

KAYE CHARLES R
Form 4
November 28, 2017

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 Private Equity X
O&G, L.P.

(Last) (First) (Middle)

C/O WARBURG PINCUS LLC, 450
LEXINGTON AVENUE

(Street)

NEW YORK, NY 10017

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

ANTERO RESOURCES Corp [AR]

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

11/27/2017

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	11/27/2017		J ⁽¹⁾	9,790,270	D <u>(1)</u> 33,367,991 <u>(2)</u> <u>(3)</u> <u>(4)</u> <u>(5)</u> <u>(6)</u> <u>(7)</u>	D	
Common stock, par value \$0.01 per share	11/27/2017		J ⁽¹⁾	312,956	D <u>(1)</u> 1,445,774 <u>(2)</u> <u>(3)</u> <u>(4)</u> <u>(5)</u> <u>(6)</u> <u>(7)</u>	I	See Footnote <u>(8)</u>

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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(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 (Instr. 5)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Warburg Pincus Private Equity X O&G, L.P. C/O WARBURG PINCUS LLC 450 LEXINGTON AVENUE NEW YORK, NY 10017	X	X		
Warburg Pincus X Partners, L.P. C/O WARBURG PINCUS LLC 450 LEXINGTON AVENUE NEW YORK, NY 10017	X	X		
Warburg Pincus X, L.P. C/O WARBURG PINCUS LLC 450 LEXINGTON AVENUE NEW YORK, NY 10017	X	X		
Warburg Pincus X GP L.P. C/O WARBURG PINCUS LLC 450 LEXINGTON AVENUE NEW YORK, NY 10017	X	X		
WPP GP LLC C/O WARBURG PINCUS LLC 450 LEXINGTON AVENUE NEW YORK, NY 10017	X	X		

Warburg Pincus Partners GP LLC C/O WARBURG PINCUS LLC 450 LEXINGTON AVENUE NEW YORK, NY 10017	X	X
WARBURG PINCUS & CO. C/O WARBURG PINCUS LLC 450 LEXINGTON AVENUE NEW YORK, NY 10017	X	X
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 PRIVATE EQUITY X O&G, L.P. By: WP X GP, its GP By: WP X GP LP, its GP BY: WPP GP LLC, its GP, By: WP Partners, its MM By: WP Partners GP, its GP, By: WP, its MM By: Name: Robert B. Knauss Title: Partner	11/27/2017
__Signature of Reporting Person	Date
WARBURG PINCUS X PARTNERS, L.P. By: Warburg Pincus X, L.P., its GP By: WP X GP LP, its GP By: WPP GP LLC, its GP By: WP Partners, its MM By: WP Partners GP, its GP By: Warburg Pincus & Co., its MM By: Name: Robert B. Knauss Title: Partner	11/27/2017
**Signature of Reporting Person	Date
WARBURG PINCUS X GP L.P. By: WPP GP LLC, its GP By: Warburg Pincus Partners, L.P., its MM By: Warburg Pincus Partners GP LLC, its GP By: Warburg Pincus & Co., its MM By: Name: Robert B. Knauss Title: Partner	11/27/2017
**Signature of Reporting Person	Date
WARBURG PINCUS X, L.P. By: Warburg Pincus X GP L.P., its GP By: WPP GP LLC, its GP By: Warburg Pincus Partners, L.P., its MM By: Warburg Pincus Partners GP LLC, its GP By: Warburg Pincus & Co., its MM By: Name: Robert B. Knauss Title: Partner	11/27/2017
__Signature of Reporting Person	Date
WPP GP LLC By: Warburg Pincus Partners, L.P., its managing member By: Warburg Pincus Partners GP LLC, its general partner By: Warburg Pincus & Co., its managing member By: Name: Robert B. Knauss Title: Partner	11/27/2017
**Signature of Reporting Person	Date
WARBURG PINCUS PARTNERS GP LLC By: Warburg Pincus & Co., its managing member By: Name: Robert B. Knauss Title: Partner	11/27/2017
__Signature of Reporting Person	Date

WARBURG PINCUS & CO. By: Name: Robert B. Knauss Title: Partner	11/27/2017
__Signature of Reporting Person	Date
WARBURG PINCUS LLC By: Name: Robert B. Knauss Title: Managing Director	11/27/2017
__Signature of Reporting Person	Date
CHARLES R. KAYE By: Name: Robert B. Knauss, attorney-in-fact	11/27/2017
__Signature of Reporting Person	Date
JOSEPH P. LANDY By: Name: Robert B. Knauss, attorney-in-fact	11/27/2017
__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 November 27, 2017, WP X Partners (as defined below) and WP X O&G (as defined below) distributed an aggregate total of 10,103,226 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 (i) Warburg Pincus X Partners, L.P., a Delaware limited partnership ("WP X Partners"); and (ii) Warburg Pincus Private Equity X O&G, L.P., a Delaware limited partnership ("WP X O&G").

Warburg Pincus X, L.P., a Delaware limited partnership ("WP X GP"), is the general partner of WP X Partners and Warburg Pincus Private Equity X, L.P., a Delaware limited partnership ("WP X") and together with WP X Partners, the "WP X Funds") and WP X O&G. Warburg Pincus X GP L.P., a Delaware limited partnership ("WP X GP LP"), is the general partner of WP X GP. WPP GP LLC, a Delaware limited liability company ("WPP GP"), is the general partner of WP X GP LP. Warburg Pincus Partners, L.P., a Delaware limited partnership ("WP Partners"), is the managing member of WPP GP. Warburg Pincus Partners GP LLC, a Delaware limited liability company ("WP Partners GP"), is the general partner of WP Partners.

Warburg Pincus & Co., a New York general partnership ("WP"), is the managing member of WP Partners GP. Warburg Pincus LLC, a New York limited liability company ("WP LLC"), is the manager of the WP X Funds and WP X O&G. 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 (as defined below). Messrs. Kaye and Landy disclaim beneficial ownership of all shares held by the Warburg Pincus Reporting Persons. Each of Messrs. Kaye and Landy, together with the WP X Funds, WP X O&G, WP X GP, WP X GP LP, WPP GP, WP Partners, WP Partners GP, WP and WP LLC are collectively referred to herein as the "Warburg Pincus Reporting Persons".
 - (3) 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 13,235,876 shares of Common Stock of the Issuer held collectively by the WP X Funds and 33,367,991 shares of Common Stock of the Issuer held by WP X O&G. 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. The WP X Funds, WP X O&G, WP X GP, WP X GP LP, WPP GP, WP Partners, WP Partners GP, and WP are directors-by-deputization solely for purposes of Section 16 of the Exchange Act.
 - (4) Information with respect to each of the Warburg Pincus Reporting Persons is given solely by such Warburg Pincus Reporting Person, and no Warburg Pincus Reporting Person has responsibility for the accuracy or completeness of information supplied by another Warburg Pincus Reporting Person.
 - (5) 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 Distribution altered the indirect beneficial ownership of the Reporting Persons in the shares of Common Stock. In addition to the 46,609,061 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, 89,915 shares of Common Stock, all of which shares were received in the Distribution. In addition to the 46,609,061 shares of Common Stock in which Joseph P.

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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.

- (8) Common Stock of the Issuer is held directly by WP X Partners.

Remarks:

The Power of Attorney given by each of Mr. Kaye and Mr. Landy was previously filed with the U.S. Securities and Exchange

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.