

Eclipse Resources Corp
Form 4
June 26, 2014

FORM 4

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
RNBD GP LLC

(Last) (First) (Middle)

1100 LOUISIANA STREET, SUITE
4900

(Street)

HOUSTON, TX 77002

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
Eclipse Resources Corp [ECR]

3. Date of Earliest Transaction
(Month/Day/Year)
06/24/2014

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____X____ 10% Owner
____ Officer (give title below) ____ Other (specify below)

6. Individual or Joint/Group Filing(Check
Applicable Line)
____ Form filed by One Reporting Person
____X____ 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	06/24/2014		J ⁽¹⁰⁾	8,800,000 D \$ 0	129,700,000 (1) (5) (6) (7) (8) (9)	I	See Footnotes (1) (5) (6) (7) (8) (9)
Common Stock, par value \$0.01 per share	06/24/2014		J ⁽¹¹⁾	3,766,343 A \$ 0	3,766,343 (2) (5) (6) (7) (8) (9)	I	See Footnotes (2) (5) (6) (7) (8) (9)
Common Stock, par	06/24/2014		J ⁽¹²⁾	2,092,413 A \$ 0	2,092,413 (3) (5) (6) (7) (8) (9)	I	See Footnotes

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value									(3) (5) (6) (7)
\$0.01 per									(8) (9)
share									
Common									See
Stock, par									Footnotes
value	06/24/2014	J ⁽¹³⁾	2,845,976	A	\$ 0	2,845,976	(4)	I	(4) (5) (6) (7)
\$0.01 per						(5) (6) (7) (8) (9)			(8) (9)
share									
Common									See
Stock, par									Footnotes
value	06/25/2014	S ⁽¹⁴⁾	3,766,343	D	\$ 25.58	0		I	(2) (5) (6) (7)
\$0.01 per									(8) (9)
share									
Common									See
Stock, par									Footnotes
value	06/25/2014	S ⁽¹⁴⁾	2,092,413	D	\$ 25.58	0		I	(3) (5) (6) (7)
\$0.01 per									(8) (9)
share									
Common									See
Stock, par									Footnotes
value	06/25/2014	S ⁽¹⁴⁾	2,845,976	D	\$ 25.58	0		I	(4) (5) (6) (7)
\$0.01 per									(8) (9)
share									

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 Deriv Secur Bene Own Follo Repo Trans (Instr
				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
RNBD GP LLC 1100 LOUISIANA STREET SUITE 4900 HOUSTON, TX 77002		X		
PETERSEN GARY R 1100 LOUISIANA STREET, SUITE 4900 HOUSTON, TX 77002		X		
MILLER DAVID B 1100 LOUISIANA STREET, SUITE 4900 HOUSTON, TX 77002		X		

Signatures

/s/ Gary R. Petersen,
Member

06/26/2014

__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) These securities are directly held by Eclipse Resources Holdings, L.P. ("Eclipse Holdings").
- (2) These securities are directly held by EnCap Energy Capital Fund VIII, L.P. ("EnCap Fund VIII").
- (3) These securities are directly held by EnCap Energy Capital Fund VIII Co-Investors, L.P. ("EnCap Fund VIII Co-Invest").
- (4) These securities are directly held by EnCap Energy Capital Fund IX, L.P. ("EnCap Fund IX").
- (5) EnCap Fund VIII, EnCap Fund VIII Co-Invest and EnCap Fund IX (collectively, the "EnCap Funds") collectively own 100% of the Class A Units of Eclipse Holdings. Accordingly, the EnCap Funds may be deemed to beneficially own the reported securities.
- The EnCap Funds are controlled indirectly by David B. Miller, D. Martin Phillips, Gary R. Petersen, and Robert L. Zorich, who are the controlling members of RNBD GP LLC ("RNBD") and any action taken by RNBD to dispose or acquire securities has to be unanimously approved by all four members. RNBD is the sole member of EnCap Investments GP, L.L.C. ("EnCap Investments GP"), which is the general partner of EnCap Investments L.P. ("EnCap Investments LP"), which is the general partner of EnCap Equity Fund VIII GP, L.P. ("EnCap Fund VIII GP") and EnCap Equity Fund IX GP, L.P. ("EnCap Fund IX GP"). EnCap Fund VIII GP is the sole general partner of each of EnCap Energy Capital Fund VIII, L.P. and EnCap Energy Capital Fund VIII Co-Investors, L.P. EnCap Fund IX GP is the sole general partner of EnCap Fund IX.
- (7) (Continued from footnote 6) Therefore, Messrs. Miller, Phillips, Petersen and Zorich, RNBD, EnCap Investments GP, EnCap Investments LP, EnCap Fund VIII GP and EnCap Fund IX GP may be deemed to beneficially own the reported securities.
- This report is filed in connection with the Form 4 filed jointly today by EnCap Fund VIII, EnCap Fund VIII Co-Invest, EnCap Fund IX, EnCap Fund VIII GP, EnCap Fund IX GP, EnCap Investments LP and EnCap Investments GP and the Form 4s filed today by Mr. Zorich and Mr. Phillips.
- (9) The reporting person disclaims beneficial ownership of the reported securities except to the extent of his pecuniary interest therein, and this report shall not be deemed an admission that the reporting person is the beneficial owner of the reported securities for purposes of Section 16 or for any other purpose.
- (10) Pro-rata distribution by Eclipse Holdings to its limited partners.
- (11) Pro-rata distribution by Eclipse Holdings to EnCap Fund VIII.

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- (12) Pro-rata distribution by Eclipse Holdings to EnCap Fund VIII Co-Invest.
- (13) Pro-rata distribution by Eclipse Holdings to EnCap Fund IX.
- (14) Sale in connection with the initial public offering of the common stock of Eclipse Resources Corporation.

Remarks:

Exhibit List

Exhibit 99 - Joint Filer Information

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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