

RANGE RESOURCES CORP
Form 3
September 30, 2016

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 *			2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
Â SailingStone Capital Partners LLC			(Month/Day/Year)	RANGE RESOURCES CORP [RRC]	
(Last)	(First)	(Middle)	08/07/2016		
1 CALIFORNIA STREET, SUITE 3050			4. Relationship of Reporting Person(s) to Issuer		
(Street)			(Check all applicable)		
SAN FRANCISCO,Â CAÂ 94111			<input type="checkbox"/> Director	<input type="checkbox"/> 10% Owner	5. If Amendment, Date Original Filed(Month/Day/Year)
(City)	(State)	(Zip)	<input type="checkbox"/> Officer	<input type="checkbox"/> Other	6. Individual or Joint/Group Filing(Check Applicable Line)
			(give title below) (specify below)		<input type="checkbox"/> Form filed by One Reporting Person
					<input checked="" type="checkbox"/> Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock, par value \$0.01	23,639 <u>(1)</u> <u>(2)</u> <u>(3)</u>	I	By: SAILINGSTONE GLOBAL NATURAL RESOURCES FUND, L.P. <u>(2)</u>

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date	3. Title and Amount of Securities Underlying	4. Conversion	5. Ownership	6. Nature of Indirect Beneficial Ownership
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(Month/Day/Year)			Derivative Security (Instr. 4)	or Exercise Price of Derivative Security	Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	(Instr. 5)
Date Exercisable	Expiration Date	Title	Amount or Number of Shares			

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SailingStone Capital Partners LLC 1 CALIFORNIA STREET, SUITE 3050 SAN FRANCISCO, CA 94111	^	^	^	^
SailingStone Holdings LLC 1 CALIFORNIA STREET, SUITE 3050 SAN FRANCISCO, CA 94111	^	^	^	^
Davis MacKenzie B 1 CALIFORNIA STREET, SUITE 3050 SAN FRANCISCO, CA 94111	^	^	^	^
Settles Kenneth L Jr 1 CALIFORNIA STREET, SUITE 3050 SAN FRANCISCO, CA 94111	^	^	^	^

Signatures

SailingStone Capital Partners LLC, By: /s/ Kathlyne Kiaie, Chief Compliance Officer	09/30/2016
__Signature of Reporting Person	Date
/s/ Kenneth L. Settles Jr.	09/30/2016
__Signature of Reporting Person	Date
/s/ MacKenzie B. Davis	09/30/2016
__Signature of Reporting Person	Date
SailingStone Holdings LLC, By: /s/ MacKenzie B. Davis, Managing Member	09/30/2016
__Signature of Reporting Person	Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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) On August 7, 2016, the Reporting Persons entered into a Voting Support and Nomination Agreement (the "Agreement") with Range Resources Corporation (the "Company") pursuant to which the parties thereto agreed (i) to cooperate with each other to identify one new independent director to be appointed to the Company's board of directors who is mutually agreeable to the board and the Reporting Persons; (ii) that the Company would implement a Stockholder Engagement Policy (as defined in the Agreement); and (iii) that the Company would implement Additional Performance Criteria (as defined in the Agreement). Prior to this date, for the purposes of Section 16, the Reporting Persons did not beneficially own more than 10% of any class of the Company's equity securities due to exemptions under Rule 16a-1(a)(1)(v) and Rule 16a-1(a)(1)(vii), as applicable, for shares of the Company held in accounts for which SailingStone

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Capital Partners LLC serves as investment adviser.

- Kenneth Settles holds approximately 0.89% of the limited partnership interests of SailingStone Global Natural Resources Fund, L.P. a Delaware limited partnership ("GNR Fund"), and may be considered to have a pecuniary interest in the proportionate amount of the common stock of the Company held by GNR Fund, or 10,467 shares. MacKenzie Davis holds approximately 1.12% of the limited partnership interests of GNR Fund and may be considered to have a pecuniary interest in the proportionate amount of the common stock of the Company held by GNR Fund, or 13,172 shares.
- (2)

- Each of the Reporting Persons (other than Kenneth Settles and MacKenzie Davis to the extent set forth above), hereby disclaims beneficial ownership of the shares held by GNR Fund pursuant to Rule 16a-1(a)(4) under the 1934 and the inclusion of these shares in this report shall not be deemed an admission of beneficial ownership of any of the reported shares for purposes of Section 16 or for any other purpose.
- (3)

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.