

ANTERO RESOURCES Corp
Form 4
May 15, 2015

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

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Manning Christopher Reid

(Last) (First) (Middle)

1615 WYNKOOP STREET

(Street)

DENVER, CO 80202

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

ANTERO RESOURCES Corp [AR]

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

05/13/2015

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)
Common stock, par value \$0.01 per share				(A) or (D)	Price		
			Code	V	Amount		
						3,344 ⁽¹⁾	D ⁽²⁾
Common stock, par value \$0.01 per share	05/13/2015		J ⁽³⁾⁽⁴⁾		6,192,101	D	\$ 0 ⁽³⁾ ⁽⁴⁾
						200,973,808 ⁽³⁾ ⁽⁴⁾	I
Common stock, par value \$0.01 per share	05/13/2015		S		178,378	D	\$ 43.29 ⁽³⁾ ⁽⁴⁾
						200,795,430 ⁽³⁾ ⁽⁴⁾	I
							See footnote ⁽³⁾ ⁽⁴⁾
							See footnote

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value					(5)			(3) (4)
\$0.01 per share								
Common stock, par value	05/13/2015	S	900	D	\$ 44.02 (6)	200,794,530 (3) (4)	I	See footnote (3) (4)
\$0.01 per share								
Common stock, par value	05/14/2015	S	133,505	D	\$ 42.67 (7)	200,661,025 (3) (4)	I	See footnote (3) (4)
\$0.01 per share								
Common stock, par value						35,750	I	See footnote (8)
\$0.01 per share								

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 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. 3 and 4)
				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

Manning Christopher Reid
1615 WYNKOOP STREET X
DENVER, CO 80202

Signatures

/s/ Julianna K. Ruiz,
attorney-in-fact

05/15/2015

__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) Includes 1,526 shares of common stock of Antero Resources Corporation ("Common Stock") issued on October 16, 2014 under a Restricted Stock Agreement that will vest in a single installment one year from the date of grant, or October 16, 2015.
- (2) Mr. Manning holds these securities for the benefit of the Trilantic Capital Partners and its affiliated entities. Mr. Manning disclaims any beneficial ownership of these securities, except to the extent of his pecuniary interest therein.

The Reporting Person is a partner of Trilantic Capital Management L.P. ("Trilantic Capital Partners"). Certain entities managed by Trilantic Capital Partners and its affiliates hold a 8.5% direct voting interest in Antero Resources Investment LLC, a Delaware limited liability company ("Antero Investment"). The Trilantic Capital Partners entities are TCP Antero I-1 Holdco, LLC, TCP Antero I-2 Holdco, LLC and TCP Antero I-4 Holdco, LLC (collectively, the "TCP-Antero LLCs"). On May 13, 2015, Antero Investment made a pro rata distribution to its members, consisting of 807,899 shares of Common Stock to the TCP-Antero LLCs and 6,192,101 shares of Common Stock to the other members. Following the distribution, Antero Investment owned 200,165,909 shares of Common Stock. All shares indicated as indirectly owned by the Reporting Person are included because of his affiliation with Trilantic Capital Partners and the TCP-Antero LLCs. (cont'd in FN 4)
- (3) (cont'd from FN 3) The Reporting Person disclaims beneficial ownership of all such securities except to the extent of his pecuniary interest therein.

Sales by the TCP-Antero LLCs. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$43.00 to \$43.98, inclusive. The reporting person undertakes to provide to Antero Resources Corporation, any security holder of Antero Resources Corporation or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in footnotes (5), (6) and (7) to this Form 4.
- (4) Sales by the TCP-Antero LLCs. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$44.00 to \$44.03, inclusive.
- (5) Sales by the TCP-Antero LLCs. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$42.50 to \$43.13, inclusive.
- (6) Represents shares held by TCP Antero Principals LLC, a Trilantic Capital Partners entity. All shares indicated as indirectly owned by the Reporting Person are included because of his affiliation with the Trilantic Capital Partners entities, as described above. The Reporting Person disclaims beneficial ownership of all such securities except to the extent of his pecuniary interest therein.
- (7)

Remarks:

Exhibit List: Exhibit 24 - Power of Attorney

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.