

ANTERO RESOURCES Corp
Form 4
August 11, 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)

08/10/2016

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	08/10/2016		J ⁽¹⁾		9,056,231	D	<u>(1)</u>
Common stock, par value \$0.01 per share	08/10/2016		J ⁽¹⁾		262,500	D	<u>(1)</u>
Common stock, par value \$0.01 per share	08/10/2016		J ⁽¹⁾		34,249	D	<u>(1)</u>
					11,816,933	D	<u>(2)</u> <u>(3)</u> <u>(4)</u> <u>(5)</u>
					342,518	I	<u>(2)</u> <u>(3)</u> <u>(4)</u> <u>(5)</u>
					34,249	I	<u>(2)</u> <u>(3)</u> <u>(4)</u> <u>(5)</u>

See Footnote (6)
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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(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. Number of Derivative Securities Beneficially Owned Following Transaction (Instr. 6)
				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, 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	X	X		

NEW YORK, NY 10017

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

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

Landy Joseph P.
 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 08/10/2016
 __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 08/10/2016
 __Signature of Reporting Person Date

WARBURG PINCUS PARTNERS GP LLC By: Warburg Pincus & Co., its managing member By: Name: Robert B. Knauss Title: Partner 08/10/2016
 __Signature of Reporting Person Date

WARBURG PINCUS & CO. By: Name: Robert B. Knauss Title: Partner 08/10/2016
 __Signature of Reporting Person Date

WARBURG PINCUS LLC By: Name: Robert B. Knauss Title: Managing Director 08/10/2016
 __Signature of Reporting Person Date

CHARLES R. KAYE By: Robert B. Knauss, Attorney-in-fact for Charles R. Kaye*** Name: Robert B. Knauss, attorney-in-fact*** 08/10/2016
 __Signature of Reporting Person Date

JOSEPH P. LANDY By: Robert B. Knauss, Attorney-in-fact for Joseph P. Landy*** Name: Robert B. Knauss, attorney-in-fact*** 08/10/2016
 __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 August 10, 2016, the WP VIII Funds (as defined below) distributed an aggregate total of 9,344,980 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

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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 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 12,193,700 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 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 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.

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