

Eclipse Resources Corp  
Form 8-K  
January 29, 2015

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

**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d)**

**of the Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): January 28, 2015**

**Eclipse Resources Corporation**

**(Exact name of registrant as specified in its charter)**

**Delaware**  
**(State or other jurisdiction**

**of incorporation)**

**001-36511**  
**(Commission**

**File Number)**

**46-4812998**  
**(IRS Employer**

**Identification No.)**

**2121 Old Gatesburg Road, Suite 110**  
**State College, Pennsylvania**  
**(Address of principal executive offices)**

**(814) 308-9754**

**16803**  
**(Zip Code)**

**(Registrant's telephone number, including area code)**

**Not Applicable**

**(Former name or former address, if changed since last report)**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

### **Item 1.01 Entry into a Material Definitive Agreement.**

On January 28, 2015, Eclipse Resources Corporation (the Company ) completed its private placement of 62,500,000 shares (collectively, the Shares ) of the Company's common stock, par value \$0.01 per share (the Common Stock ). The Shares were offered and sold to the Purchasers (as defined below) at a price of \$7.04 per share in a private placement transaction (the Private Placement ) pursuant to the exemptions from registration provided in Rule 506 of Regulation D promulgated under Section 4(2) of the Securities Act of 1933, as amended (the Securities Act ). Each of the Purchasers is an accredited investor (as defined in Rule 501(a) under the Securities Act).

The Company expects to receive net proceeds from the issuance of the Shares to the Purchasers of approximately \$434 million (after deducting placement agent commissions and the Company's estimated expenses), and the Company intends to use the net proceeds to fund its capital expenditure plan and for general corporate purposes.

### ***Registration Rights Agreement***

Upon the closing of the Private Placement, the Company, EnCap Energy Capital Fund VIII, L.P. ( EnCap Fund VIII ), EnCap Energy Capital Fund VIII Co-Investors, L.P. ( EnCap Fund VIII Co-Investors ), EnCap Energy Capital Fund IX, L.P. ( EnCap Fund IX ) and, together with EnCap Fund VIII and EnCap Fund VIII Co-Investors, the EnCap Funds ), The Hulburt Family II Limited Partnership ( Hulburt Family II ), CKH Partners II, L.P. ( CKH II ), Kirkwood Capital, L.P. ( Kirkwood ) and, together with Hulburt Family II and CKH II, the Management Funds ), Buckeye Investors L.P., GSO Capital Opportunities Fund II (Luxembourg) S.à r.l., Fir Tree Value Master Fund, L.P., Luxor Capital Partners, LP and Luxor Capital Partners Offshore Master Fund, LP (collectively, with the EnCap Fund and the Management Funds, the Purchasers ) and Eclipse Resources Holdings, L.P. ( Eclipse Holdings ) and Eclipse Management, L.P. ( Management Holdco ) entered into the Amended and Restated Registration Rights Agreement, dated January 28, 2015 (the Registration Rights Agreement ). The Registration Rights Agreement amends and restates the existing registration rights agreement that the Company entered into upon the closing of its initial public offering on June 25, 2014. Pursuant to the Registration Rights Agreement, (i) the Company will prepare and file a Registration Statement on Form S-1 with the Securities and Exchange Commission (the Mandatory Shelf Registration Statement ) no later than February 11, 2015 to register the offer and resale, on a continuous or delayed basis pursuant to Rule 415 under the Securities Act, of the Shares sold in the Private Placement to the Purchasers, (ii) at any time, Eclipse Holdings and affiliates of EnCap Investments, L.P., including the EnCap Funds and the general and limited partners of Eclipse Holdings, including the Management Funds (collectively, the Affiliated Holders ), have the right, to the extent they hold registrable securities with a market value of at least \$30 million, to require the Company to prepare and file a registration statement registering the offer and resale of their shares of Common Stock, (iii) at any time the Company is eligible to conduct a registered offering and sale on Form S-3, the Purchasers (other than the Affiliated Holders), have the right, to the extent they hold registrable securities with a market value of at least \$30 million, to require the Company to prepare and file a registration statement on Form S-3 registering the offer and resale of their shares of Common Stock, and (iv) at any time, the Company proposes to register an offering of Common Stock (subject to certain exceptions, including offerings pursuant to the Mandatory Shelf Registration Statement), the Company will provide notice to all holders of registrable securities to allow them to include a specified number of their shares of Common Stock in that offering.

