

ANTERO RESOURCES Corp  
Form 8-K  
March 10, 2015

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 OR 15(d) of the Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): **March 5, 2015**

**ANTERO RESOURCES CORPORATION**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction of  
incorporation)

**001-36120**  
(Commission File Number)

**80-0162034**  
(IRS Employer Identification  
No.)

**1615 Wynkoop Street**  
**Denver, Colorado 80202**  
(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: **(303) 357-7310**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

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- o Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  
  - o Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  
  - o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  
  - o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 1.01**                                **Entry into a Material Definitive Agreement.**

***Underwriting Agreement***

On March 5, 2015, Antero Resources Corporation, a Delaware corporation (the **Company**) entered into an Underwriting Agreement (the **Underwriting Agreement**) with Credit Suisse Securities (USA) LLC (the **Underwriter**), relating to the offer and sale of the **Company's** common stock, par value \$0.01 per share (the **Common Stock**). The Underwriting Agreement provides for the offer and sale (the **Offering**) by the **Company**, and purchase by the **Underwriter**, of 13,100,000 shares of **Common Stock**, at a price per share of \$36.61, resulting in net proceeds of approximately \$479.0 million. Pursuant to the Underwriting Agreement, the **Company** has granted the **Underwriter** a 30-day option to purchase up to an aggregate of 1,900,000 additional shares of **Common Stock**. The material terms of the **Offering** are described in the prospectus, dated March 5, 2015 (the **Prospectus**), filed by the **Company** with the Securities and Exchange Commission (the **Commission**) on March 6, 2015, pursuant to Rule 424(b) under the Securities Act of 1933, as amended (the **Securities Act**). The **Offering** is registered with the **Commission** pursuant to a Registration Statement on Form S-3 (File No. 333-202506), filed by the **Company** on March 5, 2015. A legal opinion relating to the validity of the **Common Stock** is filed herewith as Exhibit 5.1.

The Underwriting Agreement contains customary representations and warranties, agreements and obligations, closing conditions and termination provisions. The **Company** has agreed to indemnify the **Underwriter** against certain liabilities, including liabilities under the Securities Act, and to contribute to payments the **Underwriters** may be required to make because of any of those liabilities.

The **Offering** is expected to close on March 10, 2015, subject to the satisfaction of customary closing conditions.

The foregoing description is qualified in its entirety by reference to the full text of the Underwriting Agreement, which is attached as Exhibit 1.1 to this Current Report on Form 8-K and incorporated in this Item 1.01 by reference.

***Relationships***

As more fully described under the caption **Underwriting** in the Prospectus, the **Underwriter** and its affiliates have, from time to time, performed, and may in the future perform, various financial advisory and investment banking services for the **Company**, for which they received or will receive customary fees and expenses. In particular, an affiliate of Credit Suisse Securities (USA) LLC is a lender under the **Company's** credit facility.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

<b>EXHIBIT</b>	<b>DESCRIPTION</b>
1.1	Underwriting Agreement, dated as of March 5, 2015, by and among Antero Resources Corporation and Credit Suisse Securities (USA) LLC.
5.1	Opinion of Vinson & Elkins L.L.P.
23.1	Consent of Vinson & Elkins L.L.P. (included in Exhibit 5.1).

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**ANTERO RESOURCES CORPORATION**

By: */s/* GLEN C. WARREN, JR.

Glen C. Warren, Jr.  
President and Chief Financial Officer

Dated: March 10, 2015

**EXHIBIT INDEX**

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