

ANTERO RESOURCES Corp
Form SC 13G
October 10, 2018

**SECURITIES
AND
EXCHANGE
COMMISSION
Washington,
D.C. 20549**

**SCHEDULE
13G**

Under the
Securities
Exchange Act of
1934

(Amendment No.
)*

Antero
Resources
Corporation
(Name of Issuer)

Common stock,
par value \$0.01
per share
(Title of Class of
Securities)

03674X106
(CUSIP Number)

October 10, 2018
(Date of event
which requires
filing of this
statement)

Check the
appropriate box
to designate the
rule pursuant to
which this

Schedule 13G is
filed:

- ý Rule 13d-1(b)
- ¨ Rule 13d-1(c)
- ¨ Rule 13d-1(d)

(Page 1 of 10
Pages)

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes)

CUSIP No. 03674X106 13G Page 2 of 10 Pages

1	NAMES OF REPORTING PERSONS
2	SailingStone Capital Partners LLC CHECK THE APPROPRIATE BOX IF A MEMBER (b) " " OF A GROUP
3	SEC USE ONLY CITIZENSHIP OR PLACE OF
4	ORGANIZATION
5	Delaware SOLE VOTING POWER
6	32,443,863 SHARED VOTING POWER
7	0 SOLE DISPOSITIVE POWER
8	32,443,863 SHARED DISPOSITIVE POWER
9	0 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
10	32,443,863 ..

CHECK BOX
IF THE
AGGREGATE
AMOUNT IN
ROW (9)
EXCLUDES
CERTAIN
SHARES
PERCENT OF
CLASS
REPRESENTED BY
AMOUNT IN ROW
(9)

11

10.23%
TYPE OF
REPORTING
PERSON

12

IA

CUSIP No. 03674X106 13G Page 3 of 10 Pages

1	NAMES OF REPORTING PERSONS
2	SailingStone Holdings LLC CHECK THE APPROPRIATE BOX IF A MEMBER (b) " " OF A GROUP
3	SEC USE ONLY CITIZENSHIP OR PLACE OF
4	ORGANIZATION
5	Delaware SOLE VOTING POWER
6	0 SHARED VOTING POWER
7	32,443,863 SOLE DISPOSITIVE POWER
8	0 SHARED DISPOSITIVE POWER
9	32,443,863 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
10	32,443,863 ..

CHECK BOX
IF THE
AGGREGATE
AMOUNT IN
ROW (9)
EXCLUDES
CERTAIN
SHARES
PERCENT OF
CLASS
REPRESENTED BY
AMOUNT IN ROW
(9)

11

10.23%
TYPE OF
REPORTING
PERSON

12

HC

CUSIP No. 03674X106 13G Page 4 of 10 Pages

1	NAMES OF REPORTING PERSONS
	MacKenzie B. Davis
2	CHECK THE APPROPRIATE BOX IF A MEMBER (b) " " OF A GROUP
3	SEC USE ONLY CITIZENSHIP OR PLACE OF
4	ORGANIZATION
	United States
5	SOLE VOTING POWER
	0
6	SHARED VOTING POWER
7	32,443,863 SOLE DISPOSITIVE POWER
	0
8	SHARED DISPOSITIVE POWER
	32,443,863
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
10	32,443,863 CHECK BOX " " IF THE

11 AGGREGATE
AMOUNT IN
ROW (9)
EXCLUDES
CERTAIN
SHARES
PERCENT OF
CLASS
REPRESENTED BY
AMOUNT IN ROW
(9)

12 10.23%
TYPE OF
REPORTING
PERSON

HC; IN

CUSIP No. 03674X106 13G Page 5 of 10 Pages

1	NAMES OF REPORTING PERSONS
2	Kenneth L. Settles Jr. CHECK THE APPROPRIATE BOX IF A MEMBER (b) " " OF A GROUP
3	SEC USE ONLY CITIZENSHIP OR PLACE OF
4	ORGANIZATION
5	United States SOLE VOTING POWER
6	0 SHARED VOTING POWER
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	32,443,863 SOLE DISPOSITIVE POWER
7	0 SHARED DISPOSITIVE POWER
8	32,443,863 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
9	32,443,863 CHECK BOX " " IF THE
10	32,443,863 CHECK BOX " " IF THE

11 AGGREGATE
AMOUNT IN
ROW (9)
EXCLUDES
CERTAIN
SHARES
PERCENT OF
CLASS
REPRESENTED BY
AMOUNT IN ROW
(9)

12 10.23%
TYPE OF
REPORTING
PERSON

HC; IN

CUSIP No. 03674X106 13G Page 6 of 10 Pages

Item 1(a). NAME OF ISSUER:

The name of the issuer is Antero Resources Corporation (the "Issuer").

Item 1(b). ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES:

The Issuer's principal executive offices are located at 1615 Wynkoop Street, Denver, Colorado 80202.

Item 2(a). NAME OF PERSON FILING:

ADDRESS OF PRINCIPAL

**Item 2(b). BUSINESS OFFICE OR, IF NONE,
RESIDENCE:**

Item 2(c). CITIZENSHIP:

This statement is filed by:

SailingStone Capital Partners LLC

One California Street, 30th Floor

(i)

San Francisco, CA 94111

Citizenship: Delaware

SailingStone Holdings LLC

One California Street, 30th Floor

(ii)

San Francisco, CA 94111

Citizenship: Delaware

MacKenzie B. Davis

One California Street, 30th Floor

(iii)

San Francisco, CA 94111

Citizenship: United States

Kenneth L. Settles Jr.

