served as Senior Vice

President, Secretary and General Counsel of StarTek, Inc., an NYSE-listed company in the business processing outsourcing industry. From 2006 to 2008, Mr. Stefanoudakis was Vice President and General Counsel at BioFuel Energy Company, a NASDAQ-listed company in the ethanol production industry. From 2004 to 2006, Mr. Stefanoudakis served as Vice President and General Counsel of Patina Oil & Gas Corporation, an NYSE listed oil and gas exploration company, until its merger with Noble Energy,

Inc. Prior to his public company experience, Mr. Stefanoudakis spent eight years as a practicing attorney, most recently at the legal firm Hogan & Hartson LLP (now Hogan Lovells). Mr. Stefanoudakis graduated from the University of San Diego with a B.A. in Economics in 1993 and from Harvard Law School with a J.D. in 1996. He is admitted to the practice of law in Colorado and is a member of local, state and national bar associations.

Bob D. Brady, Jr. has been Executive Vice President, Operations of the Company since November 1, 2017, and prior to that was Senior Vice President, Operations since May 2015. From June 2010 until May 2015, Mr. Brady held the position of Vice President and served as the Company's Operations Manager from March 2006 until May 2010. Mr. Brady previously served as Drilling Manager and Engineer for El Paso Production Company and Medicine Bow Energy Corporation (acquired by El Paso) from February 2004 until March 2006. Mr. Brady was Vice President of Engineering and Operations for Double Eagle Petroleum Company from April 2002 until February 2004. Prior to working for Double Eagle, Mr. Brady was Operations Manager for Prima Oil & Gas Company from November 2000 until April 2002. Prior to working for Prima, Mr. Brady was Vice President of Engineering and Operations for Evergreen Operating Company. He has 34 years of experience in oil and gas industry operations. He graduated from the Colorado School of Mines in 1984 with a Bachelor of Science degree in Petroleum Engineering. He has been a member of the Society of Petroleum Engineers since 1982.

James A. Tuell has been Senior Vice President and Chief Accounting Officer of the Company since May 2015, and prior to that was Vice President and Chief Accounting Officer since June 2010. From December 2009 until May 2010, Mr. Tuell served as the Company's Interim Chief Accounting Officer. Prior to joining Resolute, Mr. Tuell owned and operated an accounting and finance consultancy which served Resolute and numerous other independent energy companies from January 2009 through December 2009 and from July 2001 to February 2004. Mr. Tuell served as a director of Infinity Energy Resources, Inc. from April 2005 until June 2008. He also served in various officer capacities with Infinity Energy Resources, Inc. from March 2005 through August 2007, including as President, Chief Operating Officer, Chief Executive Officer, Principal Financial and Accounting Officer and Executive Vice President. Mr. Tuell also served as President of Infinity Oil & Gas of Wyoming, Inc. and Infinity Oil and Gas of Texas, Inc., wholly-owned subsidiaries of Infinity Energy Resources, Inc., from February 2004 and June 2004, respectively, until May 2007. From 1996 through July 2001, Mr. Tuell served as Controller and Chief Accounting Officer of Basin Exploration, Inc. From 1994 through 1996, he served as Vice President and Controller of Gerrity Oil & Gas Corporation. Mr. Tuell was employed by the independent accounting firm of Price Waterhouse from 1981 through 1994, most recently as a Senior Audit Manager. He earned a B.S. in accounting from the University of Denver and is a certified public accountant.

Family Relationships

There are no family relationships among any of the Company's directors and executive officers.

COMPENSATION DISCUSSION AND ANALYSIS

The following discussion and analysis is designed to provide insight into our compensation philosophy, practices, plans and decisions. This Compensation Discussion and Analysis (CD&A) is intended to be read in conjunction with the tables beginning on page 47 below, which provide detailed historical compensation information for our NEOs. For 2017, our NEOs were:

Name	Title
Richard F. Betz	Chief Executive Officer
James M. Piccone ⁽¹⁾	President
Theodore Gazulis	Executive Vice President, Chief Financial Officer
Michael N. Stefanoudakis ⁽²⁾	Executive Vice President, Corporate Development/Strategy, General Counsel and Secretary
Bob D. Brady, Jr. ⁽³⁾	Executive Vice President, Operations

⁽¹⁾ In connection with the previously disclosed Aneth Disposition, on January 1, 2018 Mr. Piccone resigned from his position as President and as a member of the Board of Directors of the Company and from all other officer and board positions of the Company's subsidiaries.

⁽²⁾ Effective November 1, 2017, Mr. Stefanoudakis' title changed to Executive Vice President, Corporate Development/Strategy, General Counsel and Secretary.

⁽³⁾ Effective November 1, 2017, Mr. Brady was promoted from Senior Vice President, Operations to Executive Vice President, Operations.

Executive Summary

Operational, Financial and Strategic Achievements for 2017

Among Resolute's operational, financial and strategic accomplishments for 2017, the Company achieved the following material items that were all considered by the