

Tolmachev Oleg E
Form 4
February 26, 2019

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 *
Tolmachev Oleg E

(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)
02/23/2019

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

EVP & COO

6. Individual or Joint/Group Filing(Check
Applicable Line)
X 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 Ownership (Instr. 4)
Common Stock	02/23/2019		F	(A) or (D) D	18,443 (1) \$ 1.13	556,530	D
Common Stock	02/24/2019		F	(A) or (D) D	29,389 (2) \$ 1.13	527,141	D

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

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(9-02)

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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. Number of Derivative Securities Owned Beneficially (Instr. 5)
				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
Tolmachev Oleg E 2121 OLD GATESBURG ROAD SUITE 110 STATE COLLEGE, PA 16803			EVP & COO	

Signatures

/s/ Christopher K. Hulburt,
Attorney-in-fact

02/26/2019

__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) Represents shares withheld to satisfy tax obligations upon the vesting of restricted stock units for an award granted to the Reporting Person on February 23, 2018 under the Company's 2014 Long-Term Incentive Plan. The restricted stock units represent the right to receive one share of common stock per unit granted and vest in three equal installments of 33.3% on February 23, 2019, February 23, 2020, and February 23, 2021.

(2) Represents shares withheld to satisfy tax obligations upon the vesting of restricted stock units for an award granted to the Reporting Person on February 24, 2017 under the Company's 2014 Long-Term Incentive Plan. The restricted stock units represent the right to receive one share of common stock per unit granted and vest in three equal installments of 33.3% on February 24, 2018, February 24, 2019, and February 24, 2020.

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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