

ANTERO RESOURCES Corp
Form 4
October 14, 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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
KAGAN PETER

(Last) (First) (Middle)

**C/O WARBURG PINCUS &
CO., 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)

10/12/2015

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	10/12/2015		A	740	A \$ 0 32,687	D	
Common stock, par value \$0.01 per share					200,165,909 (1) (2)	I	See footnotes (2) (3) (4) (5)

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

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information contained in this form are not
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SEC 1474
(9-02)

displays a currently valid OMB control number.

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 Reported Transaction (Instr. 10)
				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
KAGAN PETER C/O WARBURG PINCUS & CO. 450 LEXINGTON AVENUE NEW YORK, NY 10017	X

Signatures

/s/ Peter R.
Kagan 10/14/2015

**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).

The Reporting Person is a Partner of Warburg Pincus & Co., a New York general partnership ("WP"), and a Member and Managing Director of Warburg Pincus LLC, a New York limited liability company ("WP LLC"). The Warburg Pincus Entities (as defined below in footnote 5) collectively hold a 38.4% voting interest, and an economic interest that is determined based on a multi-level waterfall, in Antero Resources Investment LLC, a Delaware limited liability company ("Antero Investment"), which directly owns 200,165,909 shares of common stock ("Common Stock") of Antero Resources Corporation (the "Issuer") as of the date hereof.

All shares of Common Stock of the Issuer indicated as indirectly owned by the Reporting Person are included because of his affiliation with the Warburg Pincus Entities, due to which Mr. Kagan may be deemed to have an indirect pecuniary interest (within the meaning of Rule 16a-1 under the Securities and Exchange Act of 1934, as amended) in an indeterminate portion of the shares of Common Stock of the Issuer owned by the Warburg Pincus Entities. Mr. Kagan disclaims beneficial ownership of all shares of Common Stock of the Issuer attributable to the Warburg Pincus Entities except to the extent of his direct pecuniary interest therein.

(3)

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Each of Warburg Pincus Private Equity VIII, L.P., a Delaware limited partnership, ("WP VIII", and together with its two affiliated partnerships, Warburg Pincus Netherlands Private Equity VIII C.V. I, a company formed under the laws of the Netherlands ("WP VIII CV I"), and WP-WPVIII Investors, L.P., a Delaware limited partnership, ("WP-WPVIII Investors"), collectively, the "WP VIII Funds"), Warburg Pincus Private Equity X, L.P., a Delaware limited partnership ("WP X"), Warburg Pincus X Partners, L.P., a Delaware limited partnership ("WP X Partners," and together with WP X, the "WP X Funds"), and Warburg Pincus Private Equity X O&G, L.P., a Delaware limited partnership ("WP X O&G"), hold a beneficial interest directly or indirectly in WP Antero, LLC, a Delaware limited liability company ("WP Antero"), an indirect subsidiary of WP X and WP X O&G, and a direct subsidiary of the WP VIII Funds and WP X Partners and a member in Antero Investment.

- Warburg Pincus X, L.P., a Delaware limited partnership ("WP X GP"), is the general partner of 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. WP-WPVIII Investors GP L.P., a Delaware limited partnership ("WP-WPVIII GP LP"), is the general partner of WP-WPVIII Investors. WPP GP LLC, a Delaware limited liability company ("WPP GP LLC") is the general partner of WP X GP LP and WP-WPVIII GP LP. WP is the managing member of Warburg Pincus Partners GP LLC, a Delaware limited liability company ("WP Partners GP"), which is the general partner of Warburg Pincus Partners, L.P., a Delaware limited partnership ("WP Partners"), which is the managing member of WPP GP LLC and the general partner of WP VIII and WP VIII CV I. WP LLC is the manager of the WP VIII Funds, the WP X Funds, and WP X O&G.
- (4) Each of the WP VIII Funds, the WP X Funds, WP X O&G, WP X GP, WP X GP LP, WP-WPVIII GP LP, WPP GP LLC, WP Antero, WP Partners, WP Partners GP, WP LLC and WP are collectively referred to herein as the "Warburg Pincus Entities."

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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