

Resolute Energy Corp  
Form DEF 14A  
May 18, 2018  
**SECURITIES AND EXCHANGE COMMISSION**  
**WASHINGTON, D.C. 20549**

**SCHEDULE 14A INFORMATION**

**PROXY STATEMENT PURSUANT TO SECTION 14(A) OF THE  
SECURITIES EXCHANGE ACT OF 1934**

Filed by the Registrant  x

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Under Rule 14a-12

**RESOLUTE ENERGY CORPORATION**

(Name of Registrant as Specified in Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

No fee required.

Fee computed on the table below per Exchange Act  
Rules 14a-6(i)(4) and 0-11.

(1) Title of each class of securities to which  
transaction applies:

(2) Aggregate number of securities to which transaction applies:

Per unit price or other underlying value of transaction computed pursuant to Exchange Act

(3) Rule 0-11 (Set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

o Fee paid previously with preliminary materials.

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(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

**1700 Lincoln Street, Suite 2800  
Denver, Colorado 80203  
Telephone: (303) 534-4600**

May 18, 2018

Dear Resolute Energy Corporation Stockholder:

You are cordially invited to the Resolute Energy Corporation Annual Meeting of Stockholders to be held on June 19, 2018, at 9:00 a.m., Mountain Time. The meeting will be held at the offices of Arnold & Porter, 370 Seventeenth Street, Denver, Colorado 80202.

At the Annual Meeting, you will be asked (i) to approve an amendment to our certificate of incorporation to declassify our Board of Directors, (ii) to elect three Class III directors to our Board of Directors; (iii) to approve, by a non-binding advisory vote, the compensation paid to the Company's Named Executive Officers; and (iv) to ratify the appointment of KPMG LLP as our independent registered public accounting firm for the 2018 fiscal year.

We have enclosed a copy of our Annual Report for the fiscal year ended December 31, 2017 with this Notice of Annual Meeting of Stockholders and Proxy Statement. Please read the enclosed information carefully before completing and returning the enclosed proxy card.

Please join us at the meeting. Whether or not you plan to attend, it is important that you vote your proxy promptly in accordance with the instructions on the enclosed proxy card. If you do attend the meeting, you may withdraw your proxy should you wish to vote in person.

Sincerely,

Richard F. Betz

*Chief Executive Officer*

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**1700 Lincoln Street, Suite 2800  
Denver, Colorado 80203  
Telephone: (303) 534-4600**

## **NOTICE OF ANNUAL MEETING OF STOCKHOLDERS**

To the Stockholders of Resolute Energy Corporation:

NOTICE IS HEREBY GIVEN that the Annual Meeting of Stockholders of Resolute Energy Corporation will be held at the offices of Arnold & Porter, 370 Seventeenth Street, Denver, Colorado 80202, at 9:00 a.m., Mountain Time, on June 19, 2018, for the following purposes:

1. to approve an amendment to our certificate of incorporation to declassify our Board of Directors;
2. if Proposal One is approved, to elect Nicholas J. Sutton, Gary L. Hultquist and Janet W. Pasque as Class III directors to our Board of Directors for a one-year term expiring in 2019 or until their successors are duly elected and qualified, or if Proposal One is not approved, to elect Nicholas J. Sutton, Gary L. Hultquist and Janet W. Pasque as Class III directors for a three-year term expiring in 2021 or until their successors are duly elected and qualified;
3. to approve, by a non-binding advisory vote, the compensation paid to the Company's Named Executive Officers (the Say on Pay Proposal);
4. to ratify the appointment of KPMG LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2018; and
5. to transact such other business as may properly come before the meeting and any adjournments or postponements thereof.

Only stockholders of record at the close of business on Monday, May 7, 2018, are entitled to notice of and to vote at the Annual Meeting or at any adjournments or postponements thereof.

Even if you plan to attend the Annual Meeting, we recommend that you vote your shares FOR the nominees and all other Company proposals by using the enclosed proxy card. Voting is easy you may vote electronically by following the instructions provided on the enclosed proxy card, or sign, date and return the enclosed proxy card in the postage-paid envelope provided.

If your brokerage firm, bank, broker-dealer or other similar organization is the holder of record of your shares (i.e., your shares are held in street name), you will receive voting instructions from the holder of record. You must follow these instructions in order for your shares to be voted. Your broker is required to vote those shares in accordance with your instructions. If you do not give instructions to your broker, your broker will not be able to vote your shares with respect to any of the non-routine proposals, but will be able to vote your shares for certain routine matters. The amendment to our certificate of incorporation to declassify our Board of Directors, the election of three Class III directors to our Board of Directors and the approval, by non-binding advisory vote, of the compensation paid to the Company's Named Executive Officers are considered non-routine matters. The ratification of KPMG LLP as our independent registered public accounting firm for the 2018 fiscal year is considered a routine matter. We urge you to instruct your broker or other nominee, by following those instructions, to vote your shares FOR the nominees and the Company's other proposals on the enclosed proxy card.

Stockholders of record at the close of business on Monday, May 7, 2018, the record date for voting at the Annual Meeting, are urged to vote FOR the nominees and the Company's other proposals on the proxy card. **Please see page 2 of the proxy statement for additional information regarding admission to the meeting and how to vote your shares.**



**IMPORTANT NOTICE REGARDING THE AVAILABILITY OF PROXY MATERIALS FOR THE STOCKHOLDER MEETING TO BE HELD ON JUNE 19, 2018:**

**The proxy statement, proxy card and the annual report to stockholders for the fiscal year ended December 31, 2017, are available at [www.ViewOurMaterial.com/REN](http://www.ViewOurMaterial.com/REN).**

**Regardless of the number of shares of common stock you hold, as a stockholder your role is very important and the Board of Directors strongly encourages you to exercise your right to vote.**

BY ORDER OF THE BOARD OF DIRECTORS

Michael N. Stefanoudakis

*Executive Vice President, Corporate Development/Strategy, General Counsel and Secretary*

May 18, 2018

Denver, Colorado

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