One California Street, 30th Floor

(iv)

San Francisco, CA 94111

Citizenship: United States

The foregoing persons are hereinafter
sometimes collectively referred to as the
"Reporting Persons."

Item 2(d). TITLE OF CLASS OF SECURITIES:

Common stock, par value \$0.01 per share (the "Common Stock").

Item 2(e). CUSIP NUMBER:

03674X106

**IF THIS STATEMENT IS FILED PURSUANT TO
Item 3. RULES 13d-1(b) OR 13d-2(b) OR (c), CHECK
WHETHER THE PERSON FILING IS A:**

(a) "Broker or dealer registered under Section 15 of the Act,

CUSIP No. 03674X106 13G Page 7 of 10 Pages

- (b) " Bank as defined in Section 3(a)(6) of the Act,
- (c) " Insurance Company as defined in Section 3(a)(19) of the Act,
- (d) " Investment Company registered under Section 8 of the Investment Company Act of 1940,
- (e) " An investment adviser in accordance with Rule 13d-1(b)(1)(ii)(E);
- (f) " Employee Benefit Plan or Endowment Fund in accordance with Rule 13d-1(b)(1)(ii)(F),
- (g) " Parent Holding Company or control person in accordance with Rule 13d-1(b)(1)(ii)(G),
- (h) " Savings Association as defined in Section 3(b) of the Federal Deposit Insurance Act,
- (i) " A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act;
- (j) " A non-U.S. institution in accordance with Rule 13d-1(b)(1)(ii)(J);
- (k) " Group, in accordance with Rule 13d-1(b)(1)(ii)(K).

If filing as a non-U.S. institution in accordance with Rule 13d-1(b)(1)(ii)(J), please

specify the type of institution: _____

Item 4. OWNERSHIP.

The information required by Items 4(a) - (c) is set forth in Rows 5 - 11 of the cover page for each of the Reporting Persons and is incorporated herein by reference.

The percentage set forth in Row (11) of the cover page for each of the Reporting Persons is based on the 317,086,304 shares of Common Stock outstanding as of July 27, 2018, as reported in the Issuer's Quarterly Report for the quarterly period ended June 30, 2018 on Form 10-Q filed with the Securities and Exchange Commission on August 1, 2018.

Item 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS.

Not applicable.

Item 6. OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON.

Not applicable.

Item 7. IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY.

Not applicable.

CUSIP No. 03674X106 13G Page 8 of 10 Pages

Item 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP.

Not applicable.

Item 9. NOTICE OF DISSOLUTION OF GROUP.

Not applicable.

Item 10. CERTIFICATION.

Each of the Reporting
Persons hereby
makes the following
certification:

By signing below the
Reporting Person
certifies that, to the
best of its knowledge
and belief, the
securities referred to
above were acquired
and are held in the
ordinary course of
business and were not
acquired and are not
held for the purpose
of or with the effect
of changing or
influencing the
control of the issuer
of the securities and
were not acquired
and are not held in
connection with or as
a participant in any
transaction having
that purpose or effect.

CUSIP No. 03674X106 13G Page 9 of 10 Pages

SIGNATURES

After reasonable inquiry and to the best of our knowledge and belief, the undersigned certifies that the information set forth in this statement is true, complete and correct.

DATED: October 10, 2018

SailingStone Capital Partners
LLC

By: /s/ Kathlyne Kiaie
Name: Kathlyne Kiaie
Title: Chief Compliance Officer

SailingStone Holdings LLC

By: /s/ MacKenzie B. Davis
Name: MacKenzie B. Davis
Title: Managing Member

MacKenzie B. Davis

By: /s/ MacKenzie B. Davis
Name: MacKenzie B. Davis

Kenneth L. Settles Jr.

By: /s/ Kenneth L. Settles Jr.
Name: Kenneth L. Settles Jr.

CUSIP No. 03674X106 13G Page 10 of 10 Pages
EXHIBIT 1

JOINT ACQUISITION STATEMENT
PURSUANT TO RULE 13d-1(k)

The undersigned acknowledge and agree that the foregoing statement on Schedule 13G is filed on behalf of each of the undersigned and that all subsequent amendments to this statement on Schedule 13G shall be filed on behalf of each of the undersigned without the necessity of filing additional joint acquisition statements. The undersigned acknowledge that each shall be responsible for the timely filing of such amendments, and for the completeness and accuracy of the information concerning him or it contained therein, but shall not be responsible for the completeness and accuracy of the information concerning the others, except to the extent that he or it knows or has reason to believe that such information is inaccurate.

DATED: October 10, 2018

SailingStone Capital Partners
LLC

By: /s/ Kathlyne Kiaie
Name: Kathlyne Kiaie
Title: Chief Compliance Officer

SailingStone Holdings LLC

By: /s/ MacKenzie B. Davis
Name: MacKenzie B. Davis
Title: Managing Member

MacKenzie B. Davis

By: /s/ MacKenzie B. Davis
Name: MacKenzie B. Davis

Kenneth L. Settles Jr.

By: /s/ Kenneth L. Settles Jr.
Name: Kenneth L. Settles Jr.

