

Eclipse Resources Corp
Form 4
September 22, 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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
EnCap Energy Capital Fund VIII,
L.P.

(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)
09/20/2016

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	09/20/2016		J ⁽¹⁾	59,687,619	A \$ 0	59,687,619 (2)	D ⁽³⁾
Common Stock, par value \$0.01 per share	09/20/2016		J ⁽¹⁾	33,159,784	A \$ 0	40,420,114 (2)	I See footnote (4)
Common Stock, par	09/20/2016		J ⁽¹⁾	46,016,031	A \$ 0	72,847,294 (2)	I See footnote

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value								(5)
\$0.01 per								
share								
Common								
Stock, par								See
value	09/20/2016	J ⁽¹⁾	140,353,407	D	\$ 0	0	I	footnote
\$0.01 per								(6)
share								
Common								
Stock, par								See
value						23,373	I	footnote
\$0.01 per								(7)
share								
Common								
Stock, par								See
value						23,373	I	footnote
\$0.01 per								(8)
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
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Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Code	V	(A)	(D)

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10%
Owner Officer Other

Reporting Owners

EnCap Energy Capital Fund VIII, L.P.
1100 LOUISIANA STREET, SUITE 4900 X
HOUSTON, TX 77002

ZORICH ROBERT L
2121 OLD GATESBURG ROAD X
SUITE 110
STATE COLLEGE, PA 16803

PHILLIPS D MARTIN
2121 OLD GATESBURG ROAD X
SUITE 110
STATE COLLEGE, PA 16803

EnCap Energy Capital Fund VIII Co-Investors, L.P.
1100 LOUISIANA STREET, SUITE 4900 X
HOUSTON, TX 77002

EnCap Energy Capital Fund IX, L.P.
1100 LOUISIANA STREET, SUITE 4900 X
HOUSTON, TX 77002

EnCap Partners, LLC
1100 LOUISIANA STREET, SUITE 4900 X
HOUSTON, TX 77002

Signatures

EnCap Energy Capital Fund VIII, L.P. By: EnCap Equity Fund VIII GP, L.P., its general partner, EnCap Investments L.P., its general partner, EnCap Investments GP, L.L.C, its general partner /s/ D. Martin Phillips, Sr. Managing Director

09/22/2016

__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).

- (1) Distribution of the common stock of Eclipse Resources Corporation (the "Issuer") by Eclipse Resources Holdings, L.P. ("Eclipse Holdings") to its limited partners in connection with the dissolution of Eclipse Holdings.

- (2) The reporting person disclaims beneficial ownership of the reported securities except to the extent of such reporting person's 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.

- (3) These securities are directly held by EnCap Energy Capital Fund VIII, L.P. ("EnCap Fund VIII"). EnCap Partners, LLC ("EnCap Partners") is the managing member of EnCap Investments Holdings, LLC ("EnCap Holdings"), which is the sole member of EnCap Investments GP, L.L.C. ("EnCap Investments GP"), the general partner of EnCap Investments L.P. ("EnCap Investments"), which is the general partner of EnCap Equity Fund VIII GP, L.P. ("EnCap Fund VIII GP"), the sole general partner of EnCap Fund VIII. Therefore, EnCap Partners, EnCap Holdings, EnCap Investments GP, EnCap Investments and EnCap Fund VIII GP may be deemed to beneficially own these securities.

- (4) These securities are directly held by EnCap Energy Capital Fund VIII Co-Investors, L.P. ("EnCap Fund VIII Co-Invest"). EnCap Partners is the managing member of EnCap Holdings, which is the sole member of EnCap Investments GP, the general partner of EnCap Investments, which is the general partner of EnCap Fund VIII GP, the sole general partner of EnCap Fund VIII Co-Invest. Therefore, EnCap Partners, EnCap Holdings, EnCap Investments GP, EnCap Investments and EnCap Fund VIII GP may be deemed to beneficially own these securities.

- (5) These securities are directly held by EnCap Energy Capital Fund IX, L.P. ("EnCap Fund IX"). EnCap Partners is the managing member of EnCap Holdings, which is the sole member of EnCap Investments GP, the general partner of EnCap Investments, which is the general partner of EnCap Equity Fund IX GP, L.P. ("EnCap Fund IX GP"), the sole general partner of EnCap Fund IX. Therefore, EnCap

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Partners, EnCap Holdings, EnCap Investments GP, EnCap Investments and EnCap Fund IX GP may be deemed to beneficially own these securities.

- (6) These securities were directly held by Eclipse Holdings.
- (7) These securities are directly held by Robert L. Zorich.
- (8) These securities are directly held by D. Martin Phillips.

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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