

ANTERO RESOURCES Corp
Form 4
October 20, 2014

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
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Keenan W Howard JR

(Last) (First) (Middle)

410 PARK AVENUE, 19TH
FLOOR

(Street)

NEW YORK, NY 10022

(City) (State) (Zip)

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

ANTERO RESOURCES Corp [AR]

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

10/16/2014

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	10/16/2014		A	1,526 A \$ 0	3,344 ⁽¹⁾	D	
Common Stock, par value \$0.01 per share					207,165,909 (2) (3) (4)	I	See footnotes (2) (3) (4)

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

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SEC 1474
(9-02)

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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 (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 or Value of Underlying Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title	Amount or Number of Shares
Options to Purchase Common Stock	\$ 52.44	10/16/2014		A	1,526	(5) (5)	Common Stock, par value \$0.01 per share	1,526 \$

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Keenan W Howard JR 410 PARK AVENUE, 19TH FLOOR NEW YORK, NY 10022	X

Signatures

/s/ Alvyn A. Schopp, as attorney-in-fact for W. Howard Keenan, Jr.

10/20/2014

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.
- These securities are directly owned by Antero Resources Investment LLC, a Delaware limited liability company ("Antero Investment").
- (2) Yorktown Energy Partners V, L.P. ("Yorktown V"), Yorktown Energy Partners VI, L.P. ("Yorktown VI"), Yorktown Energy Partners VII, L.P. ("Yorktown VII") and Yorktown Energy Partners VIII, L.P. ("Yorktown VIII" and together the "Yorktown Entities") are members of Antero Investment.
- (3) The Reporting Person is a member and a manager of (a) Yorktown V Company LLC, the general partner of Yorktown V, (b) Yorktown VI Associates LLC, the general partner of Yorktown VI Company LP, the general partner of Yorktown VI, (c) Yorktown VII Associates LLC, the general partner of Yorktown VII Company LP, the general partner of Yorktown VII and (d) Yorktown VIII Associates LLC, the

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general partner of Yorktown VIII Company LP, the general partner of Yorktown VIII. All shares indicated as indirectly owned by the Reporting Person are included because of his affiliation with the Yorktown Entities.

The Reporting Person disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein, and this

(4) report shall not be deemed an admission that the Reporting Person is the beneficial owner of the securities for Section 16 or any other purpose.

- (5) Each option to purchase Common Stock vests and becomes exercisable in a single installment one year from the date of grant, or October 16, 2015. Each option to purchase Common Stock expires ten years from the date of grant, or October 16, 2024.

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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