

SECURITIES AND EXCHANGE COMMISSION

FORM 3

Filing Date: **2013-01-09** | Period of Report: **2013-01-07**
SEC Accession No. [0001209191-13-002676](#)

(HTML Version on secdatabase.com)

ISSUER

Resolute Energy Corp

CIK: **1469510** | IRS No.: **000000000** | State of Incorporation: **DE** | Fiscal Year End: **1231**
SIC: **1311** Crude petroleum & natural gas

Mailing Address
*1675 BROADWAY
SUITE 1950
DENVER CO 80202*

Business Address
*1675 BROADWAY
SUITE 1950
DENVER CO 80202
303-573-4886*

REPORTING OWNER

TOH Holdings, LP

CIK: **1565213** | State of Incorporation: **DE** | Fiscal Year End: **1231**
Type: **3** | Act: **34** | File No.: **001-34464** | Film No.: **13520521**

Mailing Address
*100 CRESCENT COURT
SUITE 1200
DALLAS TX 75201*

Business Address
*100 CRESCENT COURT
SUITE 1200
DALLAS TX 75201
214-615-2300*

TOH Holdings GenPar, LLC

CIK: **1566562** | State of Incorporation: **TX** | Fiscal Year End: **1231**
Type: **3** | Act: **34** | File No.: **001-34464** | Film No.: **13520520**

Mailing Address
*100 CRESCENT COURT
SUITE 1200
DALLAS TX 75201*

Business Address
*100 CRESCENT COURT
SUITE 1200
DALLAS TX 75201
214-615-2300*

FORM 3

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

OMB APPROVAL	
OMB Number:	3235-0104
Expires:	02/28/2011
Estimated average burden hours per response	0.5

INITIAL STATEMENT OF 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

1. Name and Address of Reporting Person <u>TOH Holdings, LP</u> (Last) (First) (Middle) <u>100 CRESCENT COURT, SUITE 1200</u> (Street) <u>DALLAS, TX 75201</u> (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) <u>01/07/2013</u>	3. Issuer Name and Ticker or Trading Symbol <u>Resolute Energy Corp [REN]</u> 4. Relationship of Reporting Person(s) to Issuer (Check all applicable) ___ Director <input checked="" type="checkbox"/> 10% Owner ___ Officer (give title below) ___ Other (specify below)	5. If Amendment, Date Original Filed (Month/Day/Year) _____	6. Individual or Joint/Group Filing (Check applicable line) ___ Form Filed by One Reporting Person <input checked="" type="checkbox"/> Form Filed by More than One Reporting Person
--	---	---	---	---

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)

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

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Founders Warrants (right to buy) ⁽³⁾	(3)	(3)	Common Stock, par value \$0.0001 per share	3,606,094 ⁽¹⁾	\$13	D ⁽²⁾	
Sponsor's Warrants (right to buy) ⁽⁴⁾	(4)	(4)	Common Stock, par value \$0.0001 per share	4,666,667 ⁽¹⁾	\$13	D ⁽²⁾	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
<u>TOH Holdings, LP</u> <u>100 CRESCENT COURT, SUITE 1200</u> <u>DALLAS, TX 75201</u>		X		

TOH Holdings GenPar, LLC 100 CRESCENT COURT, SUITE 1200 DALLAS, TX 75201		X		
--	--	---	--	--

Explanation of Responses:

1. The filing of this Form 3 shall not be construed as an admission that TOH Holdings GenPar, LLC ("TOH LLC"), the general partner of TOH Holdings, LP ("TOH LP"), is or was for the purposes of Section 16(a) of the Securities Exchange Act of 1934, as amended, the beneficial owner of any of the warrants exercisable to purchase shares of common stock, par value \$0.0001 per share (the "Common Stock"), of Resolute Energy Corporation (the "Issuer"), owned by TOH LP. Pursuant to Rule 16a-1, TOH LLC disclaims beneficial ownership except to the extent of its pecuniary interests.
2. TOH LLC controls the voting and disposition of securities held by TOH LP, of which TOH LLC is the general partner. TOH LLC has a pecuniary interest in securities held by TOH LP because TOH LLC holds a general partnership interest in TOH LP.
3. TOH LP owns 3,606,094 Founder's Warrants, acquired in connection with a privately negotiated transaction, where Mr. Hicks, individually and as the sole member of a company, contributed 3,606,094 of the Founder's Warrants to TOH LP in exchange for equity interests in TOH LP. Each Founder's Warrant entitles the holder to purchase one share of Common Stock of the Issuer at a price of \$13.00 per share, subject to adjustment, at any time until September 25, 2014. However, Founder's Warrants will be exercisable only if a registration statement relating to the Common Stock issuable upon exercise of the warrants is effective and current.
4. TOH LP owns 4,666,667 Sponsor's Warrants, acquired in connection with a privately negotiated transaction, where Mr. Hicks contributed 4,666,667 of the Sponsor's Warrants to TOH LP in exchange for equity interests in TOH LP. Each Sponsor's Warrant entitles the holder to purchase one share of Common Stock of the Issuer at a price of \$13.00 per share, subject to adjustment, at any time until September 25, 2014. However, Sponsor's Warrants will be exercisable only if a registration statement relating to the Common Stock issuable upon exercise of the warrants is effective and current.

Signatures

/s/ Thomas O. Hicks, manager of TOH Holdings GenPar, LLC, general partner of TOH Holdings, LP	01/09/2013
/s/ Thomas O. Hicks, manager of TOH Holdings GenPar, LLC	01/09/2013
** Signature of Reporting Person	Date

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

* 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).
Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.