

WARBURG PINCUS LLC
Form 4
February 27, 2019

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 LLC

2. Issuer Name and Ticker or Trading Symbol
ANTERO RESOURCES Corp [AR]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
02/26/2019

Director 10% Owner
 Officer (give title below) Other (specify below)

C/O WARBURG PINCUS LLC, 450 LEXINGTON AVENUE

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

NEW YORK, NY 10017

(City) (State) (Zip)

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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common stock, par value \$0.01 per share	02/26/2019		J	(1)	17,514,873	D	(1)
					16,094,188	I	(1) (2) (3) (4) (5) (6)

See footnotes (1) (2) (3) (4) (5) (6)

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

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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 Owned Beneficially (Instr. 5)
				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 LLC C/O WARBURG PINCUS LLC 450 LEXINGTON AVENUE NEW YORK, NY 10017	X			
KAYE CHARLES R C/O WARBURG PINCUS LLC 450 LEXINGTON AVENUE NEW YORK, NY 10017	X			
Landy Joseph P. C/O WARBURG PINCUS LLC 450 LEXINGTON AVENUE NEW YORK, NY 10017	X			

Signatures

WARBURG PINCUS LLC By: Name: Robert B. Knauss Title: Managing Director 02/26/2019

__Signature of Reporting Person Date

/s/ Robert B. Knauss By: Robert B. Knauss, attorney-in-fact*** 02/26/2019

__Signature of Reporting Person Date

/s/ Robert B. Knauss By: Robert B. Knauss, attorney-in-fact*** 02/26/2019

__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, February 26, 2019, WP X Partners (as defined below) and WP X O&G (as defined below) distributed an aggregate total of 17,514,873 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) This Form 4 is filed on behalf of Warburg Pincus LLC, a New York limited liability company ("WP LLC") and Charles R. Kaye and Joseph P. Landy, each a Managing General Partner of Warburg Pincus & Co., a New York general partnership ("WP") and the Co-Chief Executive Officers and Managing Members of WP LLC (WP LLC, together with Messrs. Kaye and Landy, the "Warburg Pincus Reporting Persons").
- (3) Warburg Pincus Private Equity X O&G, L.P., a Delaware limited partnership ("WP X O&G"), was an existing shareholder of the Company prior to the sale by WP X O&G as reported on a separate Form 4 (the "WP X O&G Sale") and currently holds 15,594,358 shares of common stock, par value \$0.01 per share ("Common Stock") of Antero Resources Corporation (the "Issuer"). Warburg Pincus X Partners, L.P., a Delaware limited partnership ("WP X Partners"), was an existing shareholder of the Company prior to the sale by WP X Partners as reported on a Separate Form 4 (the "WP X Partners Sale") and, together with the WP X O&G Sale, the "Sale" and currently owns 499,830 shares of Common Stock. WP LLC manages each of WP X O&G and WP X Partners (collectively, the "WP Funds") and WP is the ultimate general partner of the WP Funds. Therefore, the consummation of the Sale altered the indirect beneficial ownership of the Reporting Persons in the shares of Common Stock.
- (4) 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 Reporting Persons. Messrs. Kaye and Landy disclaim beneficial ownership of all shares held by the Warburg Pincus Reporting Persons.
- (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 Reporting Persons and certain affiliates may be deemed to be beneficial owners of 16,094,188 shares of Common Stock of the Issuer held collectively by the WP 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.
- (6) Each of Charles R. Kaye and Joseph P. Landy serves as Managing General Partner of WP and Co-Chief Executive Officer and Managing Member of WP LLC. Therefore, the consummation of the sale by WP X Partners and WP X O&G reported hereunder altered the indirect beneficial ownership of the Reporting Persons in the shares of Common Stock. In addition to the 16,094,188 shares of Common Stock in which Charles R. Kaye may be deemed to have indirect beneficial ownership by virtue of his status as Managing General Partner of WP and Co-Chief Executive Officer and Managing Member of WP LLC, Mr. Kaye currently owns, directly and indirectly, 121,270 shares of Common Stock. In addition to the 16,094,188 shares of Common Stock in which Joseph P. Landy may be deemed to have indirect beneficial ownership by virtue of his status as Managing General Partner of WP and Co-Chief Executive Officer and Managing Member of WP LLC, Mr. Landy currently owns 565,799 shares of Common Stock.

Remarks:

This Form 4 is one of two Forms 4 filed relating to the same event. The Form 4 has been split into two filings because there are

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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