

ANTERO RESOURCES Corp  
Form 4  
May 15, 2015

**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 \*  
Manning Christopher Reid

(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)

05/13/2015

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 Beneficial Ownership (Instr. 4)
Common stock, par value \$0.01 per share					3,344 <sup>(1)</sup>	D <sup>(2)</sup>	
Common stock, par value \$0.01 per share	05/13/2015		J <sup>(3)</sup> <sub>(4)</sub>	6,192,101	D \$ 0 <sup>(3)</sup> <sub>(4)</sub> 200,973,808 <sup>(3)</sup> <sub>(4)</sub>	I	See footnote <sup>(3)</sup> <sub>(4)</sub>
Common stock, par value \$0.01 per share	05/13/2015		S	178,378	D \$ 43.29 <sup>(3)</sup> <sub>(4)</sub> 200,795,430 <sup>(3)</sup> <sub>(4)</sub>	I	See footnote

value \$0.01 per share					(5)				(3) (4)
Common stock, par value \$0.01 per share	05/13/2015	S	900	D	\$ 44.02 (6)	200,794,530 (3) (4)	I		See footnote (3) (4)
Common stock, par value \$0.01 per share	05/14/2015	S	133,505	D	\$ 42.67 (7)	200,661,025 (3) (4)	I		See footnote (3) (4)
Common stock, par value \$0.01 per share						35,750	I		See footnote (8)

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 Following Reported Transaction (Instr. 6)
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V (A) (D)		

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other

Manning Christopher Reid  
1615 WYNKOOP STREET X  
DENVER, CO 80202

## Signatures

/s/ Julianna K. Ruiz,  
attorney-in-fact

05/15/2015

\_\_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) Includes 1,526 shares of common stock of Antero Resources Corporation ("Common Stock") issued on October 16, 2014 under a Restricted Stock Agreement that will vest in a single installment one year from the date of grant, or October 16, 2015.
- (2) Mr. Manning holds these securities for the benefit of the Trilantic Capital Partners and its affiliated entities. Mr. Manning disclaims any beneficial ownership of these securities, except to the extent of his pecuniary interest therein.  

The Reporting Person is a partner of Trilantic Capital Management L.P. ("Trilantic Capital Partners"). Certain entities managed by Trilantic Capital Partners and its affiliates hold a 8.5% direct voting interest in Antero Resources Investment LLC, a Delaware limited liability company ("Antero Investment"). The Trilantic Capital Partners entities are TCP Antero I-1 Holdco, LLC, TCP Antero I-2 Holdco, LLC and TCP Antero I-4 Holdco, LLC (collectively, the "TCP-Antero LLCs"). On May 13, 2015, Antero Investment made a pro rata distribution to its members, consisting of 807,899 shares of Common Stock to the TCP-Antero LLCs and 6,192,101 shares of Common Stock to the other members. Following the distribution, Antero Investment owned 200,165,909 shares of Common Stock. All shares indicated as indirectly owned by the Reporting Person are included because of his affiliation with Trilantic Capital Partners and the TCP-Antero LLCs. (cont'd in FN 4)
- (4) (cont'd from FN 3) The Reporting Person disclaims beneficial ownership of all such securities except to the extent of his pecuniary interest therein.  

Sales by the TCP-Antero LLCs. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$43.00 to \$43.98, inclusive. The reporting person undertakes to provide to Antero Resources Corporation, any security holder of Antero Resources Corporation or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in footnotes (5), (6) and (7) to this Form 4.
- (6) Sales by the TCP-Antero LLCs. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$44.00 to \$44.03, inclusive.
- (7) Sales by the TCP-Antero LLCs. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$42.50 to \$43.13, inclusive.  

Represents shares held by TCP Antero Principals LLC, a Trilantic Capital Partners entity. All shares indicated as indirectly owned by the
- (8) Reporting Person are included because of his affiliation with the Trilantic Capital Partners entities, as described above. The Reporting Person disclaims beneficial ownership of all such securities except to the extent of his pecuniary interest therein.

### Remarks:

Exhibit List: Exhibit 24 - Power of Attorney

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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