

Warburg Pincus Private Equity X O&G, L.P.
 Form 4
 February 27, 2019

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
 Warburg Pincus Private Equity X O&G, L.P.

(Last) (First) (Middle)

C/O WARBURG PINCUS LLC, 450 LEXINGTON AVENUE

(Street)

NEW YORK, NY 10017

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

ANTERO RESOURCES Corp [AR]

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

02/26/2019

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)

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 Indirect Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common stock, par value \$0.01 per share	02/26/2019		J ⁽¹⁾		16,971,768	D	<u>(1)</u>
					15,594,358	D	<u>(2)</u> <u>(3)</u> <u>(4)</u> <u>(5)</u>
Common stock, par value \$0.01 per share	02/26/2019		J ⁽¹⁾		543,105	D	<u>(1)</u>
					499,830	I	<u>(2)</u> <u>(3)</u> <u>(4)</u> <u>(5)</u>
							See Footnote <u>(6)</u>

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

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(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 (Instr. 5)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Warburg Pincus Private Equity X O&G, L.P. C/O WARBURG PINCUS LLC 450 LEXINGTON AVENUE NEW YORK, NY 10017	X			
Warburg Pincus X Partners, L.P. C/O WARBURG PINCUS LLC 450 LEXINGTON AVENUE NEW YORK, NY 10017	X			
Warburg Pincus X, L.P. C/O WARBURG PINCUS LLC 450 LEXINGTON AVENUE NEW YORK, NY 10017	X			
Warburg Pincus X GP L.P. C/O WARBURG PINCUS LLC 450 LEXINGTON AVENUE NEW YORK, NY 10017	X			
WPP GP LLC C/O WARBURG PINCUS LLC 450 LEXINGTON AVENUE NEW YORK, NY 10017	X			

Warburg Pincus Partners, L.P.
 C/O WARBURG PINCUS LLC
 450 LEXINGTON AVENUE
 NEW YORK, NY 10017

X

Warburg Pincus Partners GP LLC
 C/O WARBURG PINCUS LLC
 450 LEXINGTON AVENUE
 NEW YORK, NY 10017

X

WARBURG PINCUS & CO.
 C/O WARBURG PINCUS LLC
 450 LEXINGTON AVENUE
 NEW YORK, NY 10017

X

Signatures

WARBURG PINCUS PRIVATE EQUITY X O&G, L.P. By: WP X, L.P., its general partner
 By: WP X GP L.P., its GP By: WPP GP LLC, its GP By: WP Partners, L.P., its MM By: WP
 Partners GP LLC, its GP By: WP & Co., its MM By: Name: Robert B. Knauss Title: Partner
 02/26/2019
 Date

__Signature of Reporting Person

WARBURG PINCUS X PARTNERS, L.P. By: WP X, L.P., its GP By: WP X GP L.P., its
 GP By: WPP GP LLC, its GP By: WP Partners, L.P., its MM By: WP Partners GP LLC, its
 GP By: WP & Co., its MM By: Name: Robert B. Knauss Title: Partner
 02/26/2019
 Date

__Signature of Reporting Person

WARBURG PINCUS X GP L.P. By: WPP GP LLC, its GP By: WP Partners, L.P., its MM
 By: WP Partners GP LLC, its GP By: WP & Co., its MM By: Name: Robert B. Knauss Title:
 Partner
 02/26/2019
 Date

__Signature of Reporting Person

WARBURG PINCUS X, L.P. By: WP X GP L.P., its GP By: WPP GP LLC, its GP By: WP
 Partners, L.P., its MM By: WP Partners GP LLC, its GP By: WP & Co., its MM By: Name:
 Robert B. Knauss Title: Partner
 02/26/2019
 Date

__Signature of Reporting Person

WPP GP LLC By: Warburg Pincus Partners, L.P., its managing member By: Warburg Pincus
 Partners GP LLC, its general partner By: Warburg Pincus & Co., its managing member By:
 Name: Robert B. Knauss Title: Partner
 02/26/2019
 Date

__Signature of Reporting Person

WARBURG PINCUS PARTNERS, L.P. By: Warburg Pincus Partners GP LLC, its general
 partner By: Warburg Pincus & Co., its managing member By: Name: Robert B. Knauss Title:
 Partner
 02/26/2019
 Date

__Signature of Reporting Person

WARBURG PINCUS PARTNERS GP LLC By: Warburg Pincus & Co., its managing
 member By: Name: Robert B. Knauss Title: Partner
 02/26/2019
 Date

__Signature of Reporting Person

WARBURG PINCUS & CO. By: Name: Robert B. Knauss Title: Partner
 02/26/2019
 Date

__Signature of Reporting Person

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, WP X Partners (as defined below) and WP X O&G (as defined below) distributed an aggregate total of 17,514,873 shares of common stock, par value \$0.01 per share ("Common Stock"), of Antero Resources Corporation (the "Issuer") to their partners 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 (the "Distribution"), with no consideration being paid in connection therewith.
- (2) This Form 4 is filed on behalf of (i) Warburg Pincus X Partners, L.P., a Delaware limited partnership ("WP X Partners"); and (ii) Warburg Pincus Private Equity X O&G, L.P., a Delaware limited partnership ("WP X O&G").
- Warburg Pincus X, L.P., a Delaware limited partnership ("WP X GP"), is the general partner of WP X Partners and WP X O&G. Warburg Pincus X GP L.P., a Delaware limited partnership ("WP X GP LP"), is the general partner of WP X GP. WPP GP LLC, a Delaware limited liability company ("WPP GP"), is the general partner of WP X GP LP. Warburg Pincus Partners, L.P., a Delaware limited partnership ("WP Partners"), is the managing member of WPP GP. Warburg Pincus Partners GP LLC, a Delaware limited liability company ("WP Partners GP"), is the general partner of WP Partners.
- (3) Warburg Pincus & Co., a New York general partnership ("WP"), is the managing member of WP Partners GP.
- (4) By reason of the provisions of Rule 16a-1 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), the Warburg Pincus Reporting Persons and certain affiliates may be deemed to be beneficial owners of 499,830 shares of Common Stock of the Issuer held by WP X Partners and 15,594,358 shares of Common Stock of the Issuer held by WP X O&G. The Warburg Pincus Reporting Persons and such affiliates disclaim beneficial ownership of such shares of Common Stock of the Issuer except to the extent of their direct pecuniary interest therein. WP Partners, WP Partners GP, and WP are directors-by-deputization solely for purposes of Section 16 of the Exchange Act. Information with respect to each of the Warburg Pincus Reporting Persons is given solely by such Warburg Pincus Reporting Person, and no Warburg Pincus Reporting Person has responsibility for the accuracy or completeness of information supplied by another Warburg Pincus Reporting Person.
- (5) Common Stock of the Issuer is held directly by WP X Partners.
- (6)

Remarks:

This Form 4 is one of two Forms 4 filed relating to the same event. The Form 4 has been split into two filings because there are

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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