

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:

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

* 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.

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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).

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CUSIP No. 03674X 106

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| | | |
|---|---|---|
| 1 | Name of Reporting Persons Warburg Pincus Private Equity VIII, L.P. | |
| 2 | Check the Appropriate Box if a Member of a Group (a) <input type="radio"/> o (b) <input checked="" type="radio"/> x | |
| 3 | SEC Use Only | |
| 4 | Citizenship or Place of Organization Delaware | |
| Number of Shares Beneficially Owned by Each Reporting Person With | 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) |
| 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 <input type="radio"/> o | |
| 11 | Percent of Class Represented by Amount in Row 9 84.3%(2)(3) | |
| 12 | Type of Reporting Person PN | |

(1) 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.

(2) See Item 4.

(3) Calculations are based upon 262,049,659 shares of common stock of the Issuer outstanding, as stated in the prospectus of the Issuer filed with the U.S. Securities and Exchange Commission on October 10, 2013.

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|---|---|---|
| 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 (a) <input type="radio"/> (b) <input checked="" type="radio"/> | |
| 3 | SEC Use Only | |
| 4 | Citizenship or Place of Organization The Netherlands | |
| Number of Shares Beneficially Owned by Each Reporting Person With | 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) |
| 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 <input type="radio"/> | |
| 11 | Percent of Class Represented by Amount in Row 9 84.3%(2)(3) | |
| 12 | Type of Reporting Person PN | |

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|---|---|--|
| 1 | Name of Reporting Persons WP WPVIII Investors, L.P. | |
| 2 | Check the Appropriate Box if a Member of a Group (a) <input type="radio"/> o (b) <input checked="" type="radio"/> x | |
| 3 | SEC Use Only | |
| 4 | Citizenship or Place of Organization Delaware | |
| Number of Shares Beneficially Owned by Each Reporting Person With | 5 | Sole Voting Power 0 |
| | 6 | Shared Voting Power 84,850,909(1) |
| | 7 | Sole Dispositive Power 0 |
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| 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 <input type="radio"/> o | |
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|---|---|--|
| 1 | Name of Reporting Persons Warburg Pincus Private Equity X, L.P. | |
| 2 | Check the Appropriate Box if a Member of a Group (a) <input type="radio"/> o (b) <input checked="" type="radio"/> x | |
| 3 | SEC Use Only | |
| 4 | Citizenship or Place of Organization Delaware | |
| Number of Shares Beneficially Owned by Each Reporting Person With | 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) |
| 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 <input type="radio"/> o | |
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|---|---|---|
| 1 | Name of Reporting Persons Warburg Pincus X Partners, L.P. | |
| 2 | Check the Appropriate Box if a Member of a Group (a) <input type="radio"/> (b) <input checked="" type="radio"/> | |
| 3 | SEC Use Only | |
| 4 | Citizenship or Place of Organization Delaware | |
| Number of Shares Beneficially Owned by Each Reporting Person With | 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) |
| 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 <input type="radio"/> | |
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| | | |
|---|---|---|
| 1 | Name of Reporting Persons Warburg Pincus Private Equity X O&G, L.P. | |
| 2 | Check the Appropriate Box if a Member of a Group (a) <input type="radio"/> o (b) <input checked="" type="radio"/> x | |
| 3 | SEC Use Only | |
| 4 | Citizenship or Place of Organization Delaware | |
| Number of Shares Beneficially Owned by Each Reporting Person With | 5 | Sole Voting Power 0 |
| | 6 | Shared Voting Power 84,850,909 (1) |
| | 7 | Sole Dispositive Power 0 |
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| 9 | Aggregate Amount Beneficially Owned by Each Reporting Person 220,965,909 (1)(2) | |
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| | | |
|---|---|--|
| 1 | Name of Reporting Persons WP Antero, LLC | |
| 2 | Check the Appropriate Box if a Member of a Group (a) <input type="radio"/> o (b) <input checked="" type="radio"/> x | |
| 3 | SEC Use Only | |
| 4 | Citizenship or Place of Organization Delaware | |
| Number of Shares Beneficially Owned by Each Reporting Person With | 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) |
| 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 <input type="radio"/> o | |
| 11 | Percent of Class Represented by Amount in Row 9 84.3% (2)(3) | |
| 12 | Type of Reporting Person OO | |

