

ANTERO RESOURCES Corp
Form SC 13D/A
November 14, 2018

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

**SCHEDULE 13D
(Amendment No. 2)**

Under the Securities Exchange Act of 1934

Antero Resources Corporation

(Name of Issuer)

Common Stock

(Title of Class of Securities)

03674X 106

(CUSIP Number)

Paul M. Rady

1615 Wynkoop Street

Denver, Colorado 80202

(303) 357-7310

(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)

November 14, 2018

(Date of Event Which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box:

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Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7 for other parties to whom copies are to be sent.

* 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 disclosures provided in a prior cover page.

The information required on 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 (the 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).

(Continued on following pages)

SCHEDULE 13 D

CUSIP No. 03674X 106

- | | | |
|-----|---|---|
| 1. | Name of Reporting Person
Paul M. Rady | |
| 2. | Check the Appropriate Box if a Member of a Group | |
| | (a) | o |
| | (b) | o |
| 3. | SEC Use Only | |
| 4. | Source of Funds (See Instructions)
OO (please see Item 3) | |
| 5. | Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) | o |
| 6. | Citizenship or Place of Organization
United States | |
| 7. | Sole Voting Power
9,642,281(1) | |
| 8. | Shared Voting Power
5,283,106(2) | |
| 9. | Sole Dispositive Power
9,642,281(1) | |
| 10. | Shared Dispositive Power
5,283,106(2) | |
| 11. | Aggregate Amount Beneficially Owned by Each Reporting Person
14,925,387(1)(2) | |
| 12. | Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares | o |
| 13. | Percent of Class Represented by Amount in Row (11)
4.7%(1)(2)(3) | |
| 14. | Type of Reporting Person
IN | |

(1) Includes 136,786 shares of Common Stock (as defined in the Explanatory Note) that remain subject to vesting and options to purchase 75,000 shares of Common Stock that expire ten years from the date of grant, or April 15, 2025.

(2) Includes 2,821,394 shares of Common Stock held by Salisbury Investment Holdings LLC (Salisbury), and 2,461,712 shares of Common Stock held by Mockingbird Investments LLC (Mockingbird). The Reporting Person owns a 95% limited liability company interest in Salisbury and his spouse owns the remaining 5%. The Reporting Person owns a 13.1874% limited liability company interest in Mockingbird, and two trusts under his control own the remaining 86.8126%. The Reporting Person disclaims beneficial ownership of all shares held by Salisbury and Mockingbird except to the extent of his pecuniary interest therein.

(3) Calculations are based upon 317,114,931 shares of Common Stock outstanding as of October 26, 2018.

Explanatory Note: This Amendment No. 2 (this *Amendment*) amends and supplements the Statement on Schedule 13D filed on November 24, 2015 with the Securities and Exchange Commission (the *Commission*) relating to the common stock, par value \$0.01 per share (*Common Stock*), of Antero Resources Corporation (the *Issuer* or the *Company*), a Delaware corporation (such Schedule 13D, as amended and supplemented by Amendment No. 1, filed on March 2, 2016, the *Original Schedule 13D*). The Original Schedule 13D is hereby amended and supplemented by Paul M. Rady (the *Reporting Person*) as set forth below in this Amendment (as so amended and supplemented, the *Schedule 13D*). Unless set forth below, all previous Items of the Original Schedule 13D are unchanged. Capitalized terms used herein which are not defined herein have the meanings set forth in the Original Schedule 13D.

Item 3. Source and Amount of Funds or Other Consideration

Item 3 of the Original Schedule 13D is supplemented as follows:

On November 5, 2018, the Reporting Person made a charitable donation of 1,500,000 shares of Common Stock to Western Opportunity Fund, a private operating foundation of which the Reporting Person serves as President and a director. On November 13, 2018 and November 14, 2018, Western Opportunity Fund sold all of the 1,500,000 shares of Common Stock held by it in open-market transactions. As of the date hereof, the Reporting Person beneficially owns 14,925,387 shares of Common Stock, including 2,821,394 shares of Common stock held by Salisbury and 2,461,712 shares of Common Stock held by Mockingbird, and Western Opportunity Fund no longer holds any shares of Common Stock.

Item 5. Interest in Securities of the Issuer

This Item 5 shall be deemed to amend and restate Item 5 to the Original Schedule 13D in its entirety:

(a) (b) The aggregate number and percentage of shares of Common Stock beneficially owned by the Reporting Person (on the basis of a total of 317,114,931 shares issued and outstanding as of October 26, 2018) are as follows:

Amount beneficially owned: 14,925,387	Percentage: 4.7%
Number of shares to which the Reporting Person has:	
i. Sole power to vote or to direct the vote:	9,642,281
ii. Shared power to vote or to direct the vote:	5,283,106
iii. Sole power to dispose or to direct the disposition of:	9,642,281
iv. Shared power to dispose or to direct the disposition of:	5,283,106

The number of shares to which the Reporting Person has sole voting and dispositive power includes 136,786 shares of Common Stock that remain subject to vesting and options to purchase 75,000 shares of Common Stock that expire ten years from the date of grant, or April 15, 2025. The number of shares to which the Reporting Person has shared voting and dispositive power includes 2,821,394 shares of Common Stock held by Salisbury, and 2,461,712 shares of Common Stock held by Mockingbird. The Reporting Person owns a 95% limited liability company interest in Salisbury and his spouse owns the remaining 5%. The Reporting Person owns a 13.1874% limited liability company interest

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in Mockingbird, and two trusts under his control own the remaining 86.8126%. The Reporting Person disclaims beneficial ownership of all shares held by Salisbury and Mockingbird except to the extent of his pecuniary interest therein.

(c) The information contained in Item 3 above is incorporated herein by reference. Except as described therein, the Reporting Person has not effected any transactions in the Common Stock during the past 60 days.

(d) The Reporting Person has the right to receive the proceeds from the sale of the Common Stock reported on the cover page of this Schedule 13D and in this Item 5. Except for the foregoing, no other person is known by the Reporting Person to have the right to receive or the power to direct the receipt of the proceeds from the sale of the Common Stock beneficially owned by the Reporting Person.

(e) The Reporting Person ceased to be the beneficial owner of more than five percent of the issued and outstanding shares of Common Stock on November 14, 2018.

Signature

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

Date: November 14, 2018

Paul M. Rady

/s/Alvyn A. Schopp

Name:

Alvyn A. Schopp

Title:

Attorney in Fact*

* The Power of Attorney given by Mr. Rady was previously filed with the U.S. Securities and Exchange Commission on October 9, 2013 as an exhibit to the Form 3 filed by Mr. Rady with respect to the Issuer and is hereby incorporated by reference.