

Resolute Energy Corp  
Form SC 13G/A  
February 14, 2017

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

SCHEDULE 13G

Under the  
Securities  
Exchange Act of  
1934  
(Amendment No.  
2)

RESOLUTE  
ENERGY  
CORPORATION  
(Name of Issuer)

COMMON  
STOCK, PAR  
VALUE \$0.0001  
PER SHARE  
(Title of Class of  
Securities)

76116A108  
(CUSIP Number)

December 31,  
2016  
(Date of Event  
which Requires  
Filing of this  
Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to \*the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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 control number.

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CUSIP No. 76116A108

1. Names of Reporting Persons.  
I.R.S. Identification Nos. of  
above persons (entities only).
- SPO Partners II, L.P.
2. Check the Appropriate Box if a  
Member of a Group (See  
Instructions)  
(a) (b)
3. SEC Use Only
4. Citizenship or Place of  
Organization
- Delaware
5. Sole Voting Power
- Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person  
With: -0-
6. Shared Voting Power
7. Sole Dispositive Power
- 0-
8. Shared Dispositive Power
- 0-
9. Aggregate Amount Beneficially  
Owned by Each Reporting  
Person
- 0-
10. Check if the Aggregate Amount  
in Row (9) Excludes Certain  
Shares (See Instructions)
11. Percent of Class Represented  
by Amount in Row (9)
- 0.0%

12. Type of Reporting Person (See  
Instructions)  
  
(PN)

CUSIP No. 76116A108

1. Names of Reporting Persons.  
SPO Advisory Partners, L.P.
2. Check the Appropriate Box if a Member of a Group (See Instructions)  
(a) (b)
3. SEC Use Only
4. Citizenship or Place of Organization  
Delaware
5. Sole Voting Power  
Number of Shares Beneficially Owned by Each Reporting Person With: -0-
6. Shared Voting Power  
-0-
7. Sole Dispositive Power  
-0-
8. Shared Dispositive Power  
-0-
9. Aggregate Amount Beneficially Owned by Each Reporting Person  
-0-
10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)
11. Percent of Class Represented by Amount in Row (9)  
0.0%
12. Type of Reporting Person (See Instructions)

(PN)

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CUSIP No. 76116A108

1. Names of Reporting Persons.  
San Francisco Partners, L.P.
2. Check the Appropriate Box if a Member of a Group (See Instructions)  
(a) (b)
3. SEC Use Only
4. Citizenship or Place of Organization  
California
5. Sole Voting Power  
Number of Shares Beneficially Owned by Each Reporting Person With: -0-
6. Shared Voting Power  
-0-
7. Sole Dispositive Power  
-0-
8. Shared Dispositive Power  
-0-
9. Aggregate Amount Beneficially Owned by Each Reporting Person  
-0-
10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)
11. Percent of Class Represented by Amount in Row (9)  
0.0%
12. Type of Reporting Person (See Instructions)

(PN)

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CUSIP No. 76116A108

1. Names of Reporting Persons.  
SF Advisory Partners, L.P.
2. Check the Appropriate Box if a Member of a Group (See Instructions)  
(a) (b)
3. SEC Use Only
4. Citizenship or Place of Organization  
Delaware
5. Sole Voting Power  
Number of Shares Beneficially Owned by Each Reporting Person With: -0-
6. Shared Voting Power  
-0-
7. Sole Dispositive Power  
-0-
8. Shared Dispositive Power  
-0-
9. Aggregate Amount Beneficially Owned by Each Reporting Person  
-0-
10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)
11. Percent of Class Represented by Amount in Row (9)  
0.0%
12. Type of Reporting Person (See Instructions)

(PN)

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CUSIP No. 76116A108

1. Names of Reporting Persons.  
SPO Advisory Corp.
2. Check the Appropriate Box if a Member of a Group (See Instructions)  
(a) (b)
3. SEC Use Only
4. Citizenship or Place of Organization  
Delaware
5. Sole Voting Power  
Number of Shares Beneficially Owned by Each Reporting Person With: -0-
6. Shared Voting Power  
-0-
7. Sole Dispositive Power  
-0-
8. Shared Dispositive Power  
-0-
9. Aggregate Amount Beneficially Owned by Each Reporting Person  
-0-
10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)
11. Percent of Class Represented by Amount in Row (9)  
0.0%
12. Type of Reporting Person (See Instructions)

(CO)

CUSIP No. 76116A108

1. Names of Reporting Persons.

John H. Scully

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a) (b)

3. SEC Use Only

4. Citizenship or Place of Organization

USA

5. Sole Voting Power

Number of Shares Beneficially Owned by Each Reporting Person With: 1,040 (1)

6. Shared Voting Power

-0-

7. Sole Dispositive Power

1,040 (1)

8. Shared Dispositive Power

-0-

9. Aggregate Amount Beneficially Owned by Each Reporting Person

1,040

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

11. Percent of Class Represented by Amount in Row (9)

\*\*0.1%

12.

