Raymond Robert Joseph Form 4 March 05, 2019

FORM 4

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

Check this box if no longer subject to

Section 16. Form 4 or Form 5 obligations

may continue. See Instruction

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)

DENVER, CO 80203

1(b).

(Last)

(City)

2800

1. Name and Address of Reporting Person * Raymond Robert Joseph

(First)

(Middle)

(Zip)

1700 LINCOLN STREET, SUITE

(Street)

(State)

2. Issuer Name and Ticker or Trading Symbol

Cimarex Resolute LLC [REN]

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

03/01/2019

4. If Amendment, Date Original

Filed(Month/Day/Year)

OMB APPROVAL

OMB Number:

3235-0287

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January 31, 2005

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Issuer	ship of Rep	orting rerson(s) to
	(Check all	l applicable)
X Direction Office below)	ctor er (give title	10% Owner Other (specification)
6. Individu	al or Joint/	Group Filing(Check
Applicable I	Line)	
X Form fi	led by One I	Reporting Person
Form fil	led by More	than One Reporting

5 Relationship of Reporting Person(s) to

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

Person

1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securitie	s Acqı	uired	5. Amount of	6. Ownership	7. Nature of
Security	(Month/Day/Year)	Execution Date, if	Transactio	on(A) or Disp	osed c	of (D)	Securities	Form: Direct	Indirect
(Instr. 3)		any	Code (Instr. 3, 4 and 5)			Beneficially	(D) or	Beneficial	
		(Month/Day/Year)	(Instr. 8)				Owned	Indirect (I)	Ownership
							Following	(Instr. 4)	(Instr. 4)
					(A)		Reported		
					(A)		Transaction(s)		
			Code V	Amount	or (D)	Price	(Instr. 3 and 4)		
Common Stock	03/01/2019		D	2,770 (1)	D	(3) (4)	0	D	
Common Stock	03/01/2019		D	456,556 (2)	D	(<u>3)</u> (<u>4)</u>	0	I	See Footnote (3) (4)

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

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(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 Exer	cisable and	7. Title	and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	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)	Derivative	e		Securitie	es	(Instr. 5)	Bene
	Derivative				Securities			(Instr. 3	and 4)		Owne
	Security				Acquired						Follo
					(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
								Δ	mount		
						Date	Expiration	Title N	ı Iumber		
						Exercisable	Date	01			
				Code V	(A) (D)				hares		

Reporting Owners

Reporting Owner Name / Address	Relationships						
1	Director	10% Owner	Officer	Other			
Raymond Robert Joseph 1700 LINCOLN STREET SUITE 2800 DENVER, CO 80203	X						
A. .							

Signatures

(3)

/s/ Robert J. 03/05/2019 Raymond

Date **Signature of Reporting Person

Explanation of Responses:

"Merger Consideration").

- 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)** Includes 2,770 shares of Resolute restricted stock that vested in connection with the closing of the Merger as described below.
- Consists of 456,556 shares of Resolute common stock owned by RR Advisors, LLC d/b/a RCH Energy, or affiliated funds **(2)** controlled by RCH Energy, over which the Reporting Person has shared voting and dispositive power as the sole member of RCH Energy. Certain of these shares are held in a margin account.

Pursuant to the Agreement and Plan of Merger (the "Merger Agreement"), dated as of November 18, 2018, by and among Resolute, Cimarex Energy Co. ("Cimarex") and two direct wholly owned subsidiaries of Cimarex, at the effective time (the "Effective Time") of the merger (the "Merger"), each share of Resolute's common stock, par value \$0.0001 per share, held by the Reporting Person converted into, at such Reporting Person's election, (i) an amount in cash equal to \$14.00, without interest, and 0.2366 shares of common stock of Cimarex, par value \$0.01 per share; (ii) an amount of cash equal to \$35.00, without interest; or (iii) 0.3943 shares of Cimarex common stock, subject to proration as provided in the Merger Agreement (the

(4) Pursuant to the Merger Agreement, immediately prior to the Effective Time, each Resolute restricted share held by the Reporting Person became fully vested and all restrictions thereon lapsed (with any performance-based vesting, as applicable,

Reporting Owners 2

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deemed satisfied at the maximum level), and the Reporting Person had the right to receive the Merger Consideration in the form set forth in their election (less required withholdings), subject to the proration procedures.

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.