

Resolute Energy Corp
 Form 5
 February 12, 2010

FORM 5

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

OMB APPROVAL

OMB Number: 3235-0362
 Expires: January 31, 2005
 Estimated average burden hours per response... 1.0

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).
 Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person *
HERSH KENNETH A

 (Last) (First) (Middle)

2. Issuer Name and Ticker or Trading Symbol
Resolute Energy Corp [REN]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

125 E. JOHN CARPENTER FWY., SUITE 600
 (Street)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
12/31/2009

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Reporting

(check applicable line)

IRVING, TX 75062
 (City) (State) (Zip)

Form Filed by One Reporting Person
 Form Filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	(A) or (D)	Price	5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
Common Stock	Â	Â	3(1)	Â	Â	Â	Â	I	See Footnote (2) (3) (8)
Common Stock	Â	Â	3(1)	Â	Â	Â	Â	I	See Footnote (4) (8)

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

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

SEC 2270 (9-02)

Edgar Filing: Resolute Energy Corp - Form 5

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
					(A) (D)	Date Exercisable Expiration Date	Title Amount Number Shares
Common Stock Warrants (right to buy)	\$ 13	Â	Â	3(1)	Â Â	Â (5) 09/25/2014(5)	Common Stock 4,600,0
Common Stock Warrants (right to buy)	\$ 13	Â	Â	3(1)	Â Â	09/25/2009 09/25/2014(6)	Common Stock 2,333,3

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HERSH KENNETH A 125 E. JOHN CARPENTER FWY., SUITE 600 IRVING, TX 75062	Â X	Â X	Â	Â

Signatures

/s/ James M. Piccone, attorney-in-fact for Kenneth A. Hersh 02/12/2010

__Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
 - ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- On August 25, 2009, the reporting person filed a Form 3 with the Securities and Exchange Commission (the "SEC") and reported that he did not beneficially own any securities of Resolute Energy Corporation (the "Issuer"). However, at the time of the filing of the Form 3, (1) the reporting person may have been deemed to be the indirect beneficial owner of the securities owned by Resolute Holdings, LLC ("Resolute") as explained below. This Form 5 reports what the reporting person would have originally disclosed in his Form 3 had he reported the indirect ownership of Resolute.

Edgar Filing: Resolute Energy Corp - Form 5

(2) On August 25, 2009, Resolute filed a Form 3 ("Resolute Form 3") with the SEC and reported that it owned 10,385,100 shares of common stock ("Common Stock") of the Issuer, 10,385,000 of which it acquired on September 25, 2009 (the "Closing Date") pursuant to that certain Purchase and IPO Reorganization Agreement as amended (the "Acquisition"), among the Issuer, Hicks Acquisition Company I, Inc., Resolute and others and registered in the Issuer's Form S-4 Registration Statement (333-161076). On December 21, 2009, Resolute distributed 9,000,000 shares of Common Stock to its members pro rata for no consideration (the "Distribution"). As a result of the Distribution, Natural Gas Partners VII, L.P. ("NGP VII") and NGP-VII Income Co-Investment Opportunities, L.P. ("Co-Invest"), members of Resolute, directly own 6,565,885 shares of Common Stock, as reported in NGP VII's Form 3 filed with the SEC in conjunction herewith.

(3) The remaining 2,434,115 shares of Common Stock were distributed to the other members of Resolute, and the reporting person is not deemed to be the beneficial owner of any of those shares of Common Stock. G.F.W. Energy VII, L.P. ("GFW Energy") is the sole general partner of NGP VII, and GFW VII, L.L.C. ("GFW LLC") is the sole general partner of GFW Energy. NGP VII owns 100% of NGP Income Management, L.L.C., which is the sole general partner of Co-Invest. GFW LLC may be deemed to beneficially own any securities held by NGP VII. The reporting person, who is an Authorized Member of GFW, LLC, may be deemed an indirect beneficial owner of the securities currently owned by NGP VII and Co-Invest.

(4) Resolute directly owns these shares of Common Stock, 1,385,000 of which are subject to forfeiture unless at any time prior to five years from the Closing Date either (a) the closing sale price of Common Stock exceeds \$15.00 per share for 20 trading days in any 30 day trading period beginning 90 days after the Closing Date, or (b) a change in control event occurs in which Common Stock is valued at greater than \$15.00 per share. NGP VII owns a majority of the outstanding membership interests of Resolute; therefore, the reporting person may be deemed to be the indirect beneficial owner of the Common Stock owned by Resolute.

(5) These Common Stock Warrants are exercisable for Common Stock at a price of \$13.00 per share at any time after the closing price of Common Stock exceeds \$13.75 for any 20 days within any 30 day trading period beginning 90 days after the Closing Date and ending on the date that is five years from the Closing Date.

(6) These Common Stock Warrants are exercisable for Common Stock at a price of \$13.00 per share commencing on the Closing Date and ending five years from the Closing Date.

(7) These Common Stock Warrants were acquired by Resolute pursuant to the Acquisition and were reported on the Resolute Form 3. NGP VII owns a majority of the outstanding membership interests of Resolute; therefore, the reporting person may be deemed to be the indirect beneficial owner of the Common Stock Warrants owned by Resolute.

(8) The reporting person disclaims beneficial ownership of the reported securities except to the extent of its pecuniary interest therein, and this report shall not be deemed an admission that the reporting person is the beneficial owner of the reported securities for purposes of Section 16 or for any other purpose.

Note: File three copies of this Form, one of which must be manually signed. If space provided is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.