

ANTERO RESOURCES Corp  
Form 10-Q  
August 02, 2017  
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UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-Q

(Mark One)

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended June 30, 2017

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from                      to

Commission file number: 001-36120

ANTERO RESOURCES CORPORATION

(Exact name of registrant as specified in its charter)

Delaware  
(State or other jurisdiction of  
incorporation or organization)

80-0162034  
(IRS Employer Identification No.)

1615 Wynkoop Street  
Denver, Colorado  
(Address of principal executive offices)

80202  
(Zip Code)

(303) 357-7310

(Registrant's telephone number, including area code)

Indicate by check mark whether the registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer  
Non-accelerated filer  
(Do not check if a smaller reporting company)

Accelerated filer  
Smaller reporting company

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act)  
Yes No

The registrant had 315,469,893 shares of common stock outstanding as of July 27, 2017.



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CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING STATEMENTS

The information in this report includes “forward-looking statements” within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended (the “Exchange Act”). All statements, other than statements of historical fact included in this Quarterly Report on Form 10-Q, regarding our strategy, future operations, financial position, estimated revenues and losses, projected costs, prospects, plans and objectives of management are forward-looking statements. When used, the words “could,” “believe,” “anticipate,” “intend,” “estimate,” “expect,” “project” and similar expressions are intended to identify forward-looking statements, although not all forward-looking statements contain such identifying words. These forward-looking statements are based on our current expectations and assumptions about future events and are based on currently available information as to the outcome and timing of future events. When considering forward-looking statements, you should keep in mind the risk factors and other cautionary statements described under the heading “Item 1A. Risk Factors” in our Annual Report on Form 10-K for the year ended December 31, 2016 (our “2016 Form 10-K”) on file with the Securities and Exchange Commission (the “SEC”) and in “Item 1A. Risk Factors” of this Quarterly Report on Form 10-Q.

Forward-looking statements may include statements about our:

- business strategy;
- reserves;
- financial strategy, liquidity, and capital required for our development program;
- natural gas, natural gas liquids (“NGLs”), and oil prices;
- timing and amount of future production of natural gas, NGLs, and oil;
- hedging strategy and results;
- ability to meet our minimum volume commitments and to utilize or monetize our firm transportation commitments;
- future drilling plans;
- competition and government regulations;

- pending legal or environmental matters;
  
- marketing of natural gas, NGLs,  
and oil;
  
- leasehold or business acquisitions;
  
- costs of developing our properties;
  
- operations of Antero Midstream, including the operations of its unconsolidated affiliates;
  
- general economic conditions;
  
- credit markets;
  
- uncertainty regarding our future operating results; and
  
- plans, objectives, expectations, and intentions.

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We caution you that these forward-looking statements are subject to all of the risks and uncertainties, most of which are difficult to predict and many of which are beyond our control, incident to the exploration for and development, production, gathering, processing, transportation, and sale of natural gas, NGLs, and oil. These risks include, but are not limited to, commodity price volatility and low commodity prices, inflation, availability of drilling and production equipment and services, environmental risks, drilling and other operating risks, marketing and transportation risks, regulatory changes, the uncertainty inherent in estimating natural gas, NGLs, and oil reserves and in projecting future rates of production, cash flow and access to capital, the timing of development expenditures, and the other risks described under the heading “Item 1A. Risk Factors” in our 2016 Form 10-K on file with the SEC and in “Item 1A. Risk Factors” of this Quarterly Report on Form 10-Q.

Reserve engineering is a process of estimating underground accumulations of natural gas, NGLs, and oil that cannot be measured in an exact manner. The accuracy of any reserve estimate depends on the quality of available data, the interpretation of such data, and the price and cost assumptions made by reservoir engineers. In addition, the results of drilling, testing, and production activities, or changes in commodity prices, may justify revisions of estimates that were made previously. If significant, such revisions would change the schedule of any further production and development drilling. Accordingly, reserve estimates may differ significantly from the quantities of natural gas, NGLs, and oil that are ultimately recovered.

Should one or more of the risks or uncertainties described in this report occur, or should underlying assumptions prove incorrect, our actual results and plans could differ materially from those expressed in any forward-looking statements.

All forward-looking statements, expressed or implied, included in this report are expressly qualified in their entirety by this cautionary statement. This cautionary statement should also be considered in connection with any subsequent written or oral forward-looking statements that we or persons acting on our behalf may issue.

Except as otherwise required by applicable law, we disclaim any duty to update any forward-looking statements, all of which are expressly qualified by the statements in this section, to reflect events or circumstances after the date of this Quarterly Report on Form 10-Q.

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## PART I—FINANCIAL INFORMATION

## ANTERO RESOURCES CORPORATION

## Condensed Consolidated Balance Sheets

December 31, 2016 and June 30, 2017

(Unaudited)

(In thousands, except per share amounts)

	December 31, 2016	June 30, 2017
Assets		
Current assets:		
Cash and cash equivalents	\$ 31,610	40,190
Accounts receivable, net of allowance for doubtful accounts of \$1,195 in 2016 and 2017	29,682	16,494
Accrued revenue	261,960	218,621
Derivative instruments	73,022	452,005
Other current assets	6,313	8,573
Total current assets	402,587	735,883
Property and equipment:		
Natural gas properties, at cost (successful efforts method):		
Unproved properties	2,331,173	2,309,839
Proved properties	9,549,671	10,493,932
Water handling and treatment systems	744,682	840,183
Gathering systems and facilities	1,723,768	1,884,712
Other property and equipment	41,231	48,537
	14,390,525	15,577,203
Less accumulated depletion, depreciation, and amortization	(2,363,778)	(2,767,358)
Property and equipment, net	12,026,747	12,809,845
Derivative instruments	1,731,063	1,600,165
Investments in unconsolidated affiliates	68,299	259,697
Other assets	26,854	36,631
Total assets	\$ 14,255,550	15,442,221
Liabilities and Equity		
Current liabilities:		
Accounts payable	\$ 38,627	51,567
Accrued liabilities	393,803	418,352
Revenue distributions payable	163,989	203,151
Derivative instruments	203,635	3,279
Other current liabilities	17,334	16,711
Total current liabilities	817,388	693,060
Long-term liabilities:		
Long-term debt	4,703,973	5,291,973



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Deferred income tax liability	950,217	1,100,382
Derivative instruments	234	172
Other liabilities	55,160	53,772
Total liabilities	6,526,972	7,139,359
Commitments and contingencies (notes 10 and 13)		
Equity:		
Stockholders' equity:		
Preferred stock, \$0.01 par value; authorized - 50,000 shares; none issued	—	—
Common stock, \$0.01 par value; authorized - 1,000,000 shares; issued and outstanding 314,877 shares and 315,448 shares, respectively	3,149	3,154
Additional paid-in capital	5,299,481	6,435,047
Accumulated earnings	959,995	1,223,259
Total stockholders' equity	6,262,625	7,661,460
Noncontrolling interests in consolidated subsidiary	1,465,953	641,402
Total equity	7,728,578	8,302,862
Total liabilities and equity	\$ 14,255,550	15,442,221

See accompanying notes to condensed consolidated financial statements.

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## ANTERO RESOURCES CORPORATION

## Condensed Consolidated Statements of Operations and Comprehensive Loss

Three Months Ended June 30, 2016 and 2017

(Unaudited)

(In thousands, except per share amounts)

	Three Months Ended June 30,	
	2016	2017
Revenue:		
Natural gas sales	\$ 229,787	454,257
Natural gas liquids sales	94,713	170,819
Oil sales	16,740	26,512
Gathering, compression, water handling and treatment	3,294	3,192
Marketing	90,902	49,968
Commodity derivative fair value gains (losses)	(684,634)	85,641
Total revenue	(249,198)	790,389
Operating expenses:		
Lease operating	12,043	16,992
Gathering, compression, processing, and transportation	206,060	266,747
Production and ad valorem taxes	17,458	22,553
Marketing	125,977	77,421
Exploration	1,109	1,804
Impairment of unproved properties	19,944	15,199
Depletion, depreciation, and amortization	197,362	201,182
Accretion of asset retirement obligations	620	649
General and administrative (including equity-based compensation expense of \$25,816 and \$26,975 in 2016 and 2017, respectively)	60,102	64,099
Total operating expenses	640,675	666,646
Operating income (loss)	(889,873)	123,743
Other income (expenses):		
Equity in earnings of unconsolidated affiliates	484	3,623
Interest	(62,595)	(68,582)
Total other expenses	(62,111)	(64,959)
Income (loss) before income taxes	(951,984)	58,784
Provision for income tax (expense) benefit	376,494	(18,819)
Net income (loss) and comprehensive income (loss) including noncontrolling interests	(575,490)	39,965
Net income and comprehensive income attributable to noncontrolling interests	20,754	45,097
Net loss and comprehensive loss attributable to Antero Resources Corporation	\$ (596,244)	(5,132)
Loss per common share—basic	\$ (2.12)	(0.02)

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Loss per common share—assuming dilution	\$ (2.12)	(0.02)
Weighted average number of shares outstanding:		
Basic	281,786	315,401
Diluted	281,786	315,401

See accompanying notes to condensed consolidated financial statements.

