ANTERO RESOURCES Corp Form SC 13G November 01, 2013

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, DC 20549

#### **SCHEDULE 13G**

(Rule 13d-102)

#### INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO

RULES 13d-1(b), (c) AND (d) AND AMENDMENTS THERETO FILED

PURSUANT TO RULE 13d-2(b)

## **Antero Resources Corporation**

(Name of Issuer)

**Common Stock** 

(Title of Class of Securities)

03674X 106

(CUSIP Number)

October 15, 2013

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- o Rule 13d-1(b)
- o Rule 13d-1(c)
- x Rule 13d-1(d)

<sup>\*</sup> The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

106			13G
Name of Reporting Persons Warburg Pincus Private Equity VIII, L.P.			
Check the Appropriate I (a) (b)	Box if a Member o x	of a Group	
SEC Use Only			
Citizenship or Place of O Delaware	Organization		
5		Sole Voting Power 0	
6		Shared Voting Power 84,850,909 (1)	
7		Sole Dispositive Power 0	
8		Shared Dispositive Power 220,965,909 (1)	
Aggregate Amount Bene 220,965,909(1)(2)	eficially Owned b	by Each Reporting Person	
Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares o			)
Percent of Class Represe 84.3%(2)(3)	ented by Amount	in Row 9	
Type of Reporting Perso PN	on		
	Name of Reporting Pers Warburg Pincus Private Check the Appropriate I (a) (b) SEC Use Only Citizenship or Place of O Delaware  5  6  7  8  Aggregate Amount Bene 220,965,909(1)(2) Check Box if the Aggre Percent of Class Represe 84.3%(2)(3) Type of Reporting Person	Name of Reporting Persons Warburg Pincus Private Equity VIII, L.P. Check the Appropriate Box if a Member (a) 0 (b) x  SEC Use Only  Citizenship or Place of Organization Delaware  5  6  7  8  Aggregate Amount Beneficially Owned by 220,965,909(1)(2)  Check Box if the Aggregate Amount in Repercent of Class Represented by Amount 84.3%(2)(3)  Type of Reporting Person	Name of Reporting Persons Warburg Pincus Private Equity VIII, L.P.  Check the Appropriate Box if a Member of a Group (a) 0 (b) x  SEC Use Only  Citizenship or Place of Organization Delaware  5 Sole Voting Power 0 6 Shared Voting Power 84,850,909 (1)  7 Sole Dispositive Power 0 8 Shared Dispositive Power 220,965,909 (1)  Aggregate Amount Beneficially Owned by Each Reporting Person 220,965,909(1)(2)  Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares of Percent of Class Represented by Amount in Row 9 84.3%(2)(3)  Type of Reporting Person

(2) See Item 4.

<sup>(1)</sup> The reporting person expressly disclaims beneficial ownership with respect to any shares of Common Stock (as defined in Item 2(d) of this Schedule 13G) in excess of the greater of the Shared Voting Power listed above and its economic interest in the Common Stock.

CUSIP No. 03674X 106 13G 1 Name of Reporting Persons Warburg Pincus Netherlands Private Equity VIII C.V. I 2 Check the Appropriate Box if a Member of a Group (b) X 3 SEC Use Only 4 Citizenship or Place of Organization The Netherlands 5 Sole Voting Power Number of Shares 6 Shared Voting Power Beneficially 84,850,909 (1) Owned by Each 7 Sole Dispositive Power Reporting Person With Shared Dispositive Power 8 220,965,909 (1) 9 Aggregate Amount Beneficially Owned by Each Reporting Person 220,965,909 (1)(2) 10 Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares o 11 Percent of Class Represented by Amount in Row 9 84.3%(2)(3) 12 Type of Reporting Person

(2) See Item 4.

<sup>(1)</sup> The reporting person expressly disclaims beneficial ownership with respect to any shares of Common Stock (as defined in Item 2(d) of this Schedule 13G) in excess of the greater of the Shared Voting Power listed above and its economic interest in the Common Stock.

