

Eclipse Resources Corp  
Form 4  
April 26, 2016

**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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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**HULBURT BENJAMIN WARD**

(Last) (First) (Middle)

**2121 OLD GATESBURG  
ROAD, SUITE 110**

(Street)

**STATE COLLEGE, PA 16803**

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
**04/22/2016**

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)

President and CEO

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 <sup>(1)</sup>	04/22/2016		A	408,045	A \$ 0 893,751	D	

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

**Persons who respond to the collection of  
information contained in this form are not  
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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)

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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)
				Code V (A) (D)		Date Exercisable Expiration Date Date	Title Amount Number of Shares
Performance Units <u>(2)</u>	<u>(2)</u>	04/22/2016		A	408,044 <u>(2)</u>	<u>(2)</u> <u>(2)</u>	Common Stock 408,044

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HULBURT BENJAMIN WARD 2121 OLD GATESBURG ROAD SUITE 110 STATE COLLEGE, PA 16803	X		President and CEO	

## Signatures

/s/ Benjamin W.  
Hulburt 04/26/2016

    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).

Represents restricted stock units representing the right to receive one share of common stock per unit granted on April 22, 2016 under the  
(1) Company's 2014 Long-Term Incentive Plan, which vest in three equal installments of 33.33%, 33.33% and 33.33% on April 22, 2017, April 22, 2018 and April 22, 2019, respectively.

Represents performance units representing the right to receive one share of common stock granted on April 22, 2016 under the  
(2) Company's 2014 Long-Term Incentive Plan, the vesting of which is subject to the satisfaction of certain performance criteria in the period beginning January 1, 2016 and ending December 31, 2018.

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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