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## ANTERO RESOURCES CORPORATION

## Condensed Consolidated Statements of Operations and Comprehensive Income (Loss)

Six Months Ended June 30, 2016 and 2017

(Unaudited)

(In thousands, except per share amounts)

	Six Months Ended June 30,	
	2016	2017
Revenue and other:		
Natural gas sales	484,563	920,921
Natural gas liquids sales	167,778	365,471
Oil sales	26,919	53,472
Gathering, compression, water handling and treatment	7,138	5,796
Marketing	190,118	115,892
Commodity derivative fair value gains (losses)	(404,710)	524,416
Total revenue and other	471,806	1,985,968
Operating expenses:		
Lease operating	23,336	32,543
Gathering, compression, processing, and transportation	414,798	533,576
Production and ad valorem taxes	36,742	47,346
Marketing	263,910	167,414
Exploration	2,123	3,911
Impairment of unproved properties	35,470	42,098
Depletion, depreciation, and amortization	388,944	403,911
Accretion of asset retirement obligations	1,218	1,286
General and administrative (including equity-based compensation expense of \$49,286 and \$52,478 in 2016 and 2017, respectively)	116,389	128,797
Total operating expenses	1,282,930	1,360,882
Operating income (loss)	(811,124)	625,086
Other income (expenses):		
Equity in earnings of unconsolidated affiliates	484	5,854
Interest	(125,879)	(135,252)
Total other expenses	(125,395)	(129,398)
Income (loss) before income taxes	(936,519)	495,688
Provision for income tax (expense) benefit	371,679	(150,165)
Net income (loss) and comprehensive income (loss) including noncontrolling interests	(564,840)	345,523
Net income and comprehensive income attributable to noncontrolling interests	36,459	82,259
Net income (loss) and comprehensive income (loss) attributable to Antero Resources Corporation	(601,299)	263,264

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Earnings (loss) per common share—basic	\$ (2.15)	0.84
Earnings (loss) per common share—assuming dilution	\$ (2.15)	0.83
Weighted average number of shares outstanding:		
Basic	279,418	315,179
Diluted	279,418	315,927

See accompanying notes to condensed consolidated financial statements.

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## ANTERO RESOURCES CORPORATION

## Condensed Consolidated Statements of Equity

Six Months Ended June 30, 2017

(Unaudited)

(In thousands)

	Common Stock Shares	Common Stock Amount	Additional paid- in capital	Accumulated earnings	Noncontrolling interests	Total equity
Balances, December 31, 2016	314,877	\$ 3,149	5,299,481	959,995	1,465,953	7,728,578
Issuance of common stock upon vesting of equity-based compensation awards, net of shares withheld for income taxes	571	5	(7,506)	—	—	(7,501)
Issuance of common units by Antero Midstream Partners LP, net of underwriter discounts and offering costs	—	—	—	—	246,585	246,585
Issuance of common units in Antero Midstream Partners LP upon vesting of equity-based compensation awards, net of units withheld for income taxes	—	—	(1,559)	—	627	(932)
Equity-based compensation	—	—	47,897	—	4,581	52,478
Net income and comprehensive income	—	—	—	263,264	82,259	345,523
Effects of changes in ownership interests in consolidated subsidiaries	—	—	1,096,734	—	(1,096,734)	—
	—	—	—	—	(61,869)	(61,869)

Distributions to  
noncontrolling  
interests

Balances, June 30,  
2017

315,448	\$ 3,154	6,435,047	1,223,259	641,402	8,302,862
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See accompanying notes to condensed consolidated financial statements.

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## ANTERO RESOURCES CORPORATION

## Condensed Consolidated Statements of Cash Flows

Six Months Ended June 30, 2016 and 2017

(Unaudited)

(In thousands)

	Six Months Ended June 30,	
	2016	2017
Cash flows from operating activities:		
Net income (loss) including noncontrolling interests	\$ (564,840)	345,523
Adjustment to reconcile net income (loss) to net cash provided by operating activities:		
Depletion, depreciation, amortization, and accretion	390,162	405,197
Impairment of unproved properties	35,470	42,098
Derivative fair value (gains) losses	404,710	(524,416)
Gains on settled derivatives	616,848	75,913
Deferred income tax expense (benefit)	(371,679)	150,165
Equity-based compensation expense	49,286	52,478
Equity in earnings of unconsolidated affiliates	(484)	(5,854)
Distributions of earnings from unconsolidated affiliates	—	5,820
Other	621	472
Changes in current assets and liabilities:		
Accounts receivable	7,798	13,188
Accrued revenue	(5,237)	43,339
Other current assets	1,559	(2,385)
Accounts payable	13,223	2,072
Accrued liabilities	(3,362)	4,204
Revenue distributions payable	5,105	39,162
Other current liabilities	(474)	610
Net cash provided by operating activities	578,706	647,586
Cash flows used in investing activities:		
Additions to proved properties	—	(179,318)
Additions to unproved properties	(58,195)	(129,876)
Drilling and completion costs	(709,974)	(629,308)
Additions to water handling and treatment systems	(78,625)	(95,451)
Additions to gathering systems and facilities	(97,300)	(155,365)
Additions to other property and equipment	(1,296)	(6,564)
Investments in unconsolidated affiliates	(45,044)	(191,364)
Change in other assets	(47,925)	(12,452)
Other	—	2,156
Net cash used in investing activities	(1,038,359)	(1,397,542)
Cash flows from financing activities:		
Issuance of common stock	752,599	—
Issuance of common units by Antero Midstream Partners LP	—	246,585



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Proceeds from sale of common units of Antero Midstream Partners LP held by Antero Resources Corporation	178,000	—
Borrowings (repayments) on bank credit facilities, net	(427,000)	585,000
Payments of deferred financing costs	(96)	—
Distributions to noncontrolling interests in consolidated subsidiary	(31,681)	(61,869)
Employee tax withholding for settlement of equity compensation awards	(4,819)	(8,433)
Other	(2,572)	(2,747)
Net cash provided by financing activities	464,431	758,536
Net increase in cash and cash equivalents	4,778	8,580
Cash and cash equivalents, beginning of period	23,473	31,610
Cash and cash equivalents, end of period	\$ 28,251	40,190
Supplemental disclosure of cash flow information:		
Cash paid during the period for interest	\$ 121,128	125,284
Supplemental disclosure of noncash investing activities:		
Increase (decrease) in accounts payable and accrued liabilities for additions to property and equipment	\$ (155,671)	31,182

See accompanying notes to condensed consolidated financial statements.

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(1) Organization

Antero Resources Corporation (individually referred to as “Antero” or the “Parent”) and its consolidated subsidiaries (collectively referred to as the “Company”) are engaged in the exploration, development, and acquisition of natural gas, NGLs, and oil properties in the Appalachian Basin in West Virginia, Ohio, and Pennsylvania. The Company targets large, repeatable resource plays where horizontal drilling and advanced fracture stimulation technologies provide the means to economically develop and produce natural gas, NGLs, and oil from unconventional formations. Through its consolidated subsidiary, Antero Midstream Partners LP, a publicly-traded limited partnership (“Antero Midstream” or the “Partnership”), the Company has water handling and treatment operations and midstream operations in the Appalachian Basin. The Company’s corporate headquarters are located in Denver, Colorado.