CUSIP No. 03674X	106		13G
1	Name of Reporting Persons WP WPVIII Investors, L.P.		
2	Check the Appropriate Box if a M (a) o (b) x	ember of a Group	
3	SEC Use Only		
4	Citizenship or Place of Organization Delaware	on	
Number of	5	Sole Voting Power 0	
Number of Shares Beneficially Owned by	6	Shared Voting Power 84,850,909(1)	
Each Reporting Person With	7	Sole Dispositive Power 0	
	8	Shared Dispositive Power 220,965,909(1)	
9	Aggregate Amount Beneficially O 220,965,909(1)(2)	wned by Each Reporting Person	
10	Check Box if the Aggregate Amou	unt in Row (9) Excludes Certain Shares o	)
11	Percent of Class Represented by A 84.3%(2)(3)	amount in Row 9	
12	Type of Reporting Person PN		

(2) See Item 4.

<sup>(1)</sup> The reporting person expressly disclaims beneficial ownership with respect to any shares of Common Stock (as defined in Item 2(d) of this Schedule 13G) in excess of the greater of the Shared Voting Power listed above and its economic interest in the Common Stock.

CUSIP No. 03674X	106			13G
1	Name of Reporting Pers Warburg Pincus Private			
2	Check the Appropriate I (a) (b)	Box if a Member o x	of a Group	
3	SEC Use Only			
4	Citizenship or Place of O Delaware	Organization		
N. I. C	5		Sole Voting Power 0	
Number of Shares Beneficially Owned by	6		Shared Voting Power 84,850,909 (1)	
Each Reporting Person With	7		Sole Dispositive Power 0	
	8		Shared Dispositive Power 220,965,909(1)	
9	Aggregate Amount Ben 220,965,909(1)(2)	eficially Owned b	by Each Reporting Person	
10	Check Box if the Aggre	gate Amount in R	Row (9) Excludes Certain Shares of	)
11	Percent of Class Representation 84.3%(2)(3)	ented by Amount	in Row 9	
12	Type of Reporting Perso PN	on		

(2) See Item 4.

<sup>(1)</sup> The reporting person expressly disclaims beneficial ownership with respect to any shares of Common Stock (as defined in Item 2(d) of this Schedule 13G) in excess of the greater of the Shared Voting Power listed above and its economic interest in the Common Stock.

CUSIP No. 03674X	106			13G
1	Name of Reporting Per Warburg Pincus X Part			
2	Check the Appropriate (a) (b)	Box if a Member o o x	of a Group	
3	SEC Use Only			
4	Citizenship or Place of Delaware	Organization		
Number of	5		Sole Voting Power 0	
Shares Beneficially Owned by	6		Shared Voting Power 84,850,909 (1)	
Each Reporting Person With	7		Sole Dispositive Power 0	
	8		Shared Dispositive Power 220,965,909 (1)	
9	Aggregate Amount Ber 220,965,909 (1)(2)	neficially Owned b	y Each Reporting Person	
10	Check Box if the Aggre	egate Amount in R	ow (9) Excludes Certain Shares o	
11	Percent of Class Repres 84.3% (2)(3)	sented by Amount	in Row 9	
12	Type of Reporting Pers PN	on		

(2) See Item 4.

<sup>(1)</sup> The reporting person expressly disclaims beneficial ownership with respect to any shares of Common Stock (as defined in Item 2(d) of this Schedule 13G) in excess of the greater of the Shared Voting Power listed above and its economic interest in the Common Stock.

CUSIP No. 03674X	106			13G
1	Name of Reporting Persons Warburg Pincus Private Equity X O&G, L.P.			
2	Check the Appropriate I (a) (b)	Box if a Member o x	of a Group	
3	SEC Use Only			
4	Citizenship or Place of O Delaware	Organization		
Number of	5		Sole Voting Power 0	
Shares Beneficially Owned by	6		Shared Voting Power 84,850,909 (1)	
Each Reporting Person With	7		Sole Dispositive Power 0	
	8		Shared Dispositive Power 220,965,909 (1)	
9	Aggregate Amount Ben 220,965,909 (1)(2)	eficially Owned b	by Each Reporting Person	
10	Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares o			)
11	Percent of Class Representation (2)(3)	ented by Amount	in Row 9	
12	Type of Reporting Perso PN	on		

(2) See Item 4.

