

KEMC Fund IV GP, LLC

Form 4

November 01, 2018

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
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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
KEMC Fund IV GP, LLC

(Last) (First) (Middle)

C/O KIMMERIDGE ENERGY
MANAGEMENT COMPANY, 400
MADISON AVENUE

(Street)

NEW YORK, NY 10017

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

Resolute Energy Corp [REN]

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

10/30/2018

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)
X Form filed by One Reporting Person
____ 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 Indirect Beneficial Ownership (Instr. 4)	
			Code	V	Amount	(A) or (D)	Price			
Common Stock	10/30/2018		P		171,981	A	\$ 25.456 (1)	2,488,642	I	See footnote (2)
Common Stock	10/30/2018		P		123,864	A	\$ 26.6418 (3)	2,612,506	I	See footnote (2)
Common Stock	10/31/2018		P		50,000	A	\$ 28.6456 (4)	2,662,506	I	See footnote (2)
Common	11/01/2018		P		100,000	A	\$	2,762,506	I	See

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Stock	28.4448 (5)	footnote (2)
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474
(9-02)

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 Beneficially Owned Following Transaction (Instr. 10)
				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

KEMC Fund IV GP, LLC
C/O KIMMERIDGE ENERGY MANAGEMENT COMPANY
400 MADISON AVENUE
NEW YORK, NY 10017

X

Signatures

KEMC Fund IV GP, LLC /s/ Benjamin Dell, Chief Executive
Officer

11/01/2018

__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 price reported in Column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$25.1400 to \$26.1300, inclusive. The Reporting Person undertakes to provide to 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 purchased at each separate price within the range set forth herein.

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The securities to which this filing relates are held directly by certain funds and/or accounts (collectively, the "Kimmeridge Funds") to which KEMC Fund IV GP, LLC, a Delaware limited liability company (the "Reporting Person"), acts as the sole general partner. The

(2) filing of this statement shall not be deemed an admission that the Reporting Person is the beneficial owner of the securities reported herein for purposes of Section 16 of the Securities Act of 1934, as amended, or otherwise. The Reporting Person expressly disclaims beneficial ownership of the securities reported herein except to the extent of its pecuniary interest therein.

The price reported in Column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$26.1400 to \$27.0000, inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff

(3) of the Securities and Exchange Commission, upon request, full information regarding the number of shares purchased at each separate price within the range set forth herein.

The price reported in Column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$28.2300 to \$28.8000, inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff

(4) of the Securities and Exchange Commission, upon request, full information regarding the number of shares purchased at each separate price within the range set forth herein.

The price reported in Column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$28.1650 to \$28.7500, inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff

(5) of the Securities and Exchange Commission, upon request, full information regarding the number of shares purchased at each separate price within the range set forth herein.

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.