Resolute Energy Corp Form 4 July 24, 2013

FORM 4

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

OMB Number:

Check this box if no longer subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

January 31, Expires: 2005 Estimated average burden hours per

response...

OMB APPROVAL

3235-0287

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Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue.

30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading Natural Gas Partners VII, L.P. Issuer Symbol Resolute Energy Corp [REN] (Check all applicable) (First) (Middle) 3. Date of Earliest Transaction (Last) (Month/Day/Year) Director X__ 10% Owner Other (specify Officer (give title 5221 N. O'CONNOR BLVD., 07/22/2013 below) **SUITE 1100** 4. If Amendment, Date Original (Street) 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) Form filed by One Reporting Person X_ Form filed by More than One Reporting IRVING, TX 75039 (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

(- 3)	()	1ab	ie i - Non-	Derivative Sec	urities	s Acqui	irea, Disposea oi	, or Beneficial	iy Ownea
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. Securities Approximately 1. Securities Approximately 1. Securities Amount	of (D)	ed (A)	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)
Common Stock	07/22/2013		<u>J(1)</u>	1,400,139 (3)	D	\$0	0 (3)	I	See Footnotes (2) (3) (6)
Common Stock	07/22/2013		<u>J(1)</u>	889,483 (4)	A	\$0	1,968,078 (4)	D (4) (6)	
Common Stock	07/22/2013		J <u>(1)</u>	41,060 (5)	A	\$ 0	90,850 (5)	I	See Footnotes (2) (5) (6)

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (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 2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title	and	8. Price of	9. Nu
Derivati	ve Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orNumber	Expiration D	ate	Amount	of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underly	ing	Security	Secui
(Instr. 3)) Price of		(Month/Day/Year)	(Instr. 8)	Derivativ	e		Securitie	es	(Instr. 5)	Bene
	Derivative				Securities	;		(Instr. 3	and 4)		Own
	Security				Acquired						Follo
					(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									mount		
						Date	Expiration	O1			
						Exercisable	Date	Title N	lumber		
								0			
				Code V	(A) (D)			S	hares		

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
Natural Gas Partners VII, L.P. 5221 N. O'CONNOR BLVD., SUITE 1100 IRVING, TX 75039		X				
HERSH KENNETH A 5221 N. O'CONNOR BLVD., SUITE 1100 IRVING, TX 75039		X				

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				
	**Signature of Reporting Person	Date		
Kennth A. Hersh		07/24/2013		
	**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).
- Represents a pro rata distribution for no consideration by Resolute Holdings, LLC ("Holdings") to its members, including Natural Gas Partners VII, L.P. ("NGP VII") and NGP-VII Income Co-Investment Opportunities, L.P. ("Co-Invest").
- (2) 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. Kenneth A. Hersh ("Hersh"), who is an authorized member of

Reporting Owners 2

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GFW, LLC, may be deemed an indirect beneficial owner of the securities currently owned by NGP VII and Co-Invest.

- (3) These securities are held directly by Holdings. NGP VII owns a majority of the outstanding membership interests of Holdings and, therefore, Hersh, GFW LLC and NGP VII may be deemed indirect beneficial owners of the securities currently owned by Holdings.
- (4) These securities are held directly by NGP VII.
- (5) These securities are held directly by Co-Invest.
- Each reporting person disclaims beneficial ownership of the reported securities except to the extent of its pecuniary interest therein, and (6) this report shall not be deemed an admission that such reporting person is the beneficial owner of the reported securities for purposes of
- (6) 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.

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.