

Steward Roy  
Form 4  
March 07, 2018

**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 \*  
Steward Roy

(Last) (First) (Middle)  
2121 OLD GATESBURG ROAD, SUITE 110  
(Street)

STATE COLLEGE, PA 16803

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
Eclipse Resources Corp [ECR]

3. Date of Earliest Transaction (Month/Day/Year)  
02/23/2018

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)  
Senior VP & CAO

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)	
				(A) or (D)	Price			
Common Stock	02/23/2018		M	11,445	A	1.25	251,988	D
Common Stock	02/23/2018		F	3,751	D	1.67	248,237	D
Common Stock	02/23/2018		A	44,719	A	1.67	292,956	D
Common Stock	02/24/2018		F	7,086	D	1.7	285,870	D
Common Stock	02/24/2018		F	3,887	D	1.7	281,983	D

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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 Security (Instr. 3 and 4)	Amount or Number of Shares
Restricted Stock Units	(1)	02/23/2018		M	11,445	(1) (1)	Common Stock	11,445
Performance Stock Unit	(6)	02/23/2018		A	44,719	(6) (6)	Common Stock	44,719

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Steward Roy 2121 OLD GATESBURG ROAD SUITE 110 STATE COLLEGE, PA 16803			Senior VP & CAO	

## Signatures

/s/ Roy S.  
Steward 02/27/2018

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) On February 23, 2015, the reporting person was granted 34,334 restricted stock units, with each unit representing the right to receive one share of the issuer's common stock. The final 33.33% of the total shares underlying the restricted stock units vested on February 23, 2018.
- (2) Represents shares withheld to satisfy tax obligations upon the vesting of the restricted stock on February 23, 2018.
- (3) Represents restricted stock units representing the right to receive one share of common stock per unit granted on February 23, 2018 under the Company's 2014 Long-Term Incentive Plan, as amended, which vest in three equal installments of 33.33%, 33.33% and 33.33% on February 23, 2019, February 23, 2020 and February 23, 2021, respectively.

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- (4) On February 24, 2017, the reporting person was granted 77,035 restricted stock units, with each unit representing the right to receive one share of the issuer's common stock. 33.33% of the total shares underlying the restricted stock units vested on February 24, 2018. The remaining restricted stock units will vest 33.33% on February 24, 2019 and 33.33% on February 24, 2020.

- (5) Represents shares withheld to satisfy tax obligations upon the vesting in full of restricted stock units for an award that the Reporting Person was granted on February 24, 2017 in the amount of 11,860 restricted stock units, with each unit representing the right to receive one share of the issuer's common stock.

- (6) Represents performance stock units representing the right to receive one share of common stock per unit granted on February 23, 2018 under the Company's 2014 Long-Term Incentive Plan, as amended, the vesting of which is subject to the satisfaction of certain performance criteria in the period beginning January 1, 2018 and ending on December 31, 2020.

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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