The foregoing description of the Registration Rights Agreement is not complete and is qualified in its entirety by reference to the full text of the Registration Rights Agreement, which is filed as Exhibit 10.1 to this Current Report on Form 8-K and is incorporated herein by reference.

KeyBanc Capital Markets Inc. ( KeyBanc ) served as sole placement agent with respect to the Private Placement. The Company paid KeyBanc a fee equal to 3% of the aggregate purchase price paid by the Purchasers (other than the EnCap Funds and the Management Funds) for the Shares purchased in the Private Placement.

### ***Relationships***

## Edgar Filing: Eclipse Resources Corp - Form 8-K

Eclipse Holdings is the majority stockholder of the Company. Eclipse Holdings is governed by a board of managers consisting of three members (Benjamin W. Hulburt, Christopher K. Hulburt and Thomas S. Liberatore) appointed by the Management Funds and four members (D. Martin Phillips, Robert L. Zorich, Douglas E. Swanson, Jr. and Mark E. Burroughs, Jr.) appointed by the EnCap Funds.

The EnCap Funds, which collectively own 100% of the Class A limited partner interests in Eclipse Holdings, are controlled indirectly by David B. Miller, D. Martin Phillips, Gary R. Petersen and Robert L. Zorich. Hulburt Family II, which is controlled by Benjamin W. Hulburt, owns approximately 66% of the Class B limited partner interests in Eclipse Holdings, and CKH II, which is controlled by Christopher K. Hulburt, and Kirkwood, which is controlled by Thomas S. Liberatore, each own approximately 17% of the Class B limited partner interests in Eclipse Holdings. Eclipse Management GP, LLC, the general partner of Management Holdco, which owns 100% of the Class C limited partner interests in Eclipse Holdings, is governed by a board of managers consisting of Benjamin W. Hulburt, Christopher K. Hulburt, Matthew R. DeNezza and Thomas S. Liberatore.

As a result of these relationships, certain individuals, including officers and directors of the Company, serve as officers and/or directors of more than one of such other entities and their respective affiliates.

**Item 3.02 Unregistered Sales of Equity Securities.**

The information provided in Item 1.01 of this Form 8-K is hereby incorporated by reference into this Item 3.02.

**Item 3.03 Material Modifications to Rights of Security Holdings.**

The information provided in Item 1.01 of this Form 8-K is hereby incorporated by reference into this Item 3.03.

**Item 7.01 Regulation FD Disclosure.**

On January 29, 2015, the Company issued a press release announcing the closing of the Private Placement. A copy of the press release is attached hereto as Exhibit 99.1.

The information in the press release is being furnished pursuant to Item 7.01 of Form 8-K and shall not be deemed filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the Exchange Act), or otherwise subject to liabilities of that section, and is not incorporated by reference into any filing under the Securities Act or the Exchange Act unless specifically identified therein as being incorporated therein by reference.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits

Exhibit Number	Description
10.1	Amended and Restated Registration Rights Agreement, dated January 28, 2015, by and among Eclipse Resources Corporation, Eclipse Resources Holdings, L.P., CKH Partners II, L.P., The Hulburt Family II Limited Partnership, Kirkwood Capital, L.P, EnCap Energy Capital Fund VIII, L.P., EnCap Energy Capital Fund VIII Co-Investors, L.P., EnCap Energy Capital Fund IX, L.P., Eclipse Management, L.P., Buckeye Investors L.P., GSO Capital Opportunities Fund II (Luxembourg) S.à r.l., Fir Tree Value Master Fund, L.P., Luxor Capital Partners, LP and Luxor Capital Partners Offshore Master Fund, LP
99.1	Press Release, dated January 29, 2015

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**ECLIPSE RESOURCES CORPORATION**

By: /s/ Christopher K. Hulburt  
Name: Christopher K. Hulburt  
Title: Executive Vice President, Secretary  
and General Counsel

Date: January 29, 2015

**Index to Exhibits**

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