Type of Reporting Person  
(See Instructions)

(IN)

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\*\*Denotes less than

Of these shares, 20 shares of Common Stock may be deemed to be beneficially owned by Mr. Scully solely in his (1) capacity as the trustee of the John H. Scully Living Trust, dated 10/1/03, and 1,020 shares of Common Stock are held in the John H. Scully individual retirement account, which is self-directed.

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CUSIP No. 76116A108

1. Names of Reporting Persons.  
 Phoebe Snow Foundation, Inc.
2. Check the Appropriate Box if a Member of a Group (See Instructions)  
 (a) (b)
3. SEC Use Only
4. Citizenship or Place of Organization  
 California
5. Sole Voting Power  
 Number of Shares Beneficially Owned by Each Reporting Person With: -0-
6. Shared Voting Power  
 -0-
7. Sole Dispositive Power  
 -0-
8. Shared Dispositive Power  
 -0-
9. Aggregate Amount Beneficially Owned by Each Reporting Person  
 -0-
10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)
11. Percent of Class Represented by Amount in Row (9)  
 0.0%
12. Type of Reporting Person (See Instructions)

(CO)

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CUSIP No. 76116A108

1. Names of Reporting Persons.  
Eli J. Weinberg
2. Check the Appropriate Box if a Member of a Group (See Instructions)  
(a) (b)
3. SEC Use Only
4. Citizenship or Place of Organization  
USA
5. Sole Voting Power  
Number of Shares Beneficially Owned by Each Reporting Person With: -0-
6. Shared Voting Power  
-0-
7. Sole Dispositive Power  
-0-
8. Shared Dispositive Power  
-0-
9. Aggregate Amount Beneficially Owned by Each Reporting Person  
-0-
10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)
11. Percent of Class Represented by Amount in Row (9)  
0.0%
12. Type of Reporting Person (See Instructions)

(IN)

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CUSIP No. 76116A108

Names of Reporting Persons.

1. The John H. Scully Living Trust, dated 10/1/03
2. Check the Appropriate Box if a Member of a Group (See Instructions)  
 (a) (b)

3. SEC Use Only

4. Citizenship or Place of Organization

California

5. Sole Voting Power  
 Number of Shares Beneficially Owned by Each Reporting Person With: 20 (1)

6. Shared Voting Power  
 0

7. Sole Dispositive Power  
 20 (1)

8. Shared Dispositive Power  
 0

9. Aggregate Amount Beneficially Owned by Each Reporting Person  
 20

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

11. Percent of Class Represented by Amount in Row (9)  
 \*\*0.1%

Type of Reporting Person  
(See Instructions)

12.

(OO)

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\*\*Denotes less than

(1)Power is exercised through its trustee, John H. Scully.

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This Amendment No. 2 (the “Amendment”) amends the Schedule 13G (the “Original 13G”) filed with the Securities and Exchange Commission (“SEC”) on October 30, 2015 and amended on May 2, 2016. Terms used herein and not defined herein shall have the meanings ascribed thereto in the Original 13G, as amended. This is the final amendment to the Original 13G and an exit filing with respect to each of the Reporting Persons listed in Item 2(a).

Item 1.(a) Name of Issuer

Resolute Energy Corporation

(b) Address of Issuer’s Principal Executive Offices

1700 Lincoln Street, Suite 2800, Denver, Colorado 80203

Item 2.(a) Name of Person Filing

SPO Partners II, L.P., a Delaware limited partnership (“SPO”), SPO Advisory Partners, L.P., a Delaware limited partnership (“SPO Advisory Partners”), San Francisco Partners, L.P., a California limited partnership (“SFP”), SF Advisory Partners, L.P., a Delaware limited partnership (“SF Advisory Partners”), SPO Advisory Corp., a Delaware corporation (“SPO Advisory Corp.”), John H. Scully (“JHS”), Phoebe Snow Foundation, Inc., a California corporation (“PSF”), Eli J. Weinberg (“EJW”) and the John H. Scully Living Trust, dated 10/1/03 (“JHS Trust”) are sometimes hereinafter referred to as the “Reporting Persons.”

The Reporting Persons are making this single, joint filing because they may be deemed to constit