(2) Summary of Significant Accounting Policies

(a) Basis of Presentation

These condensed consolidated financial statements have been prepared pursuant to the rules and regulations of the SEC applicable to interim financial information and should be read in the context of the December 31, 2016 consolidated financial statements and notes thereto for a more complete understanding of the Company’s operations, financial position, and accounting policies. The December 31, 2016 consolidated financial statements have been filed with the SEC in the Company’s 2016 Form 10-K.

The accompanying unaudited condensed consolidated financial statements of the Company have been prepared in accordance with accounting principles generally accepted in the United States (“GAAP”) for interim financial information, and, accordingly, do not include all of the information and footnotes required by GAAP for complete consolidated financial statements. In the opinion of management, the accompanying unaudited condensed consolidated financial statements include all adjustments (consisting of normal and recurring accruals) considered necessary to present fairly the Company’s financial position as of December 31, 2016 and June 30, 2017, the results of its operations for the three and six months ended June 30, 2016 and 2017, and its cash flows for the six months ended June 30, 2016 and 2017. The Company has no items of other comprehensive income or loss; therefore, its net income or loss is identical to its comprehensive income or loss. Operating results for the period ended June 30, 2017 are not necessarily indicative of the results that may be expected for the full year because of the impact of fluctuations in prices received for natural gas, NGLs, and oil, natural production declines, the uncertainty of exploration and development drilling results, fluctuations in the fair value of derivative instruments, and other factors. The Company’s statement of cash flows for the six months ended June 30, 2016 includes reclassifications within current liabilities that were made to conform to the six months ended June 30, 2017 presentation.

The Company’s exploration and production activities are accounted for under the successful efforts method.

As of the date these financial statements were filed with the SEC, the Company completed its evaluation of potential subsequent events for disclosure and no items requiring disclosure were identified.

(b) Principles of Consolidation

The accompanying condensed consolidated financial statements include the accounts of Antero, its wholly-owned subsidiaries, any entities in which the Company owns a controlling interest, and variable interest entities (“VIEs”) for which the Company is the primary beneficiary.

We have determined that Antero Midstream is a VIE for which Antero is the primary beneficiary. Therefore, Antero Midstream’s accounts are included in the Company’s condensed consolidated financial statements. Antero is the primary beneficiary of Antero Midstream based on its power to direct the activities that most significantly impact Antero Midstream’s economic performance, and its obligation to absorb losses or right to receive benefits of Antero Midstream that could be significant to the Partnership.

Antero Midstream was formed to own, operate, and develop midstream energy assets to service Antero’s production under long-term service contracts. Antero owned 58.4% of the outstanding limited partner interests in Antero Midstream at June 30, 2017. Antero Midstream GP LP (“AMGP”) indirectly controls the general partnership interest in Antero Midstream as well as Antero IDR Holdings LLC (“IDR LLC”), which owns the incentive distribution rights in Antero Midstream. AMGP has not provided, and is not expected to provide, financial support to Antero Midstream. Antero’s officers and management group also act as management of Antero Midstream and AMGP.

Antero and Antero Midstream have contracts with 20-year initial terms and automatic renewal provisions, whereby Antero has dedicated the rights for gathering and compression, and water delivery and handling, services to Antero Midstream on a fixed-fee

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basis. Such dedications cover a substantial portion of Antero's current acreage and future acquired acreage, in each case, except for acreage that was already dedicated to other parties prior to entering into the service contracts or that was acquired subject to a pre-existing dedication. The contracts call for Antero to present, in advance, its drilling and completion plans in order for Antero Midstream to develop gathering and compression, water delivery and handling, and gas processing assets to service Antero's operations. Consequently, the drilling and completion capital investment decisions made by Antero control the development and operation of all of Antero Midstream's assets. Because of these contractual obligations and the capital requirements related to these obligations, Antero Midstream has and, for the foreseeable future, will devote substantially all of its resources to servicing Antero's operations. Additionally, revenues from Antero provide substantially all of Antero Midstream's financial support and, therefore, its ability to finance its operations. As a result of the long-term contractual commitment to support Antero's substantial growth plans, Antero Midstream will be practically and physically constrained from providing any substantive amount of services to third-parties. Therefore, Antero controls the activities that most significantly impact Antero Midstream's economic performance. Antero does not control AMGP and does not have any investment in AMGP.

All significant intercompany accounts and transactions have been eliminated in the Company's condensed consolidated financial statements. Noncontrolling interest in the Company's condensed consolidated financial statements represents the interests in Antero Midstream which are owned by the public and the holder of Antero Midstream's incentive distribution rights. Noncontrolling interests in consolidated subsidiaries is included as a component of equity in the Company's condensed consolidated balance sheets.

Investments in entities for which the Company exercises significant influence, but not control, are accounted for under the equity method. Such investments are included in Investments in unconsolidated affiliates on the Company's condensed consolidated balance sheets. Income from equity method investees is included in Equity in earnings of unconsolidated affiliates on the Company's condensed consolidated statements of operations and cash flows.

(c)Use of Estimates

The preparation of condensed consolidated financial statements in conformity with GAAP requires that management formulate estimates and assumptions which affect revenues, expenses, assets, and liabilities, and the disclosure of contingent assets and liabilities. Changes in facts and circumstances or discovery of new information may result in revised estimates, and actual results could differ from those estimates.

The Company's condensed consolidated financial statements are based on a number of significant estimates including estimates of natural gas, NGLs, and oil reserve quantities, which are the basis for the calculation of depletion and impairment of oil and gas properties. Reserve estimates, by their nature, are inherently imprecise. Other items in the Company's condensed consolidated financial statements which involve the use of significant estimates include derivative assets and liabilities, accrued revenue, deferred income taxes, equity-based compensation, asset retirement obligations, depreciation, amortization, and commitments and contingencies.

(d)Risks and Uncertainties

Historically, the markets for natural gas, NGLs, and oil have experienced significant price fluctuations. Price fluctuations can result from variations in weather, levels of production, availability of transportation capacity to other regions of the country, and various other factors. Increases or decreases in the prices the Company receives for its production could have a significant impact on the Company's future results of operations and reserve quantities.

(e)Derivative Financial Instruments

In order to manage its exposure to natural gas, NGLs, and oil price volatility, the Company enters into derivative transactions from time to time, which may include commodity swap agreements, basis swap agreements, collar agreements, and other similar agreements related to the price risk associated with the Company's production. To the extent legal right of offset exists with a counterparty, the Company reports derivative assets and liabilities on a net basis. The Company has exposure to credit risk to the extent that the counterparty is unable to satisfy its settlement obligations. The Company actively monitors the creditworthiness of counterparties and assesses the impact, if any, on its derivative position.

The Company records derivative instruments on the condensed consolidated balance sheets as either assets or liabilities measured at fair value and records changes in the fair value of derivatives in current earnings as they occur. Changes in the fair value of commodity derivatives, including gains or losses on settled derivatives, are classified as revenues on the Company's condensed consolidated statements of operations. The Company's derivatives have not been designated as hedges for accounting purposes.

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## (f) Industry Segments and Geographic Information

Management has evaluated how the Company is organized and managed and has identified the following segments: (1) the exploration, development, and production of natural gas, NGLs, and oil; (2) gathering and processing; (3) water handling and treatment; and (4) marketing of excess firm transportation capacity.

All of the Company's assets are located in the United States and substantially all of its production revenues are attributable to customers located in the United States.

## (g) Earnings (Loss) per Common Share

Earnings (loss) per common share—basic for each period is computed by dividing net income (loss) attributable to Antero by the basic weighted average number of shares outstanding during the period. Earnings (loss) per common share—assuming dilution for each period is computed after giving consideration to the potential dilution from outstanding equity awards, calculated using the treasury stock method. The Company includes performance share unit awards in the calculation of diluted weighted average shares outstanding based on the number of common shares that would be issuable if the end of the period was also the end of the performance period required for the vesting of such awards. During periods in which the Company incurs a net loss, diluted weighted average shares outstanding are equal to basic weighted average shares outstanding because the effect of all equity awards is antidilutive. The following is a reconciliation of the Company's basic weighted average shares outstanding to diluted weighted average shares outstanding during the periods presented (in thousands):

	Three Months Ended June 30,		Six Months Ended June 30,	
	2016	2017	2016	2017
Basic weighted average number of shares outstanding	281,786	315,401	279,418	315,179
Add: Dilutive effect of non-vested restricted stock units	—	—	—	710
Add: Dilutive effect of outstanding stock options	—	—	—	—
Add: Dilutive effect of performance stock units	—	—	—	38
Diluted weighted average number of shares outstanding	281,786	315,401	279,418	315,927
Weighted average number of outstanding equity awards excluded from calculation of diluted earnings per common share(1):				
Non-vested restricted stock and restricted stock units	6,982	5,105	6,862	1,596
Outstanding stock options	706	679	713	681
Performance stock units	724	1,213	471	896

(1) The potential dilutive effects of these awards were excluded from the computation of earnings (loss) per common share—assuming dilution because the inclusion of these awards would have been anti-dilutive. When the Company incurs a net loss, all outstanding equity awards are excluded from the calculation of diluted loss per common share because the inclusion of such awards would be anti-dilutive.

