

ANTERO RESOURCES Corp
Form 8-K
December 29, 2016

**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): **December 21, 2016**

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)

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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:

- 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.

Indenture

On December 21, 2016, Antero Resources Corporation (the **Company**) completed the issuance and sale (the **Offering**) of \$600,000,000 aggregate principal amount of its 5.0% Senior Notes due 2025 (the **Notes**) to J.P. Morgan Securities LLC and the other initial purchasers (the **Initial Purchasers**). The Notes were issued pursuant to an indenture, dated as of December 21, 2016 (the **Indenture**), by and among the Company, the subsidiary guarantors named therein (the **Guarantors**) and Wells Fargo Bank, National Association, as trustee (the **Trustee**).

The Notes rank (i) senior in right of payment to all of the Company's future subordinated indebtedness, (ii) equal in right of payment with all of the Company's other existing and future senior indebtedness and (iii) effectively junior to any existing and future secured indebtedness of the Company, to the extent of the value of the collateral securing such indebtedness. The Guarantees (as defined in the Indenture) rank (i) senior in right of payment to all of the Guarantors' future subordinated indebtedness, (ii) equal in right of payment with all of the Guarantors' other existing and future senior indebtedness, (iii) effectively junior to any existing and future secured indebtedness of the Guarantors, to the extent of the collateral securing such indebtedness, and (iv) effectively junior to all future indebtedness of any non-guarantor subsidiary of the Guarantors.

Interest on the Notes accrues from December 21, 2016 at a rate of 5.0% per year. Interest on the Notes is payable semi-annually in arrears on March 1 and September 1 of each year, commencing on March 1, 2017.

The Indenture contains covenants that, among other things, limit the Company's ability and the ability of certain of its subsidiaries to:

- incur or guarantee additional indebtedness or issue certain preferred stock;
- pay dividends, repurchase equity securities, redeem subordinated debt or make investments or other restricted payments;
- transfer or sell assets;
- create or incur liens;
- change the Company's line of business;

- enter into certain transactions with affiliates; and
- merge, consolidate or transfer substantially all of the Company's assets.

These and other covenants that are contained in the Indenture are subject to important exceptions and qualifications.

On or after March 1, 2020, the Company may redeem all or part of the Notes at the following redemption prices, plus accrued and unpaid interest on the Notes, if any, to the applicable redemption date:

| Year | Percentage |
|---------------------|-------------------|
| 2020 | 103.750% |
| 2021 | 102.500% |
| 2022 | 101.250% |
| 2023 and thereafter | 100.000% |

In addition, on or prior to March 1, 2020, the Company may, from time to time, redeem up to 35% of the aggregate principal amount of the Notes with the net cash proceeds of certain equity offerings at a redemption price of 105.0% of the principal amount of the Notes, plus any accrued and unpaid interest to the date of such redemption.

At any time prior to March 1, 2020, the Company may redeem the Notes, in whole or in part, at a redemption equal to 100% of the principal amount of the Notes, plus the Applicable Premium (as defined in the Indenture), together with any accrued and unpaid interest to the date of such redemption.

Upon the occurrence of a Change of Control (as defined in the Indenture), the holders of the Notes will have the right to require the Company to repurchase all or a portion of the Notes at a price equal to 101% of the principal amount of the Notes, plus any accrued and unpaid interest to the date of purchase.

A copy of the Indenture is filed as Exhibit 4.1 hereto and is incorporated herein by reference. The description of the Indenture and the Notes contained herein is qualified in entirety by the full text of such instruments.

Registration Rights Agreement

Also on December 21, 2016, in connection with the closing of the Offering, the Company and each of the Guarantors (collectively, the **Issuers**) entered into a Registration Rights Agreement (the **Registration Rights Agreement**) with J.P. Morgan Securities LLC, as representative of the Initial Purchasers, pursuant to which the Issuers agreed (a) (i) to file with the Securities and Exchange Commission a registration statement (the **Exchange Offer Registration Statement**) on an appropriate form under the Securities Act, with respect to a registered offer to exchange any and all of the Notes (including the guarantees with respect thereto) for a like aggregate principal amount of registered notes that are identical in all material respects to the Notes (except that the exchange notes will not contain restrictive legends, transfer restrictions or provide for any increase in annual interest rate for failure to comply with this should holders of the Notes suffer damage if the Issuers fail to fulfill their obligations under the Registration Rights Agreement) and/or (ii) under certain circumstances set forth in the Registration Rights Agreement, a shelf registration statement pursuant to Rule 415 under the Securities Act relating to the resale by certain holders of the Notes and the Guarantees thereof, (b) to use their reasonable best efforts to cause the (i) Exchange Offer Registration Statement to become and remain effective under the Securities Act until 180 days following the Exchange Date (as defined in the Registration Rights Agreement) or (ii) if applicable, the shelf registration statement to become and remain effective under the Securities Act until one year following effectiveness, and (c) to use their reasonable best efforts to commence the exchange offer not later than 60 days after the date on which the Exchange Offer Registration Statement is declared effective. If the Issuers fail to comply with certain obligations under the Registration Rights Agreement, including if the exchange offer is not completed or if the shelf registration statement is not declared effective by December 21, 2017, they will be required to pay additional interest of 1% to the holders of the Notes in accordance with the provisions of the Registration Rights Agreement.

A copy of the Registration Rights Agreement is filed as Exhibit 4.3 hereto and is incorporated herein by reference. The description of the Registration Rights Agreement contained herein is qualified in its entirety by the full text of such exhibit.

Relationships

Certain Initial Purchasers or their respective affiliates (collectively, the **Banks**), perform and have performed commercial and investment banking and advisory services for the Company from time to time for which they receive and have received customary fees and expenses. In particular, affiliates of certain of the Initial Purchasers are lenders under the Company's Fourth Amended and Restated Credit Agreement with the lenders party thereto and JPMorgan Chase Bank, N.A., as administrative agent (the **Company Credit Agreement**) and therefore may receive their pro rata share of any proceeds from the sale of the Notes that are used to repay borrowings under the Company Credit Agreement. The Banks may, from time to time, engage in transactions with and perform services for the Company in the ordinary course of their business, for which they will receive fees and expenses.

Item 2.03 Creation of Direct Financial Obligation or an Obligation Under an Off-Balance Sheet Arrangement of Registrant.

The information included under the heading "Indenture" in Item 1.01 of this Current Report on Form 8-K is incorporated by reference into this Item 2.03 of this Current Report on Form 8-K.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

| EXHIBIT | DESCRIPTION |
|----------------|--|
| 4.1 | Indenture, dated as of December 21, 2016, by and among Antero Resources Corporation, the subsidiary guarantors named therein and Wells Fargo Bank, National Association, as trustee. |
| 4.2 | Form of 5.0% Senior Note due 2025 (included in Exhibit 4.1). |
| 4.3 | Registration Rights Agreement, dated as of December 21, 2016, by and among Antero Resources Corporation, the subsidiary guarantors named therein and J.P. Morgan Securities LLC as representative of the initial purchasers named therein. |

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: December 29, 2016

EXHIBIT INDEX

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