

ANTERO RESOURCES Corp
Form SC 13G/A
February 12, 2019
UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

SCHEDULE 13G
(Amendment No. 5)

(Rule 13d-102)
INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO
RULES 13d-1(b), (c) AND (d) AND AMENDMENTS THERETO FILED
PURSUANT TO RULE 13d-2(b)

Antero Resources Corporation

(Name of Issuer)

Common Stock

(Title of Class of Securities)

03674X 106

(CUSIP Number)

December 31, 2018

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP

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03674X

106

Name of Reporting

Persons

1 Warburg Pincus Private
Equity X O&G, L.P.

Check the Appropriate

2 Box if a Member of a
Group

(a)

(b)

3 SEC Use Only

Citizenship or Place of

4 Organization

Delaware

Sole Voting Power

5 Number

of

6 Shared Voting Power

Beneficially Owned

by

7 Sole Dispositive Power

Each

8 Reporting

9 Person

With

32,566,126(1)

Aggregate Amount

9 Beneficially Owned by

Each Reporting Person

32,566,126(1)

Check Box if the

10 Aggregate Amount in

Row (9) Excludes

Certain Shares

Percent of Class

11 Represented by Amount

in Row 9

10.3% (2)

12

Type of Reporting

Person

PN

- (1) The reporting person expressly disclaims beneficial ownership with respect to any shares of Common Stock (as defined in Item 2(d) of this Schedule 13G) in excess of its economic interest in the Common Stock.

Calculations are based upon 317,114,931 shares of Common Stock of the Issuer outstanding as of October 26, 2018, as set forth in the Form 10-Q of the Issuer filed with the U.S. Securities and Exchange Commission on October 31, 2018.

CUSIP

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Name of Reporting

1 Persons
Warburg Pincus X, L.P.

Check the Appropriate

2 Box if a Member of a
Group
(a)
(b)

3 SEC Use Only

Citizenship or Place of

4 Organization
Delaware

Sole Voting Power

Number
of
Shares
Beneficially
Owned
by Sole Dispositive Power
Each
Reporting
Person
With
33,609,061 (1)

Aggregate Amount

9 Beneficially Owned by
Each Reporting Person
33,609,061 (1)

Check Box if the

10 Aggregate Amount in
Row (9) Excludes
Certain Shares

Percent of Class

11 Represented by Amount
in Row 9
10.6% (2)

Type of Reporting

12 Person
PN

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CUSIP

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Name of Reporting
Persons
1 Warburg Pincus X GP
L.P.

Check the Appropriate
2 Box if a Member of a
Group
(a)
(b)

3 SEC Use Only

Citizenship or Place of
4 Organization
Delaware

Sole Voting Power
Number
of
Shares
5 33,609,061 (1)
Beneficially
Owned
by Sole Dispositive Power
Each
Reporting
Person
6
Shared Dispositive
Power
33,609,061 (1)

Aggregate Amount
9 Beneficially Owned by
Each Reporting Person
33,609,061 (1)

Check Box if the
10 Aggregate Amount in
Row (9) Excludes
Certain Shares

Percent of Class
11 Represented by Amount
in Row 9
10.6% (2)

12 Type of Reporting
Person

PN

(1) The reporting person expressly disclaims beneficial ownership with respect to any shares of Common Stock in excess of its economic interest in the Common Stock.

Calculations are based upon 317,114,931 shares of Common Stock of the Issuer outstanding as of October 26, (2)2018, as set forth in the Form 10-Q of the Issuer filed with the U.S. Securities and Exchange Commission on October 31, 2018.

CUSIP

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106

Name of Reporting

1 Persons
WPP GP LLC

Check the Appropriate

2 Box if a Member of a
Group
(a)
(b)

3 SEC Use Only

Citizenship or Place of

4 Organization
Delaware

Sole Voting Power

Number
of
Shares
Beneficially
Owned
by Sole Dispositive Power
Each
Reporting
Person
With
33,609,061 (1)

Aggregate Amount

9 Beneficially Owned by
Each Reporting Person
33,609,061 (1)

Check Box if the

10 Aggregate Amount in
Row (9) Excludes
Certain Shares

Percent of Class

11 Represented by Amount
in Row 9
10.6% (2)

Type of Reporting

12 Person
OO

(1) The reporting person expressly disclaims beneficial ownership with respect to any shares of Common Stock in excess of its economic interest in the Common Stock.

Calculations are based upon 317,114,931 shares of Common Stock of the Issuer outstanding as of October 26, (2)2018, as set forth in the Form 10-Q of the Issuer filed with the U.S. Securities and Exchange Commission on October 31, 2018.

