

ANTERO RESOURCES Corp
Form 4
October 18, 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 *
Warburg Pincus Private Equity VIII, L.P.

(Last) (First) (Middle)

C/O WARBURG PINCUS & CO., 450 LEXINGTON AVENUE

(Street)

NEW YORK, NY 10017

(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 Ownership (Instr. 4)
Common stock, par value \$0.01 per share	10/16/2013		S	3,409,091 (1) (6)	\$ 42.02 (1) (6)	I	See footnotes (1) (2) (3) (4) (5) (6)

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

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SEC 1474
(9-02)

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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 Owned Following Transaction (Instr. 5)
				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
Warburg Pincus Private Equity VIII, L.P. C/O WARBURG PINCUS & CO. 450 LEXINGTON AVENUE NEW YORK, NY 10017	X	X		
WP Antero, LLC C/O WARBURG PINCUS & CO. 450 LEXINGTON AVENUE NEW YORK, NY 10017	X	X		
Warburg Pincus Partners LLC C/O WARBURG PINCUS & CO. 450 LEXINGTON AVENUE NEW YORK, NY 10017	X	X		
WARBURG PINCUS LLC C/O WARBURG PINCUS & CO. 450 LEXINGTON AVENUE NEW YORK, NY 10017			X	
WARBURG PINCUS & CO. C/O WARBURG PINCUS & CO. 450 LEXINGTON AVENUE NEW YORK, NY 10017	X	X		
KAYE CHARLES R C/O WARBURG PINCUS & CO. 450 LEXINGTON AVENUE NEW YORK, NY 10017			X	

Landy Joseph P.
C/O WARBURG PINCUS & CO.
450 LEXINGTON AVENUE
NEW YORK, NY 10017

X

Signatures

/s/ Scott A. Arenare, Attorney-in-fact* for Warburg Pincus & Co., the managing member of Warburg Pincus Partners LLC, the general partner of Warburg Pincus Private Equity VIII, L.P.*	10/18/2013
__Signature of Reporting Person	Date
/s/ Scott A. Arenare, Director, WP Antero Topco, Inc., the managing member of WP Antero Holdco, LLC, the Managing Member of WP Antero, LLC	10/18/2013
__Signature of Reporting Person	Date
/s/ Scott A. Arenare, Attorney-in-fact for Warburg Pincus & Co.*, the managing member of Warburg Pincus Partners LLC*	10/18/2013
__Signature of Reporting Person	Date
/s/ Scott A. Arenare, Managing Director, Warburg Pincus LLC	10/18/2013
__Signature of Reporting Person	Date
/s/ Scott A. Arenare, Attorney-in-fact for Warburg Pincus & Co.*	10/18/2013
__Signature of Reporting Person	Date
/s/ Scott A. Arenare, Attorney-in-fact for Charles R. Kaye*	10/18/2013
__Signature of Reporting Person	Date
/s/ Scott A. Arenare, Attorney-in-fact for Joseph P. Landy*	10/18/2013
__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) The securities reported herein were issued pursuant to the reorganization that was completed concurrently with, or prior to, the closing of the initial public offering of common stock ("Common Stock") of Antero Resources Corporation (the "Issuer") described in the prospectus dated October 9, 2013, pursuant to which (i) the existing holders of outstanding membership interests of Antero Resources LLC (the "Units"), received equivalent interests in Antero Resources Investment LLC, a Delaware limited liability company ("Antero Investment"), in exchange for such Units and (ii) Antero Resources LLC merged with the Issuer, with the Issuer being the surviving entity. The Warburg Pincus Entities, (as defined below in footnote 4), collectively hold a 38.4% membership interest, and a minority economic interest that is determined based on a multi-level waterfall, in Antero Investment, which directly owns 220,965,909 shares of the Issuer as of the date hereof.

(2) Each of Warburg Pincus Private Equity VIII, L.P., a Delaware limited partnership, ("WP VIII", and together with its two affiliated partnerships Warburg Pincus Netherlands Private Equity VIII C.V. I, a company formed under the laws of the Netherlands ("WP VIII CV I"), and WP-WPVIII Investors, L.P., a Delaware limited partnership, ("WP-WPVIII Investors"), collectively, the "WP VIII Funds"), and other affiliates reporting on a separate Form 4 (see Remarks below) hold a beneficial interest in WP Antero, LLC, a Delaware limited liability company ("WP Antero"), an indirect subsidiary of WP-WPVIII Investors, a direct subsidiary of WP VIII and WP VIII CV I and a member in Antero Investment. (cont'd)

(3)

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WP-WPVIII Investors LLC, a Delaware limited liability company ("WP-WPVIII LLC"), is the general partner of WP-WPVIII Investors. Warburg Pincus Partners LLC, a New York limited liability company ("WP Partners"), is the sole member of WP-WPVIII LLC and the general partner of WP VIII and WP VIII CV I. Warburg Pincus & Co., a New York general partnership ("WP"), is the managing member of WP Partners. (cont'd)

- (4) Warburg Pincus LLC, a New York limited liability company ("WP LLC"), is the manager of the WP VIII Funds. Charles R. Kaye and Joseph P. Landy are each a Managing General Partner of WP and a Managing Member and Co-President of WP LLC and may be deemed to control the Warburg Pincus Entities. Each of Messrs. Kaye and Landy, together with the WP VIII Funds, WP Antero, WP Partners, WP LLC and WP are collectively referred to herein as the "Warburg Pincus Entities."

- (5) Each Warburg Pincus Entity disclaims beneficial ownership with respect to any shares of Common Stock, except to the extent of its indirect pecuniary interest in such shares of Common Stock. The WP VIII Funds, WP Antero, WP Partners and WP are directors-by-deputization solely for purposes of Section 16 of the Securities Exchange Act of 1934, as amended. Information with respect to each of the Warburg Pincus Entities is given solely by such Warburg Pincus Entity, and no Warburg Pincus Entity has responsibility for the accuracy or completeness of information supplied by another Warburg Pincus Entity.

- (6) In connection with the initial public offering (the "IPO") of Common Stock, 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 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.

Remarks:

Due to the limitations on the number of Reporting Persons allowed on Form 4, Warburg Pincus Private Equity X, L.P., a Delaware

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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