

ANTERO RESOURCES Corp
Form 4
October 17, 2013

FORM 4

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

OMB APPROVAL

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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 *
Manning Christopher Reid

(Last) (First) (Middle)

1625 17TH 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)

10/16/2013

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 Beneficial Ownership (Instr. 4)
Common stock, par value \$0.01 per share	10/16/2013		A	1,818 ⁽¹⁾	A \$ 0 1,818	D ⁽²⁾	
Common stock, par value \$0.01 per share	10/16/2013		S	3,409,091 ⁽³⁾	D \$ 42.02 220,965,909 ⁽⁴⁾	I	See footnote ⁽³⁾
Common stock, par value \$0.01 per share	10/16/2013		P	35,750	A \$ 44 35,750	I	See footnote

value
\$0.01 per
share

(5)

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

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(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. Nu
				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
Manning Christopher Reid 1625 17TH STREET DENVER, CO 80202	X			

Signatures

/s/ Christopher R. Manning 10/17/2013

**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) Restricted stock grant that will vest in a single installment one year from the date of grant, or October 16, 2014.
- (2) Mr. Manning received these securities as non-employee director compensation and holds them for the benefit of Trilantic Capital Partners and its affiliated entities. Mr. Manning disclaims any beneficial ownership of these securities, except to the extent of his

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pecuniary interest therein.

(3) The Reporting Person is a partner of Trilantic Capital Partners. Certain entities managed by Trilantic Capital Partners and its affiliates hold a 8.5% direct voting interest in Antero Resources Investment LLC, a Delaware limited liability company ("Antero Investment"), which directly owns 220,965,909 shares of the Issuer as of the date hereof. All shares indicated as indirectly owned by the Reporting Person are included because of his affiliation with the Trilantic Capital Partners entities. The Reporting Person disclaims beneficial ownership of all such securities except to the extent of his pecuniary interest therein. 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.

(4) In connection with the initial public offering (the "IPO") of common stock (the "Common Stock") of the Issuer, Antero Resources LLC, a Delaware limited liability company, merged with and into the Issuer, resulting in all of the membership interests in Antero Resources LLC held by Antero Investment immediately prior to the merger being converted into 224,375,000 shares of Common Stock. Pursuant to the exercise by the underwriters of their option to purchase additional shares to cover over-allotments from Antero Investment in connection with the IPO, Antero Investment sold 3,409,091 shares of Common Stock on October 16, 2013.

(5) Represents shares purchased by TCP Antero Principals LLC, a Trilantic Capital Partners entity. All shares indicated as indirectly owned by the 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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