

ANTERO RESOURCES Corp  
Form SC 13G  
October 10, 2018

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

**SCHEDULE  
13G**

Under the  
Securities  
Exchange Act of  
1934

(Amendment No.  
)\*

Antero  
Resources  
Corporation  
(Name of Issuer)

Common stock,  
par value \$0.01  
per share  
(Title of Class of  
Securities)

03674X106  
(CUSIP Number)

October 10, 2018  
(Date of event  
which requires  
filing of this  
statement)

Check the  
appropriate box  
to designate the  
rule pursuant to  
which this

Schedule 13G is  
filed:

- ý Rule 13d-1(b)
- ¨ Rule 13d-1(c)
- ¨ Rule 13d-1(d)

(Page 1 of 10  
Pages)

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\*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 the disclosures provided in a prior cover page.

The information required in 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)

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<b>1</b>	NAMES OF REPORTING PERSONS
	SailingStone Capital Partners LLC
	CHECK THE APPROPRIATE BOX IF A MEMBER (b) " OF A GROUP
<b>2</b>	
<b>3</b>	SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION
<b>4</b>	Delaware
	SOLE VOTING POWER
<b>5</b>	
	32,443,863 SHARED VOTING POWER
<b>6</b>	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	0 SOLE DISPOSITIVE POWER
<b>7</b>	
	32,443,863 SHARED DISPOSITIVE POWER
<b>8</b>	
	0
<b>9</b>	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
	32,443,863 ..
<b>10</b>	

**11** CHECK BOX  
IF THE  
AGGREGATE  
AMOUNT IN  
ROW (9)  
EXCLUDES  
CERTAIN  
SHARES  
PERCENT OF  
CLASS  
REPRESENTED BY  
AMOUNT IN ROW  
(9)

**12** 10.23%  
TYPE OF  
REPORTING  
PERSON

IA

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<b>1</b>	NAMES OF REPORTING PERSONS
	SailingStone Holdings LLC
<b>2</b>	CHECK THE APPROPRIATE BOX IF A MEMBER (b) " OF A GROUP
<b>3</b>	SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION
	Delaware
<b>5</b>	SOLE VOTING POWER
	0
<b>6</b>	SHARED VOTING POWER
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	32,443,863
<b>7</b>	SOLE DISPOSITIVE POWER
	0
<b>8</b>	SHARED DISPOSITIVE POWER
	32,443,863
<b>9</b>	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
<b>10</b>	32,443,863 ..

**11** CHECK BOX  
IF THE  
AGGREGATE  
AMOUNT IN  
ROW (9)  
EXCLUDES  
CERTAIN  
SHARES  
PERCENT OF  
CLASS  
REPRESENTED BY  
AMOUNT IN ROW  
(9)

**12** 10.23%  
TYPE OF  
REPORTING  
PERSON

HC

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<b>1</b>	NAMES OF REPORTING PERSONS
	MacKenzie B. Davis
<b>2</b>	CHECK THE APPROPRIATE BOX IF A MEMBER (b) OF A GROUP
<b>3</b>	SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION
	United States
<b>5</b>	SOLE VOTING POWER
	0 SHARED VOTING POWER
<b>6</b>	NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH
	32,443,863
<b>7</b>	SOLE DISPOSITIVE POWER
	0 SHARED DISPOSITIVE POWER
<b>8</b>	
	32,443,863
<b>9</b>	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
	32,443,863
<b>10</b>	CHECK BOX IF THE

**11** AGGREGATE  
AMOUNT IN  
ROW (9)  
EXCLUDES  
CERTAIN  
SHARES  
PERCENT OF  
CLASS  
REPRESENTED BY  
AMOUNT IN ROW  
(9)

**12** 10.23%  
TYPE OF  
REPORTING  
PERSON

HC; IN



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<b>1</b>	NAMES OF REPORTING PERSONS
<b>2</b>	Kenneth L. Settles Jr. CHECK THE APPROPRIATE BOX IF A MEMBER (b) "
<b>3</b>	OF A GROUP SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION
<b>4</b>	United States SOLE VOTING POWER
<b>5</b>	0 SHARED VOTING POWER
<b>6</b>	NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH
<b>7</b>	32,443,863 SOLE DISPOSITIVE POWER
<b>8</b>	0 SHARED DISPOSITIVE POWER
<b>9</b>	32,443,863 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
<b>10</b>	32,443,863 CHECK BOX "
	IF THE

**11** AGGREGATE  
AMOUNT IN  
ROW (9)  
EXCLUDES  
CERTAIN  
SHARES  
PERCENT OF  
CLASS  
REPRESENTED BY  
AMOUNT IN ROW  
(9)

**12** 10.23%  
TYPE OF  
REPORTING  
PERSON

HC; IN

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**Item 1(a). NAME OF ISSUER:**

The name of the issuer is Antero Resources Corporation (the "Issuer").

