

ANTERO RESOURCES Corp  
Form 4  
October 20, 2014

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Keenan W Howard JR

(Last) (First) (Middle)

410 PARK AVENUE, 19TH FLOOR

(Street)

NEW YORK, NY 10022

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

ANTERO RESOURCES Corp [AR]

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

10/16/2014

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)

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 Ownership (Instr. 4) |
|--|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|  |                                      |  | Code                           | V   | Amount  | (A) or (D)   | Price                             |
| Common Stock, par value \$0.01 per share | 10/16/2014                           |  | A                              |   | 1,526   | A  | \$ 0                              |
| Common Stock, par value \$0.01 per share |                                      |  |                                |   | 207,165,909   | I  |                                   |
|  |                                      |  |                                |   | (2) (3) (4)   |  |                                   |

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

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SEC 1474 (9-02)

displays a currently valid OMB control number.

**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 or Value of Underlying Securities (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|---|
| Options to Purchase Common Stock           | \$ 52.44   | 10/16/2014                           |  | A                              | 1,526   | (5) (5)  | Common Stock, par value \$0.01 per share                      | 1,526   |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| Keenan W Howard JR<br>410 PARK AVENUE, 19TH FLOOR<br>NEW YORK, NY 10022 |               | X         |         |       |

## Signatures

/s/ Alvyn A. Schopp, as attorney-in-fact for W. Howard Keenan, Jr.

10/20/2014

\_\_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) Includes 1,526 shares of common stock of Antero Resources Corporation ("Common Stock") issued on October 16, 2014 under a Restricted Stock Agreement that will vest in a single installment one year from the date of grant, or October 16, 2015.  
These securities are directly owned by Antero Resources Investment LLC, a Delaware limited liability company ("Antero Investment").
- (2) Yorktown Energy Partners V, L.P. ("Yorktown V"), Yorktown Energy Partners VI, L.P. ("Yorktown VI"), Yorktown Energy Partners VII, L.P. ("Yorktown VII") and Yorktown Energy Partners VIII, L.P. ("Yorktown VIII" and together the "Yorktown Entities") are members of Antero Investment.
- (3) The Reporting Person is a member and a manager of (a) Yorktown V Company LLC, the general partner of Yorktown V, (b) Yorktown VI Associates LLC, the general partner of Yorktown VI Company LP, the general partner of Yorktown VI, (c) Yorktown VII Associates LLC, the general partner of Yorktown VII Company LP, the general partner of Yorktown VII and (d) Yorktown VIII Associates LLC, the

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general partner of Yorktown VIII Company LP, the general partner of Yorktown VIII. All shares indicated as indirectly owned by the Reporting Person are included because of his affiliation with the Yorktown Entities.

- The Reporting Person disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein, and this
- (4) report shall not be deemed an admission that the Reporting Person is the beneficial owner of the securities for Section 16 or any other purpose.
  - (5) Each option to purchase Common Stock vests and becomes exercisable in a single installment one year from the date of grant, or October 16, 2015. Each option to purchase Common Stock expires ten years from the date of grant, or October 16, 2024.

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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