

BETZ RICHARD F
Form 4
November 30, 2018

FORM 4

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

OMB APPROVAL

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
BETZ RICHARD F

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
1700 LINCOLN ST., SUITE 2800

3. Date of Earliest Transaction (Month/Day/Year)
11/28/2018

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

Chief Executive Officer

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

DENVER, CO 80203

(City) (State) (Zip)

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

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	11/28/2018		M		26,033 A \$ 6.75	289,711 (2)	D (3)
Common Stock	11/28/2018		M		34,253 A \$ 2.915	323,964 (2)	D (3)
Common Stock	11/28/2018		F		9,126 (1) D \$ 34.79	314,838 (2)	D (3)

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

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number.

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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (Right to buy)	\$ 6.75	11/28/2018		M	26,033	<u>(4)</u>	05/05/2025	Common Stock	26,033
Employee Stock Option (Right to buy)	\$ 2.915	11/28/2018		M	34,253	<u>(5)</u>	02/18/2026	Common Stock	34,253

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BETZ RICHARD F 1700 LINCOLN ST. SUITE 2800 DENVER, CO 80203	X		Chief Executive Officer	

Signatures

/s/ Richard F.
Betz

11/30/2018

**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).

(1) Represents shares surrendered to Issuer to cover the exercise price of the options and tax withholdings, as permitted pursuant to Issuer's 2009 Performance Incentive Plan, upon the exercise of 60,286 stock options.

(2)

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Includes 129,553 shares of restricted stock subject to Time- and Performance- Vesting criteria, which vest in annual installments in accordance with such criteria through March 8, 2021.

- (3) Includes 32,660 shares held by the Reporting Person in an IRA account.
- (4) Includes 8,678, 8,678 and 8,677 options, which became exercisable on 5/5/2016, 5/5/2017 and 5/5/2018, respectively.
- (5) Includes 17,127 and 17,126 options, which became exercisable on 3/8/2017 and 3/8/2018, respectively.

Remarks:

Note: Option exercises completed for year-end tax planning purposes.

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

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