

Swanson Douglas E Jr
Form 4
January 22, 2018

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
Number: 3235-0287
Expires: January 31,
2005
Estimated average
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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)
01/18/2018

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	01/18/2018		P	37,823,596	A \$ 2.4383 (1) (2)	37,823,596 (3)	I See footnotes (4) (5)
Common Stock, par value \$0.01 per share						40,420,114	I See footnote (6)
Common Stock, par						72,847,294	I See footnote

value \$0.01 per share									(7)
Common Stock, par value \$0.01 per share						59,687,619	D	(8)	
Common Stock, par value \$0.01 per share						23,373	I		See footnote (9)
Common Stock, par value \$0.01 per share						23,373	I		See footnote (10)
Common Stock, par value \$0.01 per share						23,373	I		See footnote (11)

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 required to respond unless the form displays a currently valid OMB control number.

SEC 1474
(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
EnCap Energy Capital Fund VIII, L.P. 1100 LOUISIANA STREET, SUITE 4900 HOUSTON, TX 77002		X		
EnCap Energy Capital Fund VIII Co-Investors, L.P. 1100 LOUISIANA STREET, SUITE 4900 HOUSTON, TX 77002		X		
EnCap Energy Capital Fund IX, L.P. 1100 LOUISIANA STREET, SUITE 4900 HOUSTON, TX 77002		X		
EnCap Partners GP, LLC 1100 LOUISIANA STREET, SUITE 4900 HOUSTON, TX 77002		X		
ZORICH ROBERT L 1100 LOUISIANA STREET, SUITE 4900 HOUSTON, TX 77002	X			
PHILLIPS D MARTIN 1100 LOUISIANA STREET, SUITE 4900 HOUSTON, TX 77002	X			
Swanson Douglas E Jr 1100 LOUISIANA STREET, SUITE 4900 HOUSTON, TX 77002	X			

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, Managing Partner

01/22/2018

____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) On January 18, 2018, Eclipse Resources-PA, LP ("Eclipse PA"), a wholly owned subsidiary of Eclipse Resources Corporation, a Delaware corporation (the "Issuer"), and the Issuer completed the purchase of certain oil and gas leases, wells and other oil and gas rights and interests held by Travis Peak Resources, LLC, a Delaware limited liability company ("Travis Peak") covering approximately 44,500 net acres located in the counties of Tioga and Potter in the Commonwealth of Pennsylvania (such transaction, the "Travis Peak Transaction") pursuant to that certain Purchase and Sale Agreement dated December 8, 2017 by and among Travis Peak, the Issuer and Eclipse PA (the "PSA"). The aggregate purchase price for the Travis Peak Transaction, as adjusted pursuant to the PSA, was \$92.2 million (the "Purchase Price"),

(2) (Continued from Footnote 1) which the Issuer paid entirely through the issuance of 37,823,596 shares (the "Shares") of the Issuer's shares of common stock, \$0.01 par value (the "Common Stock") to Travis Peak. The number of Shares issued to Travis Peak was calculated by dividing the Purchase Price by \$2.4383, which was the 30 consecutive-day volume weighted average price per share of the Common Stock ending on the second trading day immediately preceding the closing date.

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- (3) The reporting persons disclaim 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 such reporting person is the beneficial owner of the reported securities for purposes of Section 16 or for any other purpose.

- (4) These securities are directly held by Travis Peak. Travis Peak is member-managed by TPR Holding Company, LLC ("TPR Holding"). EnCap Energy Capital Fund IX, L.P. ("EnCap Fund IX") is a member of TPR Holding that holds the right to appoint three of the five representatives to the board of managers of TPR Holding. Each of the representatives to the board of managers of TPR Holding has one vote and decisions are made by a majority vote. As a result, EnCap Fund IX may be deemed to have the power to vote or direct the vote or to dispose or direct the disposition of the shares owned by Travis Peak. The Form 4 filed on September 22, 2016 listed EnCap Partners, LLC as a reporting person. Effective April 6, 2017, EnCap Partners, LLC was converted into a limited partnership with the name EnCap Partners, LP ("EnCap Partners"). In connection with the conversion, EnCap Partners GP, LLC ("EnCap Partners GP") was formed as its sole general partner.

- (5) (Continued from Footnote 4) EnCap Partners GP replaces EnCap Partners, LLC as a reporting person and a joint filer. EnCap Partners GP is the sole general partner of EnCap Partners, which is the managing member of EnCap Investments Holdings, LLC ("EnCap Holdings"), which is the sole member of EnCap Investments Holdings Blocker, LLC ("EnCap Holdings Blocker"). EnCap Holdings Blocker is the sole member of EnCap Investments GP, L.L.C. ("EnCap Investments GP"), which is the sole general partner of EnCap Investments L.P. ("EnCap Investments LP"). EnCap Investments LP 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 Partners GP, EnCap Partners, EnCap Holdings, EnCap Holdings Blocker, EnCap Investments GP, EnCap Investments LP and EnCap Fund IX GP may be deemed to beneficially own these securities.

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

- (7) These securities are directly held by EnCap Fund IX. EnCap Partners GP is the sole general partner of EnCap Partners, which is the managing member of EnCap Holdings, which is the sole member of EnCap Holdings Blocker. EnCap Holdings Blocker is the sole member of EnCap Investments GP, which is the sole general partner of EnCap Investments LP. EnCap Investments LP is the general partner of EnCap Fund IX GP, the sole general partner of EnCap Fund IX. Therefore, EnCap Partners GP, EnCap Partners, EnCap Holdings, EnCap Holdings Blocker, EnCap Investments GP, EnCap Investments LP and EnCap Fund IX GP may be deemed to beneficially own these securities.

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

- (9) These securities are directly held by Robert L. Zorich.
- (10) These securities are directly held by D. Martin Phillips.
- (11) These securities are directly held by Douglas E. Swanson, Jr.

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.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.