

ANTERO RESOURCES Corp
Form 4
November 25, 2015

FORM 4

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

OMB APPROVAL

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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 *
Manning Christopher Reid

(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)

11/23/2015

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 Ownership (Instr. 4) |
|--|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common stock, par value \$0.01 per share | | | | | 3,344 | D | (1) |
| Common stock, par value \$0.01 per share | 11/23/2015 | | J(2)(3) | | 180,532,631 | D | \$ 0 (2) (3) |
| | | | | | 19,928,394 | I | See footnote (2) (3) |
| Common stock, par value \$0.01 per share | | | | | 35,750 | I | See footnote |

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The Reporting Person is a partner of Trilantic Capital Partners. Certain entities managed by Trilantic Capital Partners and its affiliates hold an 8.5% direct voting interest in Antero Resources Investment LLC, a Delaware limited liability company ("Antero Investment"). The Trilantic Capital Partners entities are TCP Antero I-1 Holdco, LLC, TCP Antero I-2 Holdco, LLC and TCP Antero I-4 Holdco, LLC (collectively, the "TCP-Antero LLCs"). On November 23, 2015, Antero Investment made a pro rata distribution to its members, consisting of 19,633,278 shares of Common Stock to the TCP-Antero LLCs and 180,532,631 shares of Common Stock to the other members. Following the distribution, Antero Investment owned 0 shares of Common Stock. All shares indicated as indirectly owned by the Reporting Person are included because of his affiliation with Trilantic Capital Partners and the TCP-Antero LLCs. (cont'd in FN 3)

- (3) (cont'd from FN 2) The Reporting Person disclaims beneficial ownership of all such securities except to the extent of his pecuniary interest therein.

- Represents shares held by TCP Antero Principals LLC, a Trilantic Capital Partners entity. All shares as indicated indirectly owned by the
- (4) Reporting Person are included because of his affiliation with the Trilantic Capital Partners entities, as described above. The Reporting Person disclaims beneficial ownership of all such securities except to the extent of his pecuniary interest therein.

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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