

Resolute Energy Corp
 Form 4
 July 03, 2013

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 *
WEINBERG ELI J

(Last) (First) (Middle)

591 REDWOOD HIGHWAY ,
 SUITE 3215,

(Street)

MILL VALLEY, CA 94941

(City) (State) (Zip)

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

3. Date of Earliest Transaction
 (Month/Day/Year)
07/01/2013

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)

___ Form filed by One Reporting Person
 ___X___ 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)	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)
Common Stock	07/01/2013		P	0 A \$ 0	17,112,010 ⁽¹⁾ <u>(2) (3) (4)</u>	I	See footnotes

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

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 (9-02)

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

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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)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WEINBERG ELI J 591 REDWOOD HIGHWAY , SUITE 3215 MILL VALLEY, CA 94941		X		
SCULLY JOHN H 591 REDWOOD HIGHWAY, SUITE 3215 MILL VALLEY, CA 94941		X		
JOHN H SCULLY LIVING TRUST 591 REDWOOD HIGHWAY , SUITE 3215 MILL VALLEY, CA 94941		X		
MCDERMOTT EDWARD H 591 REDWOOD HIGHWAY , SUITE 3215 MILL VALLEY, CA 94941		X		
Edward & Elizabeth McDermott Trust 591 REDWOOD HIGHWAY SUITE 3215 MILL VALLEY, CA 94941		X		

Signatures

Kim M. Silva,
Attorney-in-fact

07/03/2013

__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) This form is being filed as part of an internal restructuring that occurred on July 1, 2013 in which Eli J. Weinberg ("EJW") became, for purposes of Section 13D of the Securities and Exchange Act of 1934, an additional controlling person of SPO Advisory Corp. ("SPO Corp."), which also involved the John H. Scully Living Trust ("JHS Trust") and the Edward & Elizabeth McDermott Trust ("EHM

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Trust"). As a result of his becoming an additional controlling person, EJW may be deemed to form a "group" together with (i) SPO Partners II, L.P. ("SPO Partners") and San Francisco Partners, L.P. ("SF Partners"), (ii) SPO Advisory Partners, L.P. ("SPO Advisory"), the sole general partner of SPO Partners, (iii) SF Advisory Partners, L.P. ("SF Advisory"), the sole general partner of SF Partners, (iv) SPO Corp., the sole general partner of SPO Advisory and SF Advisory, (v) John H. Scully ("JHS"), Edward H. McDermott ("EHM"), and EJW, the three controlling persons of SPO Corp.

- (2) Additionally, following the transaction which caused this filing 16,438,110 shares of the issuer's common stock are owned directly by SPO Partners and may be deemed to be indirectly beneficially owned by (i) SPO Advisory, (ii) SPO Corp., the sole general partner of SPO Advisory, and (iii) JHS, EHM and EJW. Additionally 673,900 shares are owned directly by SF Partners, and may be deemed to be indirectly beneficially owned by (i) SF Advisory, (ii) SPO Corp. and (iii) JHS, EHM and EJW.

- (3) Additionally, following the transaction which caused this filing, JHS beneficially owns 5,200 shares of the Issuer's common stock held in the JHS individual retirement account, which is self directed. Additionally, Phoebe Snow Foundation ("PSF") owns 73,900 shares of the Issuer's common stock. These shares may be deemed to be beneficially owned by JHS solely in his capacity as a controlling person, director and executive officer of PSF. Additionally, EHM owns 900 shares of the Issuer's common stock held in the EHM individual retirement account, which is self directed.

- (4) Additionally, following the transaction which caused this filing, 8,169,525 warrants are owned directly by SPO Partners and may be deemed to be indirectly beneficially owned by (i) SPO Advisory, the sole general partner of SPO Partners (ii) SPO Corp., the sole general partner of SPO Advisory, and (iii) JHS, EHM and EJW, the three controlling persons of SPO Corp. Additionally, 279,753 warrants are owned directly by SF Partners, and may be deemed to be indirectly beneficially owned by (i) SF Advisory, the sole general partner of SF Partners, (ii) SPO Corp., the sole general partner of SF Advisory, and (iii) JHS, EHM and EJW, the three controlling persons of SPO Corp. Additionally, JHS beneficially owns 813 warrants held in the JHS individual retirement account, which is self directed. Additionally, EHM beneficially owns 622 warrants held in the EHM individual retirement account, which is self directed.

Remarks:

The individuals and entities listed in the Notes above may be deemed to form a "group", as such term is defined in Rule 13d-5

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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