

CIMAREX ENERGY CO
Form 4
February 26, 2019

FORM 4

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

OMB APPROVAL

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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 *
CIMAREX ENERGY CO

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 STREET, SUITE 3700

3. Date of Earliest Transaction (Month/Day/Year)
02/22/2019

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

(Street)
DENVER, CO 80203

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

(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 Ownership (Instr. 4) |
|--|--------------------------------------|--|--------------------------------|---|---|--|--|
| Common Stock ⁽¹⁾ _{(2) (3) (4) (5)} | 02/22/2019 | | J ⁽¹⁾⁽²⁾⁽³⁾⁽⁴⁾⁽⁵⁾ | V Amount (D) Price ⁽¹⁾ ₍₂₎ 0 ^{(1) (2)} _{(3) (4) (5)} | 0 | I | See Footnotes ^{(1) (2) (3) (4) (5)} |

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

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SEC 1474 (9-02)

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

| 1. Title of Derivative Security (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) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Following Reporting Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| CIMAREX ENERGY CO 1700 LINCOLN STREET, SUITE 3700 DENVER, CO 80203 | | X | | |

Signatures

/s/ Francis B. Barron 02/26/2019

**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 Reporting Person does not beneficially own any equity securities of Resolute Energy Corporation ("Resolute" or the "Issuer"). The Reporting Person filed its Initial Statement of Beneficial Ownership on Form 3 solely due to the entry into voting and support agreements (each, a "Voting and Support Agreement" and, collectively, the "Voting and Support Agreements"), with each of (1) Monarch Alternative Capital LP, MDRA GP LP, Monarch GP LLC, (2) John C. Goff, John C. Goff 2010 Family Trust, JCG 2016 Holdings, LP, Goff Family Investments, LP, Kulik Partners, LP, Cuerno Largo Partners, LP, Goff Family Foundation, Goff Ren Holdings, LLC, Goff Ren Holdings II, LLC, (3) RR Advisors, LLC d/b/a RCH Energy, (4) Richard Betz, (5) Nicholas Sutton and (6) Theodore Gazulis (together the "Resolute Stockholders"), representing an aggregate of 6,147,236 shares of the Issuer's common stock (which included
- (i) 239,036 shares of Resolute restricted stock, (ii) options to purchase 372,314 shares of Resolute common stock, (iii) 134,198 outperformance share rights which would, if the relevant performance and other vesting conditions were met, have resulted in the issuance of one share of Resolute common stock to the holder of each such outperformance share right, and (iv) 67,723 shares of Resolute common stock issuable upon conversion of 2,000 shares of Resolute preferred stock) beneficially owned by the Resolute Stockholders, which represented approximately 25.9% of the Issuer's total outstanding shares based on 23,737,697 shares of the Issuer's common stock issued and outstanding as of November 18, 2018 (which included (i) 22,358,365 shares of Resolute common stock as represented to the Reporting Person by the Issuer,
- (3)

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(ii) 805,097 shares of Resolute restricted stock, (iii) options to purchase 372,314 shares of Resolute common stock, (iv) 134,198 outperformance share rights which would, if the relevant performance and other vesting conditions were met, have resulted in the issuance of one share of Resolute common stock to the holder of each such outperformance share right, and (v) 67,723 shares of Resolute common stock issuable upon conversion of 2,000 shares of Resolute preferred stock).

(4) The Voting and Support Agreements were entered into in connection with the Agreement and Plan of Merger (the "Merger Agreement"), dated as of November 18, 2018, by and among the Reporting Person and the Issuer. Prior to the termination of the Voting and Support Agreements, the Reporting Person exercised voting power in limited situations over such shares of the Issuer's common stock through the grant of an irrevocable proxy by each of the Resolute Stockholders pursuant to the Voting and Support Agreements. On February 22, 2019, the stockholders of the Issuer voted in a special meeting to adopt the Merger Agreement.

(5) Certain of the Voting and Support Agreements terminated in accordance with their terms upon the receipt of such Resolute stockholder approval. As a result of the termination of such Voting and Support Agreements, the grant of the irrevocable proxy was also terminated, and the Reporting Person ceased to exercise any voting power over such shares of the Issuer's common stock and therefore ceased to exercise greater than 10% of voting power over shares of the Issuer's outstanding common stock. The Reporting Person had no pecuniary interest in any of such shares of the Issuer's common stock at any time.

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.