(h)Cash and Cash Equivalents

The Company considers all liquid investments purchased with an initial maturity of three months or less to be cash equivalents. The carrying value of cash and cash equivalents approximates fair value due to the short term nature of these instruments. From time to time, the Company may be in the position of a “book overdraft” in which outstanding checks exceed cash and cash equivalents. The Company classifies book overdrafts within accounts payable within its condensed consolidated balance sheets, and classifies the change in accounts payable associated with book overdrafts as an operating activity within its condensed consolidated statements of cash flows.

(i)Income Taxes

For the three and six months ended June 30, 2016, the Company’s overall effective tax rate was different than the statutory rate of 35% primarily due to the effects of noncontrolling interest income and state tax rates.

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For the three and six months ended June 30, 2017, the Company's overall effective tax rate was different than the statutory rate of 35% primarily due to the effects of noncontrolling interest income, state tax rates, and permanent differences on vested equity compensation awards.

(3)Antero Midstream Partners LP

In 2014, the Company formed Antero Midstream to own, operate, and develop midstream energy assets that service Antero's production. Antero Midstream's assets consist of gathering systems and facilities, and water handling and treatment facilities, through which it provides services to Antero under long-term, fixed-fee contracts. AMGP indirectly owns the general partnership interest in Antero Midstream as well as IDR LLC, which owns the incentive distribution rights in Antero Midstream. Antero Midstream is an unrestricted subsidiary as defined by Antero's senior secured revolving bank credit facility (the "Credit Facility"). As an unrestricted subsidiary, Antero Midstream and its subsidiaries are not guarantors of Antero's obligations, and Antero is not a guarantor of Antero Midstream's obligations (see Note 12).

In connection with Antero's contribution of its water handling and treatment assets to Antero Midstream in September 2015, Antero Midstream agreed to pay Antero (a) \$125 million in cash if Antero Midstream delivers 176,295,000 barrels or more of fresh water during the period between January 1, 2017 and December 31, 2019 and (b) an additional \$125 million in cash if Antero Midstream delivers 219,200,000 barrels or more of fresh water during the period between January 1, 2018 and December 31, 2020.

The Partnership has an Equity Distribution Agreement (the "Distribution Agreement") pursuant to which the Partnership may sell, from time to time through brokers acting as its sales agents, common units representing limited partner interests having an aggregate offering price of up to \$250 million. Sales of the common units are made by means of ordinary brokers' transactions on the New York Stock Exchange, at market prices, in block transactions, or as otherwise agreed to between Antero Midstream and the sales agents. Proceeds are used for general partnership purposes, which may include repayment of indebtedness and funding working capital or capital expenditures. The Partnership is under no obligation to offer and sell common units under the Distribution Agreement.

During the six months ended June 30, 2017, the Partnership issued and sold 700,031 common units under the Distribution Agreement, resulting in net proceeds of \$23.1 million after deducting commissions and other offering costs. As of June 30, 2017, Antero Midstream had the capacity to issue additional common units under the Distribution Agreement up to an aggregate sales price of \$159.9 million.

On May 26, 2016, Antero Midstream purchased a 15% equity interest in a regional gathering pipeline. This investment is accounted for under the equity method, and had a balance of \$67.6 million at June 30, 2017. Antero Midstream's equity share of the pipeline's earnings was \$5.1 million during the six months ended June 30, 2017.



On February 6, 2017, Antero Midstream formed a joint venture (the “Joint Venture”) to develop processing assets in Appalachia with MarkWest Energy Partners, L.P. (“MarkWest”), a wholly owned subsidiary of MPLX, L.P. Antero Midstream and MarkWest each own a 50% interest in the Joint Venture and MarkWest operates the Joint Venture assets. The Joint Venture assets consist of processing plants in West Virginia and a one-third interest in a recently commissioned MarkWest fractionator in Ohio. The Joint Venture is accounted for under the equity method, and had a balance of \$192.1 million at June 30, 2017. Antero Midstream’s equity share of the Joint Venture’s earnings was \$0.8 million during the six months ended June 30, 2017.

In conjunction with the formation of the Joint Venture, on February 10, 2017 Antero Midstream issued 6,900,000 common units, including common units issued pursuant to the underwriters’ option to purchase additional common units, generating net proceeds of approximately \$223 million. Antero Midstream used the net proceeds to fund the initial contribution to the Joint Venture, repay outstanding borrowings under its credit facility, and for general partnership purposes.

Antero owned approximately 60.9% and 58.4% of the limited partner interests of Antero Midstream at December 31, 2016 and June 30, 2017, respectively.

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## (4)Accrued Liabilities

Accrued liabilities as of December 31, 2016 and June 30, 2017 consisted of the following items (in thousands):

	December 31, 2016	June 30, 2017
Capital expenditures	\$ 159,811	173,981
Gathering, compression, processing, and transportation expenses	75,223	83,474
Marketing expenses	52,822	30,123
Interest expense	35,533	45,628
Other	70,414	85,146
	\$ 393,803	418,352

## (5)Long-Term Debt

Long-term debt was as follows at December 31, 2016 and June 30, 2017 (in thousands):

	December 31, 2016	June 30, 2017
Antero:		
Bank credit facility(a)	\$ 440,000	930,000
5.375% senior notes due 2021(b)	1,000,000	1,000,000
5.125% senior notes due 2022(c)	1,100,000	1,100,000
5.625% senior notes due 2023(d)	750,000	750,000
5.00% senior notes due 2025(e)	600,000	600,000
Net unamortized premium	1,749	1,655
Net unamortized debt issuance costs	(37,690)	(35,131)
Antero Midstream:		
Bank credit facility(g)	210,000	305,000
5.375% senior notes due 2024(h)	650,000	650,000
Net unamortized debt issuance costs	(10,086)	(9,551)
	\$ 4,703,973	5,291,973

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Antero Resources Corporation

(a)Senior Secured Revolving Credit Facility

Antero's Credit Facility is with a consortium of bank lenders. Borrowings under the Credit Facility are subject to borrowing base limitations based on the collateral value of Antero's assets and are subject to regular semiannual redeterminations. At June 30, 2017, the borrowing base was \$4.75 billion and lender commitments were \$4.0 billion. The next redetermination of the borrowing base is scheduled to occur in October 2017. The maturity date of the Credit Facility is May 5, 2019.

The Credit Facility is ratably secured by mortgages on substantially all of Antero's properties and guarantees from Antero's restricted subsidiaries, as applicable. The Credit Facility contains certain covenants, including restrictions on indebtedness and dividends, and requirements with respect to working capital and interest coverage ratios. Interest is payable at a variable rate based on LIBOR or the prime rate, determined by Antero's election at the time of borrowing. Antero was in compliance with all of the financial covenants under the Credit Facility as of December 31, 2016 and June 30, 2017.

As of June 30, 2017, Antero had a total outstanding balance under the Credit Facility of \$930 million, with a weighted average interest rate of 2.99%, and outstanding letters of credit of \$706 million. As of December 31, 2016, Antero had an outstanding balance under the Credit Facility of \$440 million, with a weighted average interest rate of 2.44%, and outstanding letters of credit of \$710 million. Commitment fees on the unused portion of the Credit Facility are due quarterly at rates ranging from 0.375% to 0.50% of the unused portion based on utilization.

