

CIMAREX ENERGY CO
 Form 3
 November 27, 2018

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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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

(Print or Type Responses)

| | | | | | | |
|---|---------|----------|--------------------------------------|--|---|--|
| 1. Name and Address of Reporting Person * | | | 2. Date of Event Requiring Statement | | 3. Issuer Name and Ticker or Trading Symbol | |
| Â CIMAREX ENERGY CO | | | (Month/Day/Year) | | Resolute Energy Corp [REN] | |
| (Last) | (First) | (Middle) | 11/18/2018 | | 4. Relationship of Reporting Person(s) to Issuer | |
| 1700 LINCOLN STREET, | | | | | 5. If Amendment, Date Original Filed(Month/Day/Year) | |
| SUITE 3700 | | | | | | |
| (Street) | | | | | (Check all applicable) | |
| DENVER,Â COÂ 80203 | | | | | <input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) | |
| (City) | (State) | (Zip) | | | 6. Individual or Joint/Group Filing(Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input 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) |
|---|--|---|--|
| Common stock <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(4)</u> <u>(5)</u> | 0 <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(4)</u> <u>(5)</u> | I <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(4)</u> <u>(5)</u> | See Footnotes <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(4)</u> <u>(5)</u> |

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

SEC 1473 (7-02)

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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 | 5. Ownership Form of Derivative Security: | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|--|---|---|--|
|---|---|--|---|---|--|

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| Date Exercisable | Expiration Date | Title | Amount or Number of Shares | Security | Direct (D) or Indirect (I) (Instr. 5) |
|------------------|-----------------|-------|----------------------------|----------|---------------------------------------|
|------------------|-----------------|-------|----------------------------|----------|---------------------------------------|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| CIMAREX ENERGY CO 1700 LINCOLN STREET, SUITE 3700 DENVER, CO 80203 | Â | Â X | Â | Â |

Signatures

/s/ Francis B. Barron, Senior Vice President - General Counsel, on behalf of Cimarex Energy Co.

11/27/2018

Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 5(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).

The Reporting Person does not beneficially own any equity securities of Resolute Energy Corporation ("Resolute" or the "Issuer"). The Reporting Person is filing this Form 3 solely due to the entry into voting and support agreements (each, a "Voting and Support Agreement" and, collectively, the "Voting and Support Agreements"), with each of (1) Monarch Alternative Capital LP, MDRA GP LP, (1) Monarch GP LLC, (2) John C. Goff, John C. Goff 2010 Family Trust, JCG 2016 Holdings, LP, Goff Family Investments, LP Kulik Partners, LP, Cuerno Largo Partners, LP, Goff Family Foundation, Goff Ren Holdings, LLC, Goff Ren Holdings II, LLC, (3) RR Advisors, LLC d/b/a RCH Energy, (4) Richard Betz, (5) Nicholas Sutton and (6) Theodore Gazulis (together the "Resolute Stockholders"),

(2) representing an aggregate of 6,147,236 shares of the Issuer's common stock (which includes (i) 239,036 shares of Resolute restricted stock, (ii) options to purchase 372,314 shares of Resolute common stock, (iii) 134,198 outperformance share rights which would, if the relevant performance and other vesting conditions were met, result in the issuance of one share of Resolute common stock to the holder of each such outperformance share right, and (iv) 67,723 shares of Resolute common stock issuable upon conversion of 2,000 shares of Resolute preferred stock) beneficially owned by the Resolute Stockholders, which represents approximately 25.9% of the Issuer's total outstanding shares based on 23,737,697 shares of the Issuer's common stock issued and outstanding as of November 18, 2018

(3) (which includes (i) 22,358,365 shares of Resolute common stock as represented to the Reporting Person by the Issuer, (ii) 805,097 shares of Resolute restricted stock, (iii) options to purchase 372,314 shares of Resolute common stock, (iv) 134,198 outperformance share rights which would, if the relevant performance and other vesting conditions were met, result in the issuance of one share of Resolute common stock to the holder of each such outperformance share right, and (v) 67,723 shares of Resolute common stock issuable upon conversion of 2,000 shares of Resolute preferred stock).

(4) The Voting and Support Agreements were entered into in connection with the Agreement and Plan of Merger (the "Merger Agreement"), dated as of November 18, 2018, by and among the Reporting Person and the Issuer. For additional information regarding the Voting and Support Agreements and the Merger Agreement, see the Schedule 13D filed by the Reporting Person with the Securities and Exchange Commission in connection with this Form 3.

(5) The Reporting Person exercises voting power in limited situations over such shares of the Issuer's common stock through the grant of an irrevocable proxy by each of the Resolute Stockholders pursuant to the Voting and Support Agreements. The Reporting Person has no pecuniary interest in any of such shares of the Issuer's common stock.

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

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