Steward Roy Form 4/A January 30, 2018

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

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OMB APPROVAL

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if no longer subject to Section 16. Form 4 or Form 5

obligations

may continue.

See Instruction

Check this box

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading Steward Roy Issuer Symbol Eclipse Resources Corp [ECR] (Check all applicable) (First) (Middle) 3. Date of Earliest Transaction (Last) (Month/Day/Year) Director 10% Owner Other (specify X_ Officer (give title 2121 OLD GATESBURG 01/19/2018 below) ROAD, SUITE 110 Senior VP & CAO (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person 01/30/2018 Form filed by More than One Reporting STATE COLLEGE, PA 16803 Person (Ctata)

(City)	(State) (Tabl	e I - Non-D	erivative S	ecurit	ies Acq	quired, Disposed o	of, or Beneficial	ly Owned
1.Title of Security	2. Transaction Date (Month/Day/Year)	3. 4. Securities Acquired Transaction(A) or Disposed of			5. Amount of Securities	6. Ownership Form: Direct	7. Nature of Indirect		
(Instr. 3)		any	Code	(D)			Beneficially	(D) or	Beneficial
		(Month/Day/Year)	(Instr. 8)	(Instr. 3, 4 and 5)			Owned	Indirect (I)	Ownership
							Following	(Instr. 4)	(Instr. 4)
					(A)		Reported		
					or		Transaction(s)		
			Code V	Amount	(D)	Price	(Instr. 3 and 4)		
Common Stock	01/19/2018		M	17,166	A	\$ 0 (1)	246,170	D	
Common Stock	01/19/2018		F	5,627 (2)	D	\$ 2.4 (3)	240,543	D	

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. Transacti Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Expiration I (Month/Day	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A) (D	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Performance Units	<u>(1)</u>	01/19/2018		M	17,166	<u>(1)</u>	<u>(1)</u>	Common Stock	17,166	

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Steward Roy 2121 OLD GATESBURG ROAD SUITE 110 STATE COLLEGE, PA 16803

Senior VP & CAO

Signatures

/s/ Roy S.

Steward 01/30/2018

**Signature of Person Date

Reporting Person

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).

On February 23, 2015, the Reporting Person was granted 22,889 performance stock units pursuant to the issuer's 2014 Long-Term Incentive Plan, with each unit representing the right to receive one share of the issuer's common stock. The vesting of the performance

- (1) stock units was subject to the satisfaction of certain performance criteria during the period beginning on January 1, 2015 and ending on December 31, 2017. On January 19, 2018, 17,166 of the performance stock units vested, and as a result, the Reporting Person received 17,166 shares of the issuer's common stock.
- The original Form 4 filed on January 23, 2018 is amended by this Form 4 amendment to correctly reflect the number of shares withheld to (2) satisfy such tax obligations and the amount of securities beneficially owned by the Reporting Person following such transaction has also been updated accordingly.
- (3) Represents the issuer's closing stock price per share as of the end of the applicable performance period, which was December 31, 2017. 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.

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