

Resolute Energy Corp
Form 4
October 17, 2013

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
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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 *
Natural Gas Partners VII, L.P.

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)

3. Date of Earliest Transaction (Month/Day/Year)
10/15/2013

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

5221 N. O'CONNOR BLVD.,
SUITE 1100

(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

IRVING, TX 75039

(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 Ownership (Instr. 4)
				(A) or (D) Code V Amount Price			
Common Stock, par value \$0.0001 per share	10/15/2013		S ⁽¹⁾	48,000 (2) D \$ 10.1 (3)	1,392,258 (2) D (2) (4)		
Common Stock, par value \$0.0001 per share	10/15/2013		S ⁽¹⁾	2,000 (5) D \$ 10.1 (3)	66,858 (5) I		See Footnotes (4) (5)
Common Stock, par	10/16/2013		S ⁽¹⁾	48,000 (2) D \$ 10.53	1,344,258 (2) D (2) (4)		

Natural Gas Partners VII, L.P.
5221 N. O'CONNOR BLVD., SUITE 1100 X
IRVING, TX 75039

HERSH KENNETH A
5221 N. O'CONNOR BLVD., SUITE 1100 X
IRVING, TX 75039

Signatures

Natural Gas Partners VII, L.P., by G.F.W. Energy VII, L.P., its general partner, by GFW VII, L.L.C., its general partner, by /s/ Kenneth A. Hersh, authorized member 10/17/2013

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) The transaction reported in this Form 4 was effected pursuant to a Rule 10b5-1 trading plan and the reporting person did not select the date of execution.

These securities are held directly by Natural Gas Partners VII, L.P. ("NGP VII"). Kenneth A. Hersh ("Mr. Hersh") is an authorized member of GFW VII, L.L.C. ("GFW LLC"), which is the sole general partner of G.F.W. Energy VII, L.P. ("GFW Energy"), which is the sole general partner of NGP VII, and may be deemed an indirect beneficial owner of the securities currently owned by NGP VII.
- (2) member of GFW VII, L.L.C. ("GFW LLC"), which is the sole general partner of G.F.W. Energy VII, L.P. ("GFW Energy"), which is the sole general partner of NGP VII, and may be deemed an indirect beneficial owner of the securities currently owned by NGP VII.

The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$9.94 to \$10.24, inclusive. Each reporting person undertakes to provide to Resolute Energy Corporation (the "Issuer"), any security holder of the Issuer or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in footnotes (3), (6) and (7) to this Form 4.
- (3) Each 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 such reporting person is the beneficial owner of the reported securities for purposes of Section 16 or for any other purpose.

These securities are held directly by NGP-VII Income Co-Investment Opportunities, L.P. ("Co-Invest"). Mr. Hersh is an authorized member of GFW, LLC, which is the sole general partner of GFW Energy, which is the sole general partner of NGP VII, which owns 100% of NGP Income Management, L.L.C., which is the sole general partner of Co-Invest, and may be deemed an indirect beneficial owner of the securities currently owned by Co-Invest.
- (4) member of GFW, LLC, which is the sole general partner of GFW Energy, which is the sole general partner of NGP VII, which owns 100% of NGP Income Management, L.L.C., which is the sole general partner of Co-Invest, and may be deemed an indirect beneficial owner of the securities currently owned by Co-Invest.
- (5) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$10.26 to \$10.76, inclusive.
- (6) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$10.39 to \$10.66, inclusive.
- (7) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$10.39 to \$10.66, inclusive.

Remarks:

Exhibit List

Exhibit 99 - Joint Filer Information

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