

ANTERO RESOURCES Corp
 Form 4
 April 18, 2017

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 *
RADY PAUL M

(Last) (First) (Middle)
 1615 WYNKOOP STREET
 (Street)

DENVER, CO 80202

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
 ANTERO RESOURCES Corp [AR]

3. Date of Earliest Transaction
 (Month/Day/Year)
 04/15/2017

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)
 See Remarks

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 or (D) Price | | | | | |
| Common stock, par value \$0.01 per share | 04/15/2017 | | F | | 29,914 (1) | D | \$ 22.06 (2) | 10,612,871 (2) | D | |
| Common stock, par value \$0.01 per share | 04/15/2017 | | A | | 59,497 (3) | A | \$ 0 | 10,672,368 (2) | D | |
| Common stock, par value \$0.01 per share | | | | | | | | 5,282,518 (4) | I | See footnote (4) |

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

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SEC 1474
(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 Owned Following Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
| | | | | 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 |
| RADY PAUL M 1615 WYNKOOP STREET DENVER, CO 80202 | X | | See Remarks | |

Signatures

/s/ Alvyn A. Schopp, as attorney-in-fact for Paul M. Rady 04/18/2017

**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) In connection with the vesting of shares of restricted stock units pursuant to the Antero Resources Corporation Long-Term Incentive Plan, the Issuer withheld shares that would otherwise have been issued to the Reporting Person to satisfy its tax withholding obligations. The number of shares withheld was determined based on the closing price per share on April 13, 2017.
 - (2) Includes 310,039 shares of common stock subject to previously granted restricted stock unit awards that remain subject to vesting.
 - (3) Common stock subject to a restricted stock unit award that vests in four equal installments on the first four anniversaries of the grant date so long as the Reporting Person remains continuously employed by the Issuer through each such anniversary date.
 - (4) Includes 2,820,806 shares of common stock held by Salisbury Investment Holdings LLC ("Salisbury") and 2,461,712 shares of common stock held by Mockingbird Investment, LLC ("Mockingbird"). The Reporting Person owns a 95% limited liability company interest in

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Salisbury and his spouse owns the remaining 5%. The Reporting Person owns a 3.68% limited liability company interest in Mockingbird, and a trust under his control owns the remaining 96.32%. The Reporting Person disclaims beneficial ownership of all shares held by Salisbury and Mockingbird except to the extent of his pecuniary interest therein.

Remarks:

Chairman of the Board and Chief Executive Officer

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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