

ANTERO RESOURCES Corp

Form 4

November 03, 2016

FORM 4**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).

**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

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(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 LLC, 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)

11/02/2016

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	11/02/2016		J ⁽¹⁾		11,811,895	D	⁽¹⁾ <u>5,038</u> ^{(4) (5)} ^{(2) (3)}	D	
Common stock, par value \$0.01 per share	11/02/2016		J ⁽¹⁾		342,375	D	⁽¹⁾ <u>143</u> ⁽⁵⁾ ^{(2) (3) (4)}	I	See footnote ⁽⁶⁾
Common stock, par	11/02/2016		J ⁽¹⁾		34,236	D	⁽¹⁾ <u>13</u> ⁽⁵⁾ ^{(2) (3) (4)}	I	See footnote

value
\$0.01 per
share

(7)

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

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SEC 1474
(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. Nu Deriv Secur Bene Own Follo Repor Trans (Instr
				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 LLC 450 LEXINGTON AVENUE NEW YORK, NY 10017	X	X		
Warburg Pincus Partners, L.P. C/O WARBURG PINCUS & CO. 450 LEXINGTON AVENUE NEW YORK, NY 10017	X	X		
Warburg Pincus Partners GP LLC C/O WARBURG PINCUS & CO. 450 LEXINGTON AVENUE NEW YORK, NY 10017	X	X		
WARBURG PINCUS & CO. 450 LEXINGTON AVENUE NEW YORK, NY 10017	X	X		

WARBURG PINCUS LLC
450 LEXINGTON AVENUE X X
NEW YORK, NY 10017

KAYE CHARLES R
C/O WARBURG PINCUS LLC X X
450 LEXINGTON AVENUE
NEW YORK, NY 10017

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

Signatures

WARBURG PINCUS PRIVATE EQUITY VIII, L.P.; By: Warburg Pincus Partners, L.P., its general partner; By: Warburg Pincus Partners GP LLC, its general partner; By: Warburg Pincus & Co., its managing member; By: /s/ Robert B. Knauss, Partner 11/02/2016

__Signature of Reporting Person

Date

WARBURG PINCUS PARTNERS, L.P.; By: Warburg Pincus Partners GP LLC, its general partner; By: Warburg Pincus & Co., its managing member; By: /s/ Robert B. Knauss, Partner 11/02/2016

__Signature of Reporting Person

Date

WARBURG PINCUS PARTNERS GP LLC; By: Warburg Pincus & Co., its managing member; By: /s/ Robert B. Knauss, Partner 11/02/2016

__Signature of Reporting Person

Date

WARBURG PINCUS & CO.; By: /s/ Robert B. Knauss, Partner 11/02/2016

__Signature of Reporting Person

Date

WARBURG PINCUS LLC; By: /s/ Robert B. Knauss, Managing Director 11/02/2016

__Signature of Reporting Person

Date

CHARLES R. KAYE; By: /s/ Robert B. Knauss, Attorney-in-fact for Charles R. Kaye 11/02/2016

__Signature of Reporting Person

Date

JOSEPH P. LANDY; By: Robert B. Knauss, Attorney-in-fact for Joseph P. Landy 11/02/2016

__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 2, 2016, the WP VIII Funds (as defined below) distributed an aggregate total of 12,188,506 shares of common stock, par value \$0.01 per share ("Common Stock"), of Antero Resources Corporation (the "Issuer") to their partners 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 (the "Distribution"), with no consideration being paid in connection therewith.

(2) This Form 4 is filed on behalf 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

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Netherlands ("WP VIII CV I"), and WP-WPVIII Investors, L.P., a Delaware limited partnership ("WP-WPVIII Investors"), collectively, the "WP VIII Funds").

WP-WPVIII Investors GP L.P., a Delaware limited partnership ("WP-WPVIII Investors GP"), is the general partner of WP-WPVIII Investors. WPP GP LLC, a Delaware limited liability company ("WPP GP"), is the general partner of WP-WPVIII Investors GP.

- (3) Warburg Pincus Partners, L.P., a Delaware limited partnership ("WP Partners"), is (i) the managing member of WPP GP, and (ii) the general partner of WP VIII and WP VIII CV I. Warburg Pincus Partners GP LLC, a Delaware limited liability company ("WP Partners GP"), is the general partner of WP Partners.

Warburg Pincus & Co., a New York general partnership ("WP"), is the managing member of WP Partners GP. 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 Managing General Partners of WP and Managing Members and Co-Chief Executive Officers of WP LLC and may be deemed to

- (4) control the Warburg Pincus Reporting Persons (as defined below). Messrs. Kaye and Landy disclaim beneficial ownership of all shares held by the Warburg Pincus Reporting Persons. Each of Messrs. Kaye and Landy, together with the WP VIII Funds, WP-WPVIII Investors GP, WPP GP, WP Partners, WP Partners GP, WP and WP LLC are collectively referred to herein as the "Warburg Pincus Reporting Persons".

By reason of the provisions of Rule 16a-1 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), the Warburg Pincus Reporting Persons and certain affiliates may be deemed to be beneficial owners of 5,194 shares of Common Stock of the Issuer held collectively by the WP VIII Funds. The Warburg Pincus Reporting Persons and such affiliates disclaim beneficial ownership of

(5) such shares of Common Stock of the Issuer except to the extent of their direct pecuniary interest therein. WP Partners, WP Partners GP, and WP are directors-by-deputization solely for purposes of Section 16 of the Exchange Act. Information with respect to each of the Warburg Pincus Reporting Persons is given solely by such Warburg Pincus Reporting Person, and no Warburg Pincus Reporting Person has responsibility for the accuracy or completeness of information supplied by another Warburg Pincus entity.

- (6) Common Stock of the Issuer is held directly by WP VIII CV I.
- (7) Common Stock of the Issuer is held directly by WP-WPVIII Investors.

Remarks:

*** The Power of Attorney given by each of Warburg Pincus LLC, Mr. Kaye and Mr. Landy was previously filed with the U.S.

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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