

Warren Glen C Jr
Form 5
February 09, 2018

FORM 5

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

Check this box if
no longer subject
to Section 16.
Form 4 or Form
5 obligations
may continue.
See Instruction
1(b).
Form 3 Holdings
Reported
Form 4
Transactions
Reported

**ANNUAL 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

OMB APPROVAL

OMB
Number: 3235-0362
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1. Name and Address of Reporting Person *
Warren Glen C Jr

(Last) (First) (Middle)

1615 WYNKOOP STREET

(Street)

DENVER, CO 80202

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading
Symbol
ANTERO RESOURCES Corp [AR]

3. Statement for Issuer's Fiscal Year Ended
(Month/Day/Year)
12/31/2017

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)

See Remarks

6. Individual or Joint/Group Reporting

(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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
Common stock, par value \$0.01 per share	11/27/2017	Â	J ⁽¹⁾	588 A \$ 0	10,493,025 (2) (3)	D	Â
Common stock, par value \$0.01 per share	12/01/2017	Â	G	385,000 D \$ 0	10,108,025 (2) (3)	D	Â

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Common stock, par value \$0.01 per share

See footnote (4)

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

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SEC 2270 (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. of Derivative Securities (Instr. 5)
					(A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Warren Glen C Jr 1615 WYNKOOP STREET DENVER, CO 80202	X			See Remarks

Signatures

/s/ Alwyn A. Schopp, as attorney-in-fact for Glen C. Warren, Jr.

02/09/2018

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) Effective November 27, 2017, Warburg Pincus X Partners, L.P. and Warburg Pincus Private Equity X OG, L.P. distributed an aggregate of 10,103,226 shares of common stock to their partners, including Canton Investment Holdings LLC ("Canton"), on a pro rata basis in accordance with their respective ownership interests as determined in accordance with the applicable limited partnership agreements of such entities, with no consideration being paid in connection therewith (the "Distribution").

(2)

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Includes 3,847,839 shares of common stock held by Canton, including the 588 shares of common stock received in the Distribution. The Reporting Person is the sole member of Canton. The Reporting Person disclaims beneficial ownership of all shares held by Canton except to the extent of his pecuniary interest therein.

- (3) Includes 143,920 shares of common stock that remain subject to vesting.

Represents shares purchased by a family member of the Reporting Person. All shares indicated as indirectly owned by the Reporting

- (4) Person are included because of his relation to the purchaser. The Reporting Person disclaims beneficial ownership of all shares reported except to the extent of his pecuniary interest therein.

Â

Remarks:

Director,Â President,Â ChiefÂ FinancialÂ OfficerÂ andÂ Secretary

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.