CUSIP

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Name of Reporting
1 Persons
Warburg Pincus
Partners, L.P.

Check the Appropriate
2 Box if a Member of a
Group
(a)
(b)

3 SEC Use Only

Citizenship or Place of
4 Organization
Delaware

Sole Voting Power
Number
of
Shares
5 33,609,061 (1)
Beneficially
Owned
by Sole Dispositive Power
Each
Reporting
Person
6
Shared Dispositive
Power
33,609,061 (1)

Aggregate Amount
9 Beneficially Owned by
Each Reporting Person
33,609,061 (1)

Check Box if the
10 Aggregate Amount in
Row (9) Excludes
Certain Shares

Percent of Class
11 Represented by Amount
in Row 9
10.6% (2)

12 Type of Reporting
Person

PN

(1) The reporting person expressly disclaims beneficial ownership with respect to any shares of Common Stock in excess of its economic interest in the Common Stock.

Calculations are based upon 317,114,931 shares of Common Stock of the Issuer outstanding as of October 26, (2)2018, as set forth in the Form 10-Q of the Issuer filed with the U.S. Securities and Exchange Commission on October 31, 2018.

CUSIP

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106

Name of Reporting

Persons

1 Warburg Pincus Partners
GP LLC

Check the Appropriate

2 Box if a Member of a
Group

(a)

(b)

3 SEC Use Only

Citizenship or Place of

4 Organization

Delaware

Sole Voting Power

Number

of

Shares

Beneficially Owned

by

Each Reporting Person

With

Shared Dispositive

Power

33,609,061 (1)

Aggregate Amount

9 Beneficially Owned by

Each Reporting Person

33,609,061 (1)

Check Box if the

10 Aggregate Amount in

Row (9) Excludes

Certain Shares

Percent of Class

11 Represented by Amount

in Row 9

10.6% (2)

12 Type of Reporting

Person

OO

(1) The reporting person expressly disclaims beneficial ownership with respect to any shares of Common Stock in excess of its economic interest in the Common Stock.

Calculations are based upon 317,114,931 shares of Common Stock of the Issuer outstanding as of October 26, (2)2018, as set forth in the Form 10-Q of the Issuer filed with the U.S. Securities and Exchange Commission on October 31, 2018.

CUSIP

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Name of Reporting

1 Persons
Warburg Pincus & Co.

Check the Appropriate

2 Box if a Member of a
Group
(a)
(b)

3 SEC Use Only

Citizenship or Place of

4 Organization
New York

Sole Voting Power

Number
of
Shares
Beneficially
Owned
by Sole Dispositive Power
Each
Reporting
Person
With
33,609,061 (1)

Aggregate Amount

9 Beneficially Owned by
Each Reporting Person
33,609,061 (1)

Check Box if the

10 Aggregate Amount in
Row (9) Excludes
Certain Shares

Percent of Class

11 Represented by Amount
in Row 9
10.6% (2)

Type of Reporting

12 Person
PN

(1) The reporting person expressly disclaims beneficial ownership with respect to any shares of Common Stock in excess of its economic interest in the Common Stock.

Calculations are based upon 317,114,931 shares of Common Stock of the Issuer outstanding as of October 26, (2)2018, as set forth in the Form 10-Q of the Issuer filed with the U.S. Securities and Exchange Commission on October 31, 2018.

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Name of Reporting

1 Persons

Warburg Pincus LLC

Check the Appropriate

2 Box if a Member of a
Group

(a)

(b)

3 SEC Use Only

Citizenship or Place of

4 Organization

New York

Sole Voting Power

Number
of

Shares

Beneficially Owned

by

Sole Dispositive Power

Each

Reporting

Person

With

33,609,061 (1)

Aggregate Amount

9 Beneficially Owned by

Each Reporting Person

33,609,061 (1)

Check Box if the

10 Aggregate Amount in
Row (9) Excludes

Certain Shares

Percent of Class

11 Represented by Amount
in Row 9

10.6%(2)

Type of Reporting

12 Person

OO

(1) The reporting person expressly disclaims beneficial ownership with respect to any shares of Common Stock in excess of its economic interest in the Common Stock.

Calculations are based upon 317,114,931 shares of Common Stock of the Issuer outstanding as of October 26, (2)2018, as set forth in the Form 10-Q of the Issuer filed with the U.S. Securities and Exchange Commission on October 31, 2018.

