

ANTERO RESOURCES Corp
 Form 4
 May 21, 2014

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2015
 Estimated average burden hours per response... 0.5

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 VIII, L.P.

(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)

05/19/2014

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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common stock, par value \$0.01 per share	05/19/2014		S		12,000,000 (1)	D	\$ 62
					208,965,909 (2) (6)	I	
							See footnote (1) (2) (3) (4) (5) (6)

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. 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 Owned Following Transaction (Instr. 5)
				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
Warburg Pincus Private Equity VIII, L.P. C/O WARBURG PINCUS & CO. 450 LEXINGTON AVENUE NEW YORK, NY 10017	X	X		
WP Antero, LLC C/O WARBURG PINCUS & CO. 450 LEXINGTON AVENUE NEW YORK, NY 10017	X	X		
Warburg Pincus Partners LLC C/O WARBURG PINCUS & CO. 450 LEXINGTON AVENUE NEW YORK, NY 10017	X	X		
WARBURG PINCUS LLC C/O WARBURG PINCUS & CO. 450 LEXINGTON AVENUE NEW YORK, NY 10017			X	
WARBURG PINCUS & CO. C/O WARBURG PINCUS & CO. 450 LEXINGTON AVENUE NEW YORK, NY 10017	X	X		
KAYE CHARLES R C/O WARBURG PINCUS & CO. 450 LEXINGTON AVENUE NEW YORK, NY 10017			X	

Landy Joseph P.
C/O WARBURG PINCUS & CO.
450 LEXINGTON AVENUE
NEW YORK, NY 10017

X

Signatures

WARBURG PINCUS PRIVATE EQUITY VIII, L.P. By: Warburg Pincus Partners LLC, its General Partner By: Warburg Pincus & Co., its Managing Member /s/ Robert B. Knauss Name: Steven G. Glenn Title: Partner	05/21/2014
__Signature of Reporting Person	Date
/s/ Steven G. Glenn, Director, WP Antero Topco, Inc., the managing member of WP Antero Holdco, LLC, the Managing Member of WP Antero, LLC	05/21/2014
__Signature of Reporting Person	Date
/s/ Steven G. Glenn, Partner, for Warburg Pincus & Co., the managing member of Warburg Pincus Partners LLC	05/21/2014
__Signature of Reporting Person	Date
/s/ Steven G. Glenn, Managing Director, Warburg Pincus LLC	05/21/2014
__Signature of Reporting Person	Date
/s/ Steven G. Glenn, Partner, Warburg Pincus & Co.	05/21/2014
__Signature of Reporting Person	Date
/s/ Steven G. Glenn, Attorney-in-fact for Charles R. Kaye*	05/21/2014
__Signature of Reporting Person	Date
/s/ Steven G. Glenn, Attorney-in-fact for Joseph P. Landy*	05/21/2014
__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) On May 19, 2014, Antero Resources Investment LLC, a Delaware limited liability company ("Antero Investment"), sold 12,000,000 shares of common stock of Antero Resources Corporation ("Common Stock").
- (2) The Warburg Pincus Entities, as defined below, collectively hold a 38.4% voting interest, and a minority economic interest that is determined based on a multi-level waterfall, in Antero Investment, which directly owns 208,965,909 shares of Antero Resources Corporation as of the date hereof.

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"), and other affiliates reporting on a separate Form 4 (see Remarks below) hold a beneficial interest in WP Antero, LLC, a Delaware limited liability company ("WP Antero"), a direct subsidiary of the WP VIII Funds and a member in Antero Investment. (cont'd)
- (4) WP-WPVIII Investors LLC, a Delaware limited liability company ("WP-WPVIII LLC"), is the general partner of WP-WPVIII Investors. Warburg Pincus Partners LLC, a New York limited liability company ("WP Partners"), is the sole member of WP-WPVIII LLC and the general partner of WP VIII and WP VIII CV I. Warburg Pincus & Co., a New York general partnership ("WP"), is the managing member of WP Partners. (cont'd)

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- (5) Warburg Pincus LLC, a New York limited liability company ("WP LLC"), is the manager of the WP VIII Funds. Charles R. Kaye and Joseph P. Landy are each a Managing General Partner of WP and a Managing Member and Co-Chief Executive Officer of WP LLC and may be deemed to control the Warburg Pincus Entities. Each of Messrs. Kaye and Landy, together with the WP VIII Funds, WP Antero, WP Partners, WP LLC and WP are collectively referred to herein as the "Warburg Pincus Entities."

- (6) Each Warburg Pincus Entity disclaims beneficial ownership with respect to any shares of Common Stock, except to the extent of its indirect pecuniary interest in such shares of Common Stock. The WP VIII Funds, WP Antero, WP Partners and WP are directors-by-deputization solely for purposes of Section 16 of the Securities Exchange Act of 1934, as amended. Information with respect to each of the Warburg Pincus Entities is given solely by such Warburg Pincus Entity, and no Warburg Pincus Entity has responsibility for the accuracy or completeness of information supplied by another Warburg Pincus Entity.

Remarks:

Due to the limitations on the number of Reporting Persons allowed on Form 4, Warburg Pincus Private Equity X, L.P., a Dela

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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