

ANTERO RESOURCES Corp
Form 4
March 02, 2016

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)

03/01/2016

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. Code | 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 | 03/01/2016 | | S | | 4,751,186 | D | \$ 21.502 |
| Common stock, par value \$0.01 per share | 03/01/2016 | | S | | 137,716 | D | \$ 21.502 |
| Common stock, par | 03/01/2016 | | S | | 13,777 | D | \$ 21.502 |
| | | | | | | | 26,533,286 |
| | | | | | | | 769,080 |
| | | | | | | | 76,903 |
| | | | | | | | See footnotes (1) (2) (3) (4) (5) (6) |
| | | | | | | | See footnotes |

value (1) (2) (3)
 \$0.01 per (4) (5) (7)
 share

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number. 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 |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|----------------------------|
| | | | | 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 | | |
| Warburg Pincus Partners GP LLC C/O WARBURG PINCUS & CO. 450 LEXINGTON AVENUE NEW YORK, NY 10017 | X | 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 | | | X | |

NEW YORK, NY 10017

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

Warburg Pincus Partners, L.P.
C/O WARBURG PINCUS & CO. X X
450 LEXINGTON AVENUE
NEW YORK, NY 10017

WARBURG PINCUS LLC
C/O WARBURG PINCUS & CO. 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: Name: Robert B. Knauss Title: Partner 03/02/2016

__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: Name: Robert B Knauss Title: Partner 03/02/2016

__Signature of Reporting Person Date

WARBURG PINCUS PARTNERS GP LLC By: Warburg Pincus & Co., its managing member By: Name: Robert B Knauss Title: Partner 03/02/2016

__Signature of Reporting Person Date

Warburg Pincus LLC By: Name: Robert B. Knauss Title: Managing Director 03/02/2016

__Signature of Reporting Person Date

WARBURG PINCUS & CO. By: Name: Robert B Knauss Title: Partner 03/02/2016

__Signature of Reporting Person Date

CHARLES R. KAYE By: Robert B Knauss, attorney-in-fact 03/02/2016

__Signature of Reporting Person Date

JOSEPH P. LANDY By: Robert B Knauss, attorney-in-fact 03/02/2016

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

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(2) WP-WPVIII Investors GP L.P., a Delaware limited partnership ("WP-WPVIII 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 GP. 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.

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

(4) Certain affiliates of the Warburg Pincus Entities, Warburg Pincus Private Equity X, L.P., a Delaware limitation partnership ("WP X"), Warburg Pincus X Partners, L.P., a Delaware limited partnership ("WP X Partners"), and Warburg Pincus Private Equity X O&G, L.P., a Delaware limited partnership ("WP X O&G"), also hold common stock ("Common Stock") of Antero Resources Corporation (the "Issuer") and report on a separate Form 4. There have been no changes in ownership of the Common Stock of the Issuer held by WP X, WP X Partners or WP X O&G. WP X currently owns 11,790,102 share of Common Stock of the Issuer. WP X Partners currently owns 1,758,730 shares of Common Stock of the Issuer. WP X O&G currently owns 43,158,261 shares of Common Stock of the Issuer. The Warburg Pincus Entities, Messrs. Kaye and Landy each disclaim beneficial ownership of the shares of Common Stock of the Issuer held by WP X, WP X Partners and WP X O&G.

(5) By reason of the provisions of Rule 16a-1 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), the Warburg Pincus Entities and certain affiliates may be deemed to be beneficial owners of 27,379,269 shares of Common Stock of the Issuer held collectively by the WP VIII Funds. The Warburg Pincus Entities and such affiliates disclaim beneficial ownership of such shares of Common Stock of the Issuer except to the extent of their direct pecuniary interest therein. The WP VIII Funds, WP Partners, WP Partners GP 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) Common Stock is held directly by WP VIII CV I.

(7) Common Stock is held directly by WP-WPVIII Investors.

Remarks:

***The Power of Attorney given by each of Mr. Kaye and Mr. Landy was previously filed with the U.S. Securities & Exchange Commission.

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