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Name of Reporting

1 Persons

Charles R. Kaye

Check the Appropriate

2 Box if a Member of a
Group

(a)

(b)

3 SEC Use Only

Citizenship or Place of

4 Organization

United States

Sole Voting Power

Number
of

89,915

Shares

Beneficially Owned

33,609,061 (1)

by

Sole Dispositive Power

Each

89,915

Reporting

Person

Shared Dispositive Power

With

33,609,061 (1)

Aggregate Amount

9 Beneficially Owned by

Each Reporting Person

33,698,976 (1)

Check Box if the

10 Aggregate Amount in
Row (9) Excludes Certain

Shares

Percent of Class

11 Represented by Amount

in Row 9

10.6% (2)

12 Type of Reporting Person

IN

(1) The reporting person expressly disclaims beneficial ownership with respect to any shares of Common Stock other than the common stock of the Issuer owned of record by such reporting person.

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Calculations are based upon 317,114,931 shares of Common Stock of the Issuer outstanding as of October 26, (2)2018, as set forth in the Form 10-Q of the Issuer filed with the U.S. Securities and Exchange Commission on October 31, 2018.

CUSIP

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Name of Reporting

- 1 Persons
Joseph P. Landy

Check the Appropriate

- 2 Box if a Member of a
Group
(a)
(b)

3 SEC Use Only

Citizenship or Place of

- 4 Organization
United States

Sole Voting Power

Number
of

Shares

Beneficially

Owned

by

Each

Reporting

Person

With

365,799
Shared Voting Power
33,609,061 (1)

Sole Dispositive Power
365,799

Shared Dispositive Power
33,609,061 (1)

Aggregate Amount

- 9 Beneficially Owned by
Each Reporting Person
34,174,860 (1)

Check Box if the

- 10 Aggregate Amount in
Row (9) Excludes Certain
Shares

Percent of Class

- 11 Represented by Amount
in Row 9
10.8% (2)

12 Type of Reporting Person

IN

- (1) The reporting person expressly disclaims beneficial ownership with respect to any shares of Common Stock other than the common stock of the Issuer owned of record by such reporting person.

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Calculations are based upon 317,114,931 shares of Common Stock of the Issuer outstanding as of October 26, (2)2018, as set forth in the Form 10-Q of the Issuer filed with the U.S. Securities and Exchange Commission on October 31, 2018.

SCHEDULE 13G

Item 1(a) Name of Issuer.

The name of the issuer is Antero Resources Corporation, a Delaware corporation (the “Issuer”).

Item 1(b) Address of Issuer’s Principal Executive Offices.

The principal executive offices of the Issuer are located at 1615 Wynkoop Street, Denver, Colorado 80202.

Item 2(a) Name of Person Filing.

This Schedule 13G is filed on behalf of 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 O&G and Warburg Pincus X Partners, L.P., a Delaware limited partnership (“WP X Partners”). 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. Warburg Pincus & Co., a New York general partnership (“WP”), is the managing member of WP Partners GP. Warburg Pincus LLC, a New York limited liability company (“WP LLC”), is the manager of WP X O&G and WP X Partners. Charles R. Kaye and Joseph P. Landy are each Managing General Partners of WP and Managing Members and Co-Chief Executive Officers of WP LLC and may be deemed to control the Warburg Pincus Reporting Persons (as defined below). Messrs. Kaye and Landy disclaim beneficial ownership of all shares held by the Warburg Pincus Reporting Persons. Each of Messrs. Kaye and Landy, together with WP X O&G, WP X GP, WP X GP LP, WPP GP, WP Partners, WP Partners GP, WP and WP LLC are collectively referred to herein as the “Warburg Pincus Reporting Persons”.

Item 2(b) Address of Principal Business Office.

The principal business address of each of the Warburg Pincus Reporting Persons is 450 Lexington Avenue, New York, New York 10017.

Item 2(c) Citizenship.

See Item 2(a).

Item 2(d) Title of Class of Securities.

Common Stock, par value \$0.01 per share (the “Common Stock”).

Item 2(e) CUSIP Number.

03674X 106

Item 3 If this statement is filed pursuant to §§240.13d—1(b) or 240.13d—2(b) or (c), check whether the person filing is a:

Not Applicable

- (a) Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o);
 - (b) Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c);
 - (c) Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c);
 - (d) Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a—8);
 - (e) An investment adviser in accordance with §240.13d—1(b)(1)(ii)(E);
 - (f) An employee benefit plan or endowment fund in accordance with §240.13d—1(b)(1)(ii)(F);
 - (g) A parent holding company or control person in accordance with §240.13d—1(b)(1)(ii)(G);
 - (h) A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
 - (i) A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a—3);
 - (j) A non-U.S. institution in accordance with §240.13d—1(b)(1)(ii)(J);
 - (k) Group, in accordance with §240.13d—1(b)(1)(ii)(K).
-

Item 4 Ownership.