(b)5.375% Senior Notes Due 2021

On November 5, 2013, Antero issued \$1 billion of 5.375% senior notes due November 21, 2021 (the "2021 notes") at par. The 2021 notes are unsecured and effectively subordinated to the Credit Facility to the extent of the value of the collateral securing the

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Credit Facility. The 2021 notes rank pari passu to Antero's other outstanding senior notes. The 2021 notes are guaranteed on a full and unconditional and joint and several senior unsecured basis by Antero's wholly-owned subsidiaries and certain of its future restricted subsidiaries. Interest on the 2021 notes is payable on May 1 and November 1 of each year. Antero may redeem all or part of the 2021 notes at any time at redemption prices ranging from 104.031% currently to 100.00% on or after November 1, 2019. If Antero undergoes a change of control, the holders of the 2021 notes will have the right to require Antero to repurchase all or a portion of the notes at a price equal to 101% of the principal amount of the 2021 notes, plus accrued and unpaid interest.

(c) 5.125% Senior Notes Due 2022

On May 6, 2014, Antero issued \$600 million of 5.125% senior notes due December 1, 2022 (the "2022 notes") at par. On September 18, 2014, Antero issued an additional \$500 million of the 2022 notes at 100.5% of par. The 2022 notes are unsecured and effectively subordinated to the Credit Facility to the extent of the value of the collateral securing the Credit Facility. The 2022 notes rank pari passu to Antero's other outstanding senior notes. The 2022 notes are guaranteed on a full and unconditional and joint and several senior unsecured basis by Antero's wholly-owned subsidiaries and certain of its future restricted subsidiaries. Interest on the 2022 notes is payable on June 1 and December 1 of each year. Antero may redeem all or part of the 2022 notes at any time at redemption prices ranging from 103.844% currently to 100.00% on or after June 1, 2020. If Antero undergoes a change of control, the holders of the 2022 notes will have the right to require Antero to repurchase all or a portion of the notes at a price equal to 101% of the principal amount of the 2022 notes, plus accrued and unpaid interest.

(d) 5.625% Senior Notes Due 2023

On March 17, 2015, Antero issued \$750 million of 5.625% senior notes due June 1, 2023 (the "2023 notes") at par. The 2023 notes are unsecured and effectively subordinated to the Credit Facility to the extent of the value of the collateral securing the Credit Facility. The 2023 notes rank pari passu to Antero's other outstanding senior notes. The 2023 notes are guaranteed on a full and unconditional and joint and several senior unsecured basis by Antero's wholly-owned subsidiaries and certain of its future restricted subsidiaries. Interest on the 2023 notes is payable on June 1 and December 1 of each year. Antero may redeem all or part of the 2023 notes at any time on or after June 1, 2018 at redemption prices ranging from 104.219% on or after June 1, 2018 to 100.00% on or after June 1, 2021. In addition, on or before June 1, 2018, Antero may redeem up to 35% of the aggregate principal amount of the 2023 notes with the net cash proceeds of certain equity offerings, if certain conditions are met, at a redemption price of 105.625% of the principal amount of the 2023 notes, plus accrued and unpaid interest. At any time prior to June 1, 2018, Antero may also redeem the 2023 notes, in whole or in part, at a price equal to 100% of the principal amount of the 2023 notes plus a "make-whole" premium and accrued and unpaid interest. If Antero undergoes a change of control, the holders of the 2023 notes will have the right to require Antero to repurchase all or a portion of the notes at a price equal to 101% of the principal amount of the 2023 notes, plus accrued and unpaid interest.

(e) 5.00% Senior Notes Due 2025

On December 21, 2016, Antero issued \$600 million of 5.00% senior notes due March 1, 2025 (the “2025 notes”) at par. The 2025 notes are unsecured and effectively subordinated to the Credit Facility to the extent of the value of the collateral securing the Credit Facility. The 2025 notes rank pari passu to Antero’s other outstanding senior notes. The 2025 notes are guaranteed on a full and unconditional and joint and several senior unsecured basis by Antero’s wholly-owned subsidiaries and certain of its future restricted subsidiaries. Interest on the 2025 notes is payable on March 1 and September 1 of each year. Antero may redeem all or part of the 2025 notes at any time on or after March 1, 2020 at redemption prices ranging from 103.750% on or after March 1, 2020 to 100.00% on or after March 1, 2023. In addition, on or before March 1, 2020, Antero may redeem up to 35% of the aggregate principal amount of the 2025 notes with the net cash proceeds of certain equity offerings, if certain conditions are met, at a redemption price of 105.00% of the principal amount of the 2025 notes, plus accrued and unpaid interest. At any time prior to March 1, 2020, Antero may also redeem the 2025 notes, in whole or in part, at a price equal to 100% of the principal amount of the 2025 notes plus a “make-whole” premium and accrued and unpaid interest. If Antero undergoes a change of control, the holders of the 2025 notes will have the right to require Antero to repurchase all or a portion of the notes at a price equal to 101% of the principal amount of the 2025 notes, plus accrued and unpaid interest.

(f)Treasury Management Facility

Antero has a stand-alone revolving note with a lender under the Credit Facility which provides for up to \$25 million of cash management obligations in order to facilitate Antero’s daily treasury management. Borrowings under the revolving note are secured by the collateral for the Credit Facility. Borrowings under the revolving note bear interest at the lender’s prime rate plus 1.0%. The note matures on May 1, 2018. At December 31, 2016 and June 30, 2017, there were no outstanding borrowings under this note.

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Antero Midstream Partners LP

(g)Senior Secured Revolving Credit Facility – Antero Midstream

Antero Midstream has a secured revolving credit facility (the “Midstream Facility”) with a syndicate of bank lenders. At June 30, 2017, lender commitments were \$1.5 billion. The maturity date of the Midstream Facility is November 10, 2019.

The Midstream Facility is ratably secured by mortgages on substantially all of the properties of Antero Midstream and guarantees from its restricted subsidiaries, as applicable. The Midstream Facility contains certain covenants, including restrictions on indebtedness and certain distributions to owners, and requirements with respect to leverage and interest coverage ratios. Interest is payable at a variable rate based on LIBOR or the prime rate, determined by election at the time of borrowing. Antero Midstream was in compliance with all of the financial covenants under the Midstream Facility as of December 31, 2016 and June 30, 2017.

As of June 30, 2017, Antero Midstream had an outstanding balance under the Midstream Facility of \$305 million with a weighted average interest rate of 2.62%. As of December 31, 2016, Antero Midstream had a total outstanding balance under the Midstream Facility of \$210 million with a weighted average interest rate of 2.23%. Commitment fees on the unused portion of the Midstream Facility are due quarterly at rates ranging from 0.25% to 0.375% of the unused portion based on utilization.

(h)5.375% Senior Notes Due 2024 – Antero Midstream

On September 13, 2016, Antero Midstream and its wholly-owned subsidiary, Antero Midstream Finance Corporation (“Midstream Finance Corp.”) as co-issuers, issued \$650 million in aggregate principal amount of 5.375% senior notes due September 15, 2024 (the “2024 Midstream notes”) at par. The 2024 Midstream notes are unsecured and effectively subordinated to the Midstream Facility to the extent of the value of the collateral securing the Midstream Facility. The 2024 Midstream notes are guaranteed on a full and unconditional and joint and several senior unsecured basis by Antero Midstream’s wholly-owned subsidiaries, excluding Midstream Finance Corp., and certain of Antero Midstream’s future restricted subsidiaries. Interest on the 2024 Midstream notes is payable on March 15 and September 15 of each year. Antero Midstream may redeem all or part of the 2024 Midstream notes at any time on or after September 15, 2019 at redemption prices ranging from 104.031% on or after September 15, 2019 to 100.00% on or after September 15, 2022. In addition, prior to September 15, 2019, Antero Midstream may redeem up to 35% of the aggregate principal amount of the 2024 Midstream notes with an amount of cash not greater than the net cash proceeds of certain equity offerings, if certain conditions are met, at a redemption price of 105.375% of the principal amount of the 2024 Midstream notes, plus accrued and unpaid interest. At any time prior to September 15, 2019, Antero Midstream may also redeem the 2024 Midstream notes, in whole or in part, at a price equal to 100% of the principal amount of the 2024 Midstream notes plus a “make-whole” premium and accrued and unpaid interest. If Antero Midstream undergoes a change of control, the holders of the 2024 Midstream notes will have the right to require Antero Midstream to repurchase all or a portion of the notes at a price equal to 101% of the principal amount of the 2024 Midstream notes, plus accrued and unpaid interest.

