

Resolute Energy Corp
Form 8-K
December 19, 2013

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

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): December 13, 2013

RESOLUTE ENERGY CORPORATION

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

001-34464
(Commission
File Number)

27-0659371
(I.R.S. Employer
Identification Number)

1675 Broadway, Suite 1950

Denver, CO

80202

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code: 303-534-4600

Not Applicable

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 1.01 Entry into a Material Definitive Agreement

Eighth Amendment to Second Amended and Restated Credit Agreement

On December 13, 2013, the Company and certain of its subsidiaries, as guarantors, entered into the Eighth Amendment to Second Amended and Restated Credit Agreement (the Eighth Amendment) amending that certain Second Amended and Restated Credit Agreement, dated as of March 30, 2010, as amended by the First Amendment to Second Amended and Restated Credit Agreement (the First Amendment) dated April 18, 2011, the Second Amendment to Second Amended and Restated Credit Agreement (the Second Amendment) dated April 25, 2011, the Third Amendment to Second Amended and Restated Credit Agreement (the Third Amendment) dated April 13, 2012, the Fourth Amendment to Second Amended and Restated Credit Agreement (the Fourth Amendment) dated December 7, 2012, the Fifth Amendment to Second Amended and Restated Credit Agreement (the Fifth Amendment) dated December 27, 2012, the Sixth Amendment to Second Amended and Restated Credit Agreement (the Sixth Amendment) dated March 22, 2013, and the Seventh Amendment to Second Amended and Restated Credit Agreement (the Seventh Amendment) dated April 15, 2013 (as amended, the Credit Agreement), with Wells Fargo Bank, National Association, as administrative agent (the Administrative Agent), and the lenders party thereto.

In connection with the Eighth Amendment, the semi-annual redetermination of the Company s borrowing base was completed, resulting in its borrowing base remaining at \$415 million. The Eighth Amendment, among other things, amended the leverage ratio covenant set forth in Section 9.01(b) of the Credit Agreement to adjust the maximum ratio to 4.50:1.00 for the fiscal quarter ending March 31, 2014.

The foregoing summary of the Eighth Amendment is qualified in its entirety by reference to the copy of the Eighth Amendment attached hereto as Exhibit 10.1 and incorporated herein by reference. Copies of the First Amendment, Second Amendment and Third Amendment are filed as Exhibits 10.1, 10.2 and 10.3 with the Company s Current Report on Form 8-K filed April 16, 2012, the Fourth Amendment is filed as Exhibit 10.3 with the Company s Current Report on Form 8-K filed December 11, 2012, the Fifth Amendment is filed as Exhibit 10.1 with the Company s Current Report on Form 8-K filed December 31, 2012, the Sixth Amendment is filed as Exhibit 10.1 with the Company s Current Report on Form 8-K filed March 25, 2013, and the Seventh Amendment is filed as Exhibit 10.1 with the Company s Current Report on Form 8-K filed April 15, 2013. The Second Amended and Restated Credit Agreement, dated as of March 30, 2010, is filed as Exhibit 10.1 to the Company s Annual Report on Form 10-K filed on March 30, 2010.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

| Exhibit No. | Description |
|-------------|---|
| 10.1 | Eighth Amendment to Second Amended and Restated Credit Agreement, dated as of December 13, 2013, by and among Resolute Energy Corporation, as Borrower, certain subsidiaries of Resolute Energy Corporation, as Guarantors, Wells Fargo Bank, National Association, as Administrative Agent, and the Lenders party thereto. |

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: December 19, 2013

RESOLUTE ENERGY CORPORATION

By: /s/ James M. Piccone
James M. Piccone
President

EXHIBIT INDEX

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