The information required by Items 4(a)-(c) is set forth in Rows 5-11 of the cover pages hereto for each Warburg Pincus Reporting Person and is incorporated herein by reference for each such Warburg Pincus Reporting Person. Each Warburg Pincus Reporting Person other than Messrs. Kaye and Landy expressly disclaims beneficial ownership with respect to any shares of Common Stock in excess of its economic interest in the Common Stock. Each of Messrs. Kaye and Landy expressly disclaims beneficial ownership with respect to any Common Stock, other than any Common Stock owned of record by Mr. Kaye or Mr. Landy, respectively.

Item 5 Ownership of Five Percent or Less of a Class.

If this statement is being filed to report the fact that as of the date hereof certain of the Warburg Pincus Reporting Persons have ceased to be the beneficial owner of more than 5 percent of the class of securities, check the following .

Item 6 Ownership of More than Five Percent on Behalf of Another Person.

Other than as set forth herein, no other person has the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, in excess of 5% of the total outstanding Common Stock.

Item 7 Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company.

Inapplicable.

Item 8 Identification and Classification of Members of the Group.

The Warburg Pincus Reporting Persons are making this single, joint filing because they may be deemed to constitute a “group” within the meaning of Section 13(d)-3 of the Exchange Act. The joint filing agreement among the Warburg Pincus Reporting Persons to file this Amendment No. 5 to Schedule 13G jointly is attached to Amendment No. 2 to Schedule 13G previously filed with the U.S. Securities and Exchange Commission by the Warburg Pincus Reporting Person with respect to the Issuer on February 12, 2016. Each Warburg Pincus Reporting Person other than Messrs. Kaye and Landy expressly disclaims beneficial ownership with respect to any shares of Common Stock in excess of its economic interest in the Common Stock. Each of Messrs. Kaye and Landy expressly disclaims beneficial ownership with respect to any Common Stock, other than any Common Stock owned of record by Mr. Kaye or Mr. Landy, respectively.

Item 9 Notice of Dissolution of Group.

Inapplicable.

Item 10 Certification.

Inapplicable.

SIGNATURES

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

WARBURG PINCUS PRIVATE EQUITY X O&G, L.P.

By: Warburg Pincus X, L.P., its general partner
By: Warburg Pincus X GP L.P., its general partner
By: WPP GP LLC, its general partner
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: /s/ Robert B. Knauss

Name: Robert B. Knauss

Title: Partner

WARBURG PINCUS X, L.P.

By: Warburg Pincus X GP L.P., its general partner
By: WPP GP LLC, its general partner
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

Date: February 12, 2019 By: /s/ Robert B. Knauss

Name: Robert B. Knauss

Title: Partner

WARBURG PINCUS X GP L.P.

By: WPP GP LLC, its general partner
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: /s/ Robert B. Knauss

Name: Robert B. Knauss

Title: Partner

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: /s/ Robert B. Knauss

Name: Robert B. Knauss

Title: Partner

WARBURG PINCUS PARTNERS, L.P.

By: Warburg Pincus Partners GP LLC, its general partner

By: Warburg Pincus & Co., its managing member

By: /s/ Robert B. Knauss

Name: Robert B. Knauss

Title: Partner

WARBURG PINCUS PARTNERS GP LLC

By: Warburg Pincus & Co., its managing member

By: /s/ Robert B. Knauss

Name: Robert B. Knauss

Title: Partner

WARBURG PINCUS & CO.

By: /s/ Robert B. Knauss

Name: Robert B. Knauss

Title: Partner

WARBURG PINCUS LLC

By: /s/ Robert B. Knauss

Name: Robert B. Knauss

Title: Managing Director

CHARLES R. KAYE

By: /s/ Robert B. Knauss

Robert B. Knauss, Attorney-in-Fact*

JOSEPH P. LANDY

By: /s/ Robert B. Knauss

Robert B. Knauss, Attorney-in-Fact*

* The Power of Attorney given by each of Mr. Kaye and Mr. Landy was previously filed with the U.S. Securities & Exchange Commission on July 12, 2016 as an exhibit to a beneficial ownership report on Schedule 13D filed by Warburg Pincus LLC with respect to WEX, Inc. and is hereby incorporated by reference.

Schedule 13G Signature Page