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| | | |
|---|---|---|
| 1 | Name of Reporting Persons Warburg Pincus X, L.P. | |
| 2 | Check the Appropriate Box if a Member of a Group (a) <input type="radio"/> (b) <input checked="" type="radio"/> | |
| 3 | SEC Use Only | |
| 4 | Citizenship or Place of Organization Delaware | |
| Number of Shares Beneficially Owned by Each Reporting Person With | 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) |
| 9 | Aggregate Amount Beneficially Owned by Each Reporting Person 220,965,909 (1)(2) | |
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| 11 | Percent of Class Represented by Amount in Row 9 84.3% (2)(3) | |
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|---|---|---|
| 1 | Name of Reporting Persons Warburg Pincus X LLC | |
| 2 | Check the Appropriate Box if a Member of a Group (a) <input type="radio"/> (b) <input checked="" type="radio"/> | |
| 3 | SEC Use Only | |
| 4 | Citizenship or Place of Organization Delaware | |
| Number of Shares Beneficially Owned by Each Reporting Person With | 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) |
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| | | |
|---|---|---|
| 1 | Name of Reporting Persons WP WPVIII Investors LLC | |
| 2 | Check the Appropriate Box if a Member of a Group (a) <input type="radio"/> o (b) <input checked="" type="radio"/> x | |
| 3 | SEC Use Only | |
| 4 | Citizenship or Place of Organization Delaware | |
| Number of Shares Beneficially Owned by Each Reporting Person With | 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) |
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| | |
|----|---|
| 1 | Name of Reporting Persons Warburg Pincus Partners LLC |
| 2 | Check the Appropriate Box if a Member of a Group (a) <input type="radio"/> o (b) <input checked="" type="radio"/> x |
| 3 | SEC Use Only |
| 4 | Citizenship or Place of Organization New York |
| 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) |
| 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 <input type="radio"/> o |
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|----|---|
| 1 | Name of Reporting Persons Warburg Pincus & Co. |
| 2 | Check the Appropriate Box if a Member of a Group (a) <input type="radio"/> (b) <input checked="" type="radio"/> |
| 3 | SEC Use Only |
| 4 | Citizenship or Place of Organization New York |
| 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) |
| 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 <input type="radio"/> |
| 11 | Percent of Class Represented by Amount in Row 9 84.3% (2)(3) |
| 12 | Type of Reporting Person PN |

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| | |
|----|---|
| 1 | Name of Reporting Persons Warburg Pincus LLC |
| 2 | Check the Appropriate Box if a Member of a Group (a) <input type="radio"/> o (b) <input checked="" type="radio"/> x |
| 3 | SEC Use Only |
| 4 | Citizenship or Place of Organization New York |
| 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) |
| 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 <input type="radio"/> o |
| 11 | Percent of Class Represented by Amount in Row 9 84.3% (2)(3) |
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| | |
|----|---|
| 1 | Name of Reporting Persons Charles R. Kaye |
| 2 | Check the Appropriate Box if a Member of a Group (a) <input type="radio"/> (b) <input checked="" type="radio"/> |
| 3 | SEC Use Only |
| 4 | Citizenship or Place of Organization United States |
| 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) |
| 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 <input type="radio"/> |
| 11 | Percent of Class Represented by Amount in Row 9 84.3% (2)(3) |
| 12 | Type of Reporting Person IN |

(1) 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.

(2) See Item 4.

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- 1 Name of Reporting Persons
Joseph P. Landy

- 2 Check the Appropriate Box if a Member of a Group
 - (a)
 - (b)