<sup>(1)</sup> The reporting person expressly disclaims beneficial ownership with respect to any shares of Common Stock (as defined in Item 2(d) of this Schedule 13G) in excess of the greater of the Shared Voting Power listed above and its economic interest in the Common Stock.

CUSIP No. 03674X	106			13G
1	Name of Reporting Persons WP Antero, LLC			
2	Check the Appropriate I (a) (b)	Box if a Member o x	of a Group	
3	SEC Use Only			
4	Citizenship or Place of O Delaware	Organization		
Number of	5		Sole Voting Power 0	
Shares Beneficially Owned by	6		Shared Voting Power 84,850,909 (1)	
Each Reporting Person With	7		Sole Dispositive Power 0	
	8		Shared Dispositive Power 220,965,909(1)	
9	Aggregate Amount Bene 220,965,909 (1)(2)	eficially Owned b	by Each Reporting Person	
10	Check Box if the Aggre	gate Amount in R	Row (9) Excludes Certain Shares	)
11	Percent of Class Represe 84.3% (2)(3)	ented by Amount	in Row 9	
12	Type of Reporting Perso OO	on		

(2) See Item 4.

<sup>(1)</sup> The reporting person expressly disclaims beneficial ownership with respect to any shares of Common Stock (as defined in Item 2(d) of this Schedule 13G) in excess of the greater of the Shared Voting Power listed above and its economic interest in the Common Stock.

CUSIP No. 03674X	106			13G
1	Name of Reporting Persons Warburg Pincus X, L.P.			
2	Check the Appropriate I (a) (b)	Box if a Member o x	of a Group	
3	SEC Use Only			
4	Citizenship or Place of O Delaware	Organization		
Number of	5		Sole Voting Power 0	
Shares Beneficially Owned by	6		Shared Voting Power 84,850,909 (1)	
Each Reporting Person With	7		Sole Dispositive Power 0	
	8		Shared Dispositive Power 220,965,909 (1)	
9	Aggregate Amount Bene 220,965,909 (1)(2)	eficially Owned b	by Each Reporting Person	
10	Check Box if the Aggre	gate Amount in R	Row (9) Excludes Certain Shares of	)
11	Percent of Class Represe 84.3% (2)(3)	ented by Amount	in Row 9	
12	Type of Reporting Perso PN	on		

(2) See Item 4.

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CUSIP No. 03674X	106			13G
1	Name of Reporting Pers Warburg Pincus X LLC			
2	Check the Appropriate I (a) (b)	Box if a Member o x	of a Group	
3	SEC Use Only			
4	Citizenship or Place of O Delaware	Organization		
Number of	5		Sole Voting Power 0	
Shares Beneficially Owned by	6		Shared Voting Power 84,850,909 (1)	
Each Reporting Person With	7		Sole Dispositive Power 0	
	8		Shared Dispositive Power 220,965,909 (1)	
9	Aggregate Amount Ben 220,965,909 (1)(2)	eficially Owned b	y Each Reporting Person	
10	Check Box if the Aggre	gate Amount in R	ow (9) Excludes Certain Shares o	
11	Percent of Class Representation (2)(3)	ented by Amount	in Row 9	
12	Type of Reporting Perso OO	on		

(2) See Item 4.

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CUSIP No. 03674X 106 13G 1 Name of Reporting Persons WP WPVIII Investors LLC 2 Check the Appropriate Box if a Member of a Group (b) X 3 SEC Use Only 4 Citizenship or Place of Organization Delaware 5 Sole Voting Power Number of Shares 6 Shared Voting Power Beneficially 84,850,909 (1) Owned by Each 7 Sole Dispositive Power Reporting Person With 8 Shared Dispositive Power 220,965,909 (1) 9 Aggregate Amount Beneficially Owned by Each Reporting Person 220,965,909 (1)(2) 10 Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares o 11 Percent of Class Represented by Amount in Row 9 84.3% (2)(3) 12 Type of Reporting Person 00

(2) See Item 4.

