

ANTERO RESOURCES Corp
Form 4
October 17, 2013

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN 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 *
Keenan W Howard JR

(Last) (First) (Middle)

410 PARK AVENUE, 19TH FLOOR

(Street)

NEW YORK, NY 10022

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

ANTERO RESOURCES Corp [AR]

3. Date of Earliest Transaction (Month/Day/Year)

10/16/2013

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)

Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common stock, par value \$0.01 per share	10/16/2013		A		1,818 ⁽¹⁾	A	\$ 0
					1,818	D	
Common stock, par value \$0.01 per share	10/16/2013		S		3,409,091 ^{(2) (3)}	D	\$ 42.02
					220,965,909 ⁽⁴⁾	I	
							See footnotes ^{(2) (3)}

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

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(9-02)

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Keenan W Howard JR 410 PARK AVENUE, 19TH FLOOR NEW YORK, NY 10022		X		

Signatures

/s/ Alvyn A. Schopp, as attorney-in-fact for W. Howard Keenan, Jr. 10/17/2013

__Signature of Reporting Person Date

Explanation of Responses:

- * 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).
- (1) Restricted stock grant that will vest in a single installment one year from the date of grant, or October 16, 2014.
These securities are directly owned by Antero Resources Investment LLC, a Delaware limited liability company ("Antero Investment"). In connection with the initial public offering of common stock (the "Common Stock") of the Issuer (the "IPO"), Yorktown Energy Partners V, L.P. ("Yorktown V"), Yorktown Energy Partners VI, L.P. ("Yorktown VI"), Yorktown Energy Partners VII, L.P. ("Yorktown VII") and Yorktown Energy Partners VIII, L.P. ("Yorktown VIII") exchanged their respective member interests in Antero Resources LLC for equivalent member interests in Antero Investment.
- (3) The Reporting Person is a member and a manager of (a) Yorktown V Company LLC, the general partner of Yorktown V, (b) Yorktown VI Associates LLC, the general partner of Yorktown VI Company LP, the general partner of Yorktown VI, (c) Yorktown VII Associates LLC, the general partner of Yorktown VII Company LP, the general partner of Yorktown VII, (d) Yorktown VIII Associates LLC, the general partner of Yorktown VIII Company LP, the general partner of Yorktown VIII. The Reporting Person disclaims beneficial

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ownership of these securities except to the extent of his pecuniary interest therein, and this report shall not be deemed an admission that the Reporting Person is the beneficial owner of the securities for Section 16 or any other purpose.

- In connection with the IPO, Antero Resources LLC, a Delaware limited liability company, merged with and into the Issuer, resulting in all of the membership interests in Antero Resources LLC held by Antero Investment immediately prior to the merger being converted into
- (4) 224,375,000 shares of Common Stock. Pursuant to the exercise by the underwriters of their option to purchase additional shares to cover over-allotments from Antero Investment in connection with the IPO, Antero Investment sold 3,409,091 shares of Common Stock on October 16, 2013.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.