

KAGAN PETER  
Form 4/A  
March 01, 2019

**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 \*  
**KAGAN PETER**

(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)

**02/26/2019**

4. If Amendment, Date Original  
Filed(Month/Day/Year)  
**02/27/2019**

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<br>Security<br>(Instr. 3)                | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired (A)<br>or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6.<br>Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Ownership<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------|--------------------------------------------------------------------------------|
| Common<br>stock, par<br>value<br>\$0.01 per<br>share | 02/26/2019                              |                                                             | J <sup>(1)</sup>                        | 7,236                                                                   | A <u>(1)</u><br>363,674 <sup>(1)</sup><br><u>(7) (8)</u>                                                           | D                                                                          |                                                                                |
| Common<br>stock, par<br>value<br>\$0.01 per<br>share | 02/26/2019                              |                                                             | J <sup>(1)</sup>                        | 17,514,871                                                              | D <u>(1)</u><br>16,094,190<br><u>(1) (2) (3)</u>                                                                   | I                                                                          | See<br>footnotes<br><u>(2) (3) (4) (5)</u><br><u>(6)</u>                       |

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<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and<br>Amount of<br>Underlying<br>Securities<br>(Instr. 3 and 4) | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) | 9. Nu<br>Deriv<br>Secur<br>Bene<br>Own<br>Follo<br>Repor<br>Trans<br>(Instr |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------------|-----------------------------------------------------|-----------------------------------------------------------------------------|
|                                                     |                                                                    |                                         |                                                             | Code                                 | V (A) (D)                                                                                                          | Date<br>Exercisable                                            | Expiration<br>Date                                                        | Title                                               | Amount<br>or<br>Number<br>of<br>Shares                                      |

## Reporting Owners

| Reporting Owner Name / Address                                                        | Relationships |           |         |       |
|---------------------------------------------------------------------------------------|---------------|-----------|---------|-------|
|                                                                                       | Director      | 10% Owner | Officer | Other |
| KAGAN PETER<br>C/O WARBURG PINCUS & CO.<br>450 LEXINGTON AVENUE<br>NEW YORK, NY 10017 | X             |           |         |       |

## Signatures

/s/ Robert B. Knauss By: Robert B. Knauss, attorney-in-fact for Peter R.  
Kagan\*\*\*

03/01/2019

\_\_\_\_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 February 26, 2019, WP X Partners (as defined below) and WP X O&G (as defined below) distributed an aggregate of 17,514,871 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) The Reporting Person is a Partner of Warburg Pincus & Co., a New York general partnership ("WP"), and a Member and Managing Director of Warburg Pincus LLC, a New York limited liability company ("WP LLC"). Following the Distribution, the Warburg Pincus Entities (as defined below), collectively own 16,094,190 shares of Common Stock of the Issuer.
- (3) All shares of Common Stock of the Issuer indicated as indirectly owned by the Reporting Person are included because of his affiliation with the Warburg Pincus Entities, due to which Mr. Kagan may be deemed to have an indirect pecuniary interest (within the meaning of

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Rule 16a-1 under the Securities and Exchange Act of 1934, as amended) in an indeterminate portion of the shares of Common Stock of the Issuer owned by the Warburg Pincus Entities. Mr. Kagan disclaims beneficial ownership of all shares of Common Stock of the Issuer attributable to the Warburg Pincus Entities except to the extent of his direct pecuniary interest therein.

- (4) The Warburg Pincus funds are 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"). Warburg Pincus X, L.P., a Delaware limited partnership ("WP X GP"), is the general partner of each of WP X Partners and WP X O&G.
- (5) Warburg Pincus X GP L.P., a Delaware limited partnership ("WP X GP LP"), is the general partner of WP X GP. WPP GP LLC, a Delaware limited liability company ("WPP GP"), is the general partner of WP X GP LP. Warburg Pincus Partners, L.P., a Delaware limited partnership ("WP Partners"), is the managing member of WPP GP. Warburg Pincus Partners GP LLC, a Delaware limited liability company ("WP Partners GP"), is the general partner of WP Partners. WP is the managing member of WP Partners GP. WP LLC is the manager of each of WP X Partners and WP X O&G.
- (6) Each of WP X Partners, WP X O&G, WP X GP, WP X GP LP, WPP GP, WP Partners, WP Partners GP, WP and WP LLC are collectively referred to herein as the "Warburg Pincus Entities."
- (7) In connection with the Distribution, an aggregate total of 7,236 shares of Common Stock of the Issuer were distributed to Mr. Kagan in his personal capacity.
- (8) The original Form 4 filed on February 27, 2019 is amended by this Form 4 solely to correct an administrative error which misreported the distribution by WP X O&G that occurred on February 26, 2019 as a distribution of 17,514,873 shares of Common Stock when in fact 17,514,871 shares of Common Stock were distributed.

### Remarks:

\*\*\*The Power of Attorney given by Mr. Kagan was previously filed with the U.S. Securities and Exchange Commission on O

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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