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CUSIP No. 03674X 106 13G 1 Name of Reporting Persons Warburg Pincus Partners LLC 2 Check the Appropriate Box if a Member of a Group (b) 3 SEC Use Only 4 Citizenship or Place of Organization New York 5 Sole Voting Power Number of Shares Shared Voting Power 6 Beneficially 84,850,909 (1) Owned by Each 7 Sole Dispositive Power Reporting Person With 8 Shared Dispositive Power 220,965,909 (1) 9 Aggregate Amount Beneficially Owned by Each Reporting Person 220,965,909 (1)(2) 10 Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares o 11 Percent of Class Represented by Amount in Row 9 84.3% (2)(3) 12 Type of Reporting Person 00

(2) See Item 4.

<sup>(1)</sup> The reporting person expressly disclaims beneficial ownership with respect to any shares of Common Stock (as defined in Item 2(d) of this Schedule 13G) in excess of the greater of the Shared Voting Power listed above and its economic interest in the Common Stock.

CUSIP No. 03674X 106 13G Name of Reporting Persons 1 Warburg Pincus & Co. 2 Check the Appropriate Box if a Member of a Group (b) X 3 SEC Use Only 4 Citizenship or Place of Organization New York 5 Sole Voting Power Number of Shares Shared Voting Power 6 Beneficially 84,850,909 (1) Owned by Each 7 Sole Dispositive Power Reporting Person With 8 Shared Dispositive Power 220,965,909 (1) 9 Aggregate Amount Beneficially Owned by Each Reporting Person 220,965,909 (1)(2) 10 Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares o 11 Percent of Class Represented by Amount in Row 9 84.3% (2)(3) 12 Type of Reporting Person PN

(2) See Item 4.

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CUSIP No. 03674X 106 13G Name of Reporting Persons 1 Warburg Pincus LLC 2 Check the Appropriate Box if a Member of a Group (b) 3 SEC Use Only 4 Citizenship or Place of Organization New York 5 Sole Voting Power Number of Shares Shared Voting Power 6 Beneficially 84,850,909 (1) Owned by Each 7 Sole Dispositive Power Reporting Person With 8 Shared Dispositive Power 220,965,909 (1) 9 Aggregate Amount Beneficially Owned by Each Reporting Person 220,965,909 (1)(2) 10 Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares o 11 Percent of Class Represented by Amount in Row 9 84.3% (2)(3) 12 Type of Reporting Person 00

(2) See Item 4.

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CUSIP No. 03674X	106			13G
1	Name of Reporting Pers Charles R. Kaye	ons		
2	Check the Appropriate I (a) (b)	Box if a Member o o x	of a Group	
3	SEC Use Only			
4	Citizenship or Place of C United States	Organization		
Number of	5		Sole Voting Power 0	
Shares Beneficially Owned by	6		Shared Voting Power 84,850,909 (1)	
Each Reporting Person With	7		Sole Dispositive Power 0	
	8		Shared Dispositive Power 220,965,909 (1)	
9	Aggregate Amount Bend 220,965,909 (1)(2)	eficially Owned b	y Each Reporting Person	
10	Check Box if the Aggre	gate Amount in R	ow (9) Excludes Certain Shares o	
11	Percent of Class Represented by Amount in Row 9 84.3% (2)(3)			
12	Type of Reporting Perso IN	on		

(2) See Item 4.

<sup>(1)</sup> The reporting person expressly disclaims beneficial ownership with respect to any shares of Common Stock (as defined in Item 2(d) of this Schedule 13G) other than the common stock of the Issuer owned of record by such reporting person.

CUSIP No. 03674X 106	13G
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- Name of Reporting Persons Joseph P. Landy 1
- 2 Check the Appropriate Box if a Member of a Group
  - (a) (b)