(6)Asset Retirement Obligations

The following is a reconciliation of the Company’s asset retirement obligations for the six months ended June 30, 2017 (in thousands):

Asset retirement obligations—December 31, 2016	\$ 32,736
Obligations incurred for wells drilled and producing properties acquired	2,824
Accretion expense	1,286
Asset retirement obligations—June 30, 2017	\$ 36,846

Asset retirement obligations are included in Other liabilities on the Company’s condensed consolidated balance sheets.

(7)Equity-Based Compensation

Antero is authorized to grant up to 16,906,500 shares of common stock to employees and directors of the Company under the Antero Resources Corporation Long-Term Incentive Plan (the “Plan”). The Plan allows equity-based compensation awards to be granted in a variety of forms, including stock options, stock appreciation rights, restricted stock awards, restricted stock unit awards, dividend equivalent awards, and other types of awards. The terms and conditions of the awards granted are established by the

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Compensation Committee of Antero's Board of Directors. A total of 7,645,937 shares were available for future grant under the Plan as of June 30, 2017.

Antero Midstream is authorized to grant up to 10,000,000 common units representing limited partner interests in Antero Midstream under the Antero Midstream Partners LP Long-Term Incentive Plan (the "Midstream Plan") to non-employee directors of AMP GP and certain officers, employees, and consultants of Antero Midstream and its affiliates (which include Antero). A total of 7,667,042 common units were available for future grant under the Midstream Plan as of June 30, 2017.

The Company's equity-based compensation expense, by type of award, was as follows for the three and six months ended June 30, 2016 and 2017 (in thousands):

	Three Months Ended		Six Months Ended	
	June 30, 2016	2017	June 30, 2016	2017
Restricted stock unit awards	\$ 18,146	18,681	35,613	36,906
Stock options	641	616	1,301	1,236
Performance share unit awards	2,466	2,748	3,349	4,883
Antero Midstream phantom unit awards	4,013	4,443	8,001	8,486
Equity awards issued to directors	550	487	1,022	967
Total expense	\$ 25,816	26,975	49,286	52,478

## Restricted Stock Unit Awards

Restricted stock unit awards vest subject to the satisfaction of service requirements. Expense related to each restricted stock unit award is recognized on a straight-line basis over the requisite service period of the entire award. Forfeitures are accounted for as they occur by reversing the expense previously recognized for awards that were forfeited during the period. The grant date fair values of these awards are determined based on the closing price of the Company's common stock on the date of the grant.

A summary of restricted stock unit awards activity for the six months ended June 30, 2017 is as follows:

	Number of shares	Weighted average grant date fair value	Aggregate intrinsic value (in thousands)
Total awarded and unvested—December 31, 2016	5,353,447	\$ 31.77	\$ 126,609
Granted	757,694	\$ 22.23	
Vested	(826,675)	\$ 44.32	
Forfeited	(195,400)	\$ 23.96	



Total awarded and unvested—June 30, 2017	5,089,066	\$ 28.56	\$ 109,975
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Intrinsic values are based on the closing price of the Company's stock on the referenced dates. As of June 30, 2017, there was \$105.6 million of unamortized equity-based compensation expense related to unvested restricted stock units. That expense is expected to be recognized over a weighted average period of approximately 1.9 years.

### Stock Options

Stock options granted under the Plan vest over periods from one to four years and have a maximum contractual life of 10 years. Expense related to stock options is recognized on a straight-line basis over the requisite service period of the entire award. Forfeitures are accounted for as they occur by reversing the expense previously recognized for awards that were forfeited during the period.

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Stock options are granted with an exercise price equal to or greater than the market price of the Company's common stock on the date of grant.

A summary of stock option activity for the six months ended June 30, 2017 is as follows:

	Stock options	Weighted average exercise price	Weighted average remaining contractual life	Intrinsic value (in thousands)
Outstanding at December 31, 2016	687,929	\$ 50.46	8.12	\$ —
Granted	—	\$ —		
Exercised	—	\$ —		
Forfeited	(10,458)	\$ 50.00		
Expired	—	\$ —		
Outstanding at June 30, 2017	677,471	\$ 50.47	7.61	\$ —
Vested or expected to vest as of June 30, 2017	677,471	\$ 50.47	7.61	\$ —
Exercisable at June 30, 2017	364,855	\$ 50.70	7.52	\$ —

Intrinsic values are based on the exercise price of the options and the closing price of the Company's stock on the referenced dates. As of June 30, 2017, there was \$4.0 million of unamortized equity-based compensation expense related to unvested stock options. That expense is expected to be recognized over a weighted average period of approximately 1.8 years.

## Performance Share Unit Awards

## Performance Share Unit Awards Based on Price Targets

In 2016, the Company granted performance share unit awards ("PSUs") to certain of its executive officers that are based on price targets. The vesting of these PSUs is conditioned on the closing price of the Company's common stock achieving specific price thresholds over 10-day periods, subject to the following vesting restrictions: no PSUs may vest before the first anniversary of the grant date; no more than one-third of the PSUs may vest before the second anniversary of the grant date; and no more than two-thirds of the PSUs may vest before the third anniversary of the grant date. Any PSUs which have not vested by the fifth anniversary of the grant date will expire. Expense related to these PSUs is recognized on a graded basis over three years.

## Performance Share Unit Awards Based on Total Shareholder Return

In 2016 and 2017, the Company also granted PSUs to certain of its employees and executive officers which vest based on the total shareholder return (“TSR”) of the Company’s common stock relative to the TSR of a peer group of companies over a three-year performance period. The number of performance shares which may ultimately be earned ranges from zero to 200% of the PSUs granted. Expense related to these PSUs is recognized on a straight-line basis over three years.

Summary Information for Performance Share Unit Awards

A summary of PSU activity for the six months ended June 30, 2017 is as follows:

	Number of units	Weighted average grant date fair value
Total awarded and unvested—December 31, 2016	785,301	\$ 29.75
Granted	558,021	\$ 26.21
Vested	(41,666)	\$ 27.38
Forfeited	(8,623)	\$ 29.86
Total awarded and unvested—June 30, 2017	1,293,033	\$ 28.30

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The following table present information regarding the weighted average fair value for PSUs granted during the six months ended June 30, 2017 and the assumptions used to determine the fair values.

	Six Months Ended June 30, 2017	
Dividend yield	—	%
Volatility	42	%
Risk-free interest rate	1.40	%
Weighted average fair value of awards granted	\$ 26.21	

As of June 30, 2017, there was \$24.2 million of unamortized equity-based compensation expense related to unvested PSUs. That expense is expected to be recognized over a weighted average period of approximately 2.3 years.

## Antero Midstream Partners Phantom Unit Awards

Phantom units granted by Antero Midstream vest subject to the satisfaction of service requirements, upon the completion of which common units in Antero Midstream are delivered to the holder of the phantom units. These phantom units are treated, for accounting purposes, as if Antero Midstream distributed the units to Antero. Antero recognizes compensation expense as the units are granted to its employees, and a portion of the expense is allocated to Antero Midstream. Expense related to each phantom unit award is recognized on a straight-line basis over the requisite service period of the entire award. Forfeitures are accounted for as they occur by reversing the expense previously recognized for awards that were forfeited during the period. The grant date fair values of these awards are determined based on the closing price of Antero Midstream's common units on the date of grant.

A summary of phantom unit awards activity for the six months ended June 30, 2017 is as follows:

	Number of units	Weighted average grant date fair value	Aggregate intrinsic value (in thousands)
Total awarded and unvested—December 31, 2016	1,331,961	\$ 27.31	\$ 41,131
Granted	340,773	\$ 32.45	
Vested	(73,080)	\$ 21.34	
Forfeited	(48,760)	\$ 28.85	
Total awarded and unvested—June 30, 2017	1,550,894	\$ 28.68	\$ 51,459

Intrinsic values are based on the closing price of Antero Midstream's common units on the referenced dates. As of June 30, 2017, there was \$34.4 million of unamortized equity-based compensation expense related to unvested phantom unit awards. That expense is expected to be recognized over a weighted average period of approximately 2.3 years.

