

Warren Glen C Jr
Form 4
March 13, 2019

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 *
Warren Glen C Jr

(Last) (First) (Middle)
1615 WYNKOOP STREET
(Street)

DENVER, CO 80202

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
ANTERO RESOURCES Corp [AR]

3. Date of Earliest Transaction
(Month/Day/Year)
03/13/2019

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)
See Remarks

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 | 02/26/2019 | | J ⁽¹⁾ | V | 1,158 | A | \$ 0 ⁽¹⁾ |
| | | | | | | | 10,089,492 ^{(2) (3)} |
| Common stock, par value \$0.01 per share | 03/13/2019 | | P | | 25,000 | A | \$ 8.2941 ⁽⁴⁾ |
| | | | | | | | 10,114,492 ^{(2) (3)} |
| Common stock, par | | | | | | | 7 |
| | | | | | | | I |
| | | | | | | | See footnote |

value
\$0.01 per
share

(5)

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

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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. Number of Derivative Securities Beneficially Owned Following Transaction (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------|-------|
| | Director | 10% Owner | Officer | Other |
| Warren Glen C Jr 1615 WYNKOOP STREET DENVER, CO 80202 | X | | See Remarks | |

Signatures

/s/ Alvyn A. Schopp, as attorney-in-fact for Glen C. Warren, Jr. 03/13/2019

__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) Effective February 26, 2019, Warburg Pincus X Partners, L.P. and Warburg Pincus Private Equity X OG, L.P. distributed an aggregate of 17,514,871 shares of common stock to their partners, including Canton Investment Holdings LLC ("Canton"), on a pro rata basis in accordance with their respective ownership interests as determined in accordance with the applicable limited partnership agreements of such entities, with no consideration being paid in connection therewith (the "Distribution").

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- (2) Includes 91,191 shares of common stock that remain subject to vesting.

Includes 3,848,997 shares of common stock held by Canton, including the 1,158 shares of common stock received in the Distribution.

- (3) The Reporting Person is the managing member and 50% owner of Canton. The Reporting Person disclaims beneficial ownership of all shares held by Canton except to the extent of his pecuniary interest therein.

The price reported in Column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$8.26 to \$8.34, inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the

- (4) Securities and Exchange Commission, upon request, full information regarding the number of shares purchased at each separate price within the range set forth above.

Represents shares purchased by a family member of the Reporting Person. All shares indicated as indirectly owned by the Reporting

- (5) Person are included because of his relation to the purchaser. The Reporting Person disclaims beneficial ownership of all shares reported except to the extent of his pecuniary interest therein.

Remarks:

Director, President, Chief Financial Officer and Secretary

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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