(8)Financial Instruments

The carrying values of accounts receivable and accounts payable at December 31, 2016 and June 30, 2017 approximated market values because of their short-term nature. The carrying values of the amounts outstanding under the Credit Facility and Midstream Facility at December 31, 2016 and June 30, 2017 approximated fair value because the variable interest rates are reflective of current market conditions.

Based on Level 2 market data inputs, the fair value of Antero's senior notes was approximately \$3.5 billion at December 31, 2016 and June 30, 2017. Based on Level 2 market data inputs, the fair value of Antero Midstream's senior notes was approximately \$657 million at December 31, 2016 and \$668 million at June 30, 2017.

See Note 9 for information regarding the fair value of derivative financial instruments.

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(9)Derivative Instruments

(a)Commodity Derivative Positions

The Company periodically enters into natural gas, NGLs, and oil derivative contracts with counterparties to hedge the price risk associated with its production. These derivatives are not held for trading purposes. To the extent that changes occur in the market prices of natural gas, NGLs, and oil, the Company is exposed to market risk on these open contracts. This market risk exposure is generally offset by the change in market prices of natural gas, NGLs, and oil recognized upon the ultimate sale of the Company's production.

The Company was party to various fixed price commodity swap contracts that settled during the six months ended June 30, 2016 and 2017. The Company enters into these swap contracts when management believes that favorable future sales prices for the Company's production can be secured. Under these swap agreements, when actual commodity prices upon settlement exceed the fixed price provided by the swap contracts, the Company pays the difference to the counterparty. When actual commodity prices upon settlement are less than the contractually provided fixed price, the Company receives the difference from the counterparty. In addition to fixed price swap contracts, the Company has entered into basis swap contracts in order to hedge the difference between the New York Mercantile Exchange ("NYMEX") index price and a local index price at which the Company sells a portion of its natural gas production.

The Company's derivative swap contracts have not been designated as hedges for accounting purposes; therefore, all gains and losses are recognized in the Company's statements of operations.

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As of June 30, 2017, the Company's fixed price natural gas, NGLs, and oil swap positions from July 1, 2017 through December 31, 2023 were as follows (abbreviations in the table refer to the index to which the swap position is tied, as follows: NYMEX=Henry Hub; CGTLA=Columbia Gas Louisiana Onshore; CCG=Chicago City Gate; Mont Belvieu-Ethane=Mont Belvieu Purity Ethane; Mont Belvieu-Propane=Mont Belvieu Propane; NYMEX-WTI=West Texas Intermediate):

	Natural gas MMbtu/day	Oil Bbls/day	Natural Gas Liquids Bbls/day	Weighted average index price
Three months ending September 30, 2017:				
NYMEX (\$/MMBtu)	1,370,000	—	—	\$ 3.33
CGTLA (\$/MMBtu)	420,000	—	—	\$ 4.20
CCG (\$/MMBtu)	70,000	—	—	\$ 4.45
NYMEX-WTI (\$/Bbl)	—	3,000	—	\$ 54.75
Mont Belvieu-Ethane (\$/Gallon)	—	—	20,000	\$ 0.25
Mont Belvieu-Propane (\$/Gallon)	—	—	27,500	\$ 0.39
Total	1,860,000	3,000	47,500	
Three months ending December 31, 2017:				
NYMEX (\$/MMBtu)	1,370,000	—	—	\$ 3.46
CGTLA (\$/MMBtu)	420,000	—	—	\$ 4.37
CCG (\$/MMBtu)	70,000	—	—	\$ 4.68
NYMEX-WTI (\$/Bbl)	—	3,000	—	\$ 54.75
Mont Belvieu-Ethane (\$/Gallon)	—	—	20,000	\$ 0.25
Mont Belvieu-Propane (\$/Gallon)	—	—	27,500	\$ 0.40
Total	1,860,000	3,000	47,500	
Year ending December 31, 2018:				
NYMEX (\$/MMBtu)	2,002,500	—	—	\$ 3.91
Mont Belvieu-Propane (\$/Gallon)	—	—	2,000	\$ 0.65
Total	2,002,500	—	2,000	
Year ending December 31, 2019:				
NYMEX (\$/MMBtu)	2,330,000	—	—	\$ 3.70
Year ending December 31, 2020:				
NYMEX (\$/MMBtu)	1,417,500	—	—	\$ 3.63
Year ending December 31, 2021:				
NYMEX (\$/MMBtu)	710,000	—	—	\$ 3.31
Year ending December 31, 2022:				
NYMEX (\$/MMBtu)	850,000	—	—	\$ 3.16
Year ending December 31, 2023:				
NYMEX (\$/MMBtu)	90,000	—	—	\$ 2.91

As of June 30, 2017, the Company's natural gas basis swap positions, which settle on the pricing index to basis differential of TCO to the NYMEX Henry Hub natural gas price, were as follows:

Natural gas MMbtu/day	Hedged Differential
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(\$/MMBtu)

Six months ending December 31, 2017: 125,000 \$ (0.51)

As of June 30, 2017, the Company's natural gas basis swap positions, which settle on the pricing index to basis differential of NYMEX Henry Hub to the TCO natural gas price, were as follows:

	Natural gas MMbtu/day	Hedged Differential (\$/MMBtu)
Six months ending December 31, 2017:	125,000	\$ 0.38



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## (b)Commodity Derivative Fair Values

The following table presents a summary of the fair values of the Company's derivative instruments and where such values are recorded in the consolidated balance sheets as of December 31, 2016 and June 30, 2017. None of the Company's derivative instruments are designated as hedges for accounting purposes.

	December 31, 2016 Balance sheet location	Fair value (In thousands)	June 30, 2017 Balance sheet location	Fair value (In thousands)
Asset derivatives not designated as hedges for accounting purposes:				
Commodity contracts	Current assets	\$ 73,022	Current assets	452,005
Commodity contracts	Long-term assets	1,731,063	Long-term assets	1,600,165
Total asset derivatives		1,804,085		2,052,170
Liability derivatives not designated as hedges for accounting purposes:				
Commodity contracts	Current liabilities	203,635	Current liabilities	3,279
Commodity contracts	Long-term liabilities	234	Long-term liabilities	172
Total liability derivatives		203,869		3,451
Net derivatives		\$ 1,600,216		2,048,719

The following table presents the gross values of recognized derivative assets and liabilities, the amounts offset under master netting arrangements with counterparties, and the resulting net amounts presented in the consolidated balance sheets as of the dates presented, all at fair value (in thousands):

	December 31, 2016			June 30, 2017		
	Gross amounts on balance sheet	Gross amounts offset on balance sheet	Net amounts of assets on balance sheet	Gross amounts on balance sheet	Gross amounts offset on balance sheet	Net amounts of assets (liabilities) on balance sheet
Commodity derivative assets	\$ 1,914,245	(110,160)	1,804,085	\$ 2,161,257	(109,087)	2,052,170
Commodity derivative liabilities	\$ (324,667)	120,798	(203,869)	\$ (3,451)	—	(3,451)

The following is a summary of derivative fair value gains and where such values are recorded in the condensed consolidated statements of operations for the three and six months ended June 30, 2016 and 2017 (in thousands):

	Statement of operations location	Three months ended June 30,		Six months ended June 30,	
		2016	2017	2016	2017
Commodity derivative fair value gains (losses)	Revenue	\$ (684,634)	85,641	\$ (404,710)	524,416

The fair value of commodity derivative instruments was determined using Level 2 inputs.

(10)Contingencies

The Company is the plaintiff in two nearly identical lawsuits against South Jersey Gas Company and South Jersey Resources Group, LLC (collectively, "SJGC") pending in United States District Court in Colorado. The Company filed suit against SJGC seeking relief for breach of contract and damages in the amounts that SJGC have short paid, and continue to short pay, the Company in connection with two long term gas contracts. Under those contracts, SJGC are long term purchasers of some of the Company's natural gas production. Deliveries under the contracts began in October 2011 and the delivery obligation continues through October 2019. SJGC unilaterally breached the contracts claiming that the index prices specified in the contracts, and the index prices at which SJGC paid for deliveries from 2011 through September 2014, are no longer appropriate under the contracts because a market disruption event (as defined by the contract) has occurred and, as a result, a new index price is to be determined by the parties. Beginning in October 2014, SJGC began short paying the Company based on indexes unilaterally selected by SJGC and not the index specified in the contract. The Company contends that no market disruption event has occurred and that SJGC have breached the

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contracts by failing to pay the Company based on the express price terms of the contracts. On May 8, 2017, a jury in the United States District Court in Colorado returned a unanimous verdict finding in favor of Antero's positions in its lawsuits against SJGC. On July 21, 2017, the court entered a final judgment in Antero's favor. SJGC will have 30 days from the entry of final judgment to file an appeal. Through June 30, 2017, the Company estimates that it is owed approximately \$60 million more than SJGC have paid using the indexes unilaterally selected by them.

The Company and Washington Gas Light Company and WGL Midstream, Inc. (collectively, "WGL") are also involved in a pricing dispute involving contracts that the Company began delivering gas under in January 2016. The Company has invoiced WGL at the index price specified in the contract and WGL has paid the Company based on that invoice price; however, WGL asserted that the index price was no longer appropriate under the contracts and that an undefined alternative index was more appropriate for the delivery point of the gas. In July 2016, the matter was referred to arbitration by the Colorado district court. In January 2017, the arbitration panel ruled in the Company's favor. As a result, the index price has remained as specified in the contracts and there will be no adjustments to the invoices that have been paid by WGL. The arbitration panel's award was confirmed by a Colorado district court. In March of 2017, WGL filed a second lawsuit against the Company in Colorado district court seeking relief for breach of contract and damages of more than \$30 million, alleging that the Company breached its contractual obligations under two long term gas contracts by failing to deliver "TCO pool" gas. The Company will vigorously defend this lawsuit and believes it has numerous compelling defenses to WGL's claims, including without limitation, that WGL's claims were already decided against them in the arbitration. On July 12, 2017, the Company asserted counterclaims against WGL based on WGL's failure to take receipt of the quantity of gas required under the contracts since April 2017. In instances when WGL has failed to take receipt of the quantity of gas required under the contracts, the Company has resold the gas and invoiced WGL for cover damages pursuant to the contract standard, but WGL has refused to pay. Through June 30, 2017, these damages amounted to approximately \$17 million. The Company will seek to recover those damages and others as part of its counterclaims against WGL.

The Company is party to various other legal proceedings and claims in the ordinary course of its business. The Company believes that certain of these matters will be covered by insurance and that the outcome of other matters will not have a material adverse effect on the Company's consolidated financial position, results of operations, or cash flows.

(11)Segment Information

See Note 2(f) for a description of the Company's determination of its reportable segments. Revenues from gathering and processing and water handling and treatment operations are primarily derived from intersegment transactions for services provided to the Company's exploration and production operations. Marketing revenues are primarily derived from activities to purchase and sell third-party natural gas and NGLs and to market excess firm transportation capacity to third parties.

Operating segments are evaluated based on their contribution to consolidated results, which is primarily determined by the respective operating income of each segment. General and administrative expenses are allocated to the gathering and processing and water handling and treatment segments based on the nature of the expenses and on a combination of the segments' proportionate share of the Company's consolidated property and equipment, capital expenditures, and labor costs, as applicable. General and administrative expenses related to the marketing segment are not allocated because they are immaterial. Other income, income taxes, and interest expense are primarily managed and evaluated on a consolidated basis. Intersegment sales are transacted at prices which approximate market. Accounting policies for each segment are the same as the Company's accounting policies described in Note 2 to the condensed consolidated financial statements.

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The operating results and assets of the Company's reportable segments were as follows for the three months ended June 30, 2016 and 2017 (in thousands):

	Exploration and production	Gathering and processing	Water handling and treatment	Marketing	Elimination of intersegment transactions	Consolidated total
Three months ended June 30, 2016:						
Sales and revenues:						
Third-party	\$ (343,394)	3,131	163	90,902	—	(249,198)
Intersegment	3,899	68,785	64,730	—	(137,414)	—
Total	\$ (339,495)	71,916	64,893	90,902	(137,414)	(249,198)
Operating expenses:						
Lease operating	\$ 12,257	—	34,317	—	(34,531)	12,043
Gathering, compression, processing, and transportation	267,738	6,997	—	—	(68,675)	206,060
Depletion, depreciation, and amortization	173,015	17,172	7,175	—	—	197,362
General and administrative	47,167	10,138	3,168	—	(371)	60,102
Other	37,848	450	4,294	125,977	(3,461)	165,108
Total	538,025	34,757	48,954	125,977	(107,038)	640,675
Operating income (loss)	\$ (877,520)	37,159	15,939	(35,075)	(30,376)	(889,873)
Equity in earnings of unconsolidated affiliates	\$ —	484	—	—	—	484
Segment assets	\$ 11,919,732	1,598,826	569,624	23,045	(552,447)	13,558,780
Capital expenditures for segment assets	\$ 375,247	48,614	41,589	—	(30,183)	435,267
	Exploration and production	Gathering and processing	Water handling and treatment	Marketing	Elimination of intersegment transactions	Consolidated total

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Three months  
ended June 30,  
2017:

Sales and  
revenues:

Third-party	\$ 737,229	2,324	868	49,968	—	790,389
Intersegment	3,911	96,438	94,137	—	(194,486)	—
Total	\$ 741,140	98,762	95,005	49,968	(194,486)	790,389

Operating  
expenses:

Lease operating Gathering, compression, processing, and transportation	\$ 17,189	—	41,444	—	(41,641)	16,992
Depletion, depreciation, and amortization	353,216	9,910	—	—	(96,379)	266,747
General and administrative	170,446	22,494	8,242	—	—	201,182
Other	49,531	10,705	4,084	—	(221)	64,099
Total	39,251	12	4,532	77,421	(3,590)	117,626
Operating income (loss)	629,633	43,121	58,302	77,421	(141,831)	666,646
Equity in earnings of unconsolidated affiliates	\$ 111,507	55,641	36,703	(27,453)	(52,655)	123,743
Segment assets	\$ —	3,623	—	—	—	3,623
Capital expenditures for segment assets	\$ 13,430,135	2,065,899	711,735	14,357	(779,905)	15,442,221
	\$ 584,832	88,806	58,497	—	(52,487)	679,648

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The operating results and assets of the Company's reportable segments were as follows for the six months ended June 30, 2016 and 2017 (in thousands):

	Exploration and production	Gathering and processing	Water handling and treatment	Marketing	Elimination of intersegment transactions	Consolidated total
Six months ended June 30, 2016:						
Sales and revenues:						
Third-party	\$ 274,550	6,718	420	190,118	—	471,806
Intersegment	7,724	134,825	130,919	—	(273,468)	—
Total	\$ 282,274	141,543	131,339	190,118	(273,468)	471,806
Operating expenses:						
Lease operating	\$ 23,589	—	75,031	—	(75,284)	23,336
Gathering, compression, processing, and transportation	535,183	14,167	—	—	(134,552)	414,798
Depletion, depreciation, and amortization	340,567	34,240	14,137	—	—	388,944
General and administrative	90,719	19,473	6,924	—	(727)	116,389
Other	73,013	899	8,498	263,910	(6,857)	339,463
Total	1,063,071	68,779	104,590	263,910	(217,420)	1,282,930
Operating income (loss)	\$ (780,797)	72,764	26,749	(73,792)	(56,048)	(811,124)
Equity in earnings of unconsolidated affiliates	\$ —	484	—	—	—	484
Segment assets	\$ 11,919,732	1,598,826	569,624	23,045	(552,447)	13,558,780
Capital expenditures for segment assets	\$ 825,077	97,300	78,625	—	(55,612)	945,390

Marketing

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	Exploration and production	Gathering and processing	Water handling and treatment		Elimination of intersegment transactions	Consolidated total
Six months ended June 30, 2017:						
Sales and revenues:						
Third-party	\$ 1,864,280	4,863	933	115,892	—	1,985,968
Intersegment	8,351	185,558	177,182	—	(371,091)	—
Total	\$ 1,872,631	190,421	178,115	115,892	(371,091)	1,985,968
Operating expenses:						
Lease operating	\$ 32,931	—	80,066	—	(80,454)	32,543
Gathering, compression, processing, and transportation	700,984	18,024	—	—	(185,432)	533,576
Depletion, depreciation, and amortization	345,415	42,418	16,078	—	—	