**Item 1(b). ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES:**

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

**Item 2(a). NAME OF PERSON FILING:**

**ADDRESS OF PRINCIPAL**

**Item 2(b). BUSINESS OFFICE OR, IF NONE,  
RESIDENCE:**

**Item 2(c). CITIZENSHIP:**

This statement is filed by:

**SailingStone Capital Partners LLC**

One California Street, 30th Floor

(i)

San Francisco, CA 94111

Citizenship: Delaware

**SailingStone Holdings LLC**

One California Street, 30th Floor

(ii)

San Francisco, CA 94111

Citizenship: Delaware

**MacKenzie B. Davis**

One California Street, 30th Floor

(iii)

San Francisco, CA 94111

Citizenship: United States

**Kenneth L. Settles Jr.**

One California Street, 30th Floor

(iv)

San Francisco, CA 94111

Citizenship: United States

The foregoing persons are hereinafter  
sometimes collectively referred to as the  
"Reporting Persons."

**Item 2(d). TITLE OF CLASS OF SECURITIES:**

Common stock, par value \$0.01 per share (the "Common Stock").

**Item 2(e). CUSIP NUMBER:**

03674X106

**IF THIS STATEMENT IS FILED PURSUANT TO  
Item 3. RULES 13d-1(b) OR 13d-2(b) OR (c), CHECK  
WHETHER THE PERSON FILING IS A:**

(a) "Broker or dealer registered under Section 15 of the Act,

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- (b) " Bank as defined in Section 3(a)(6) of the Act,
- (c) " Insurance Company as defined in Section 3(a)(19) of the Act,
- (d) " Investment Company registered under Section 8 of the Investment Company Act of 1940,
- (e) " An investment adviser in accordance with Rule 13d-1(b)(1)(ii)(E);
- (f) " Employee Benefit Plan or Endowment Fund in accordance with Rule 13d-1(b)(1)(ii)(F),
- (g) " Parent Holding Company or control person in accordance with Rule 13d-1(b)(1)(ii)(G),
- (h) " Savings Association as defined in Section 3(b) of the Federal Deposit Insurance Act,
- (i) " A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act;
- (j) " A non-U.S. institution in accordance with Rule 13d-1(b)(1)(ii)(J);
- (k) " Group, in accordance with Rule 13d-1(b)(1)(ii)(K).

If filing as a non-U.S. institution in accordance with Rule 13d-1(b)(1)(ii)(J), please

specify the type of institution: \_\_\_\_\_

**Item 4. OWNERSHIP.**

The information required by Items 4(a) - (c) is set forth in Rows 5 - 11 of the cover page for each of the Reporting Persons and is incorporated herein by reference.

The percentage set forth in Row (11) of the cover page for each of the Reporting Persons is based on the 317,086,304 shares of Common Stock outstanding as of July 27, 2018, as reported in the Issuer's Quarterly Report for the quarterly period ended June 30, 2018 on Form 10-Q filed with the Securities and Exchange Commission on August 1, 2018.

**Item 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS.**

Not applicable.

**Item 6. OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON.**

Not applicable.

**Item 7. IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY.**

Not applicable.

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**Item 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP.**

Not applicable.

**Item 9. NOTICE OF DISSOLUTION OF GROUP.**

Not applicable.

**Item 10. CERTIFICATION.**

Each of the Reporting Persons hereby makes the following certification:

By signing below the Reporting Person certifies that, to the best of its knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

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**SIGNATURES**

After reasonable inquiry and to the best of our knowledge and belief, the undersigned certifies that the information set forth in this statement is true, complete and correct.

DATED: October 10, 2018

SailingStone Capital Partners  
LLC

By: /s/ Kathlyne Kiaie  
Name: Kathlyne Kiaie  
Title: Chief Compliance Officer

SailingStone Holdings LLC

By: /s/ MacKenzie B. Davis  
Name: MacKenzie B. Davis  
Title: Managing Member

MacKenzie B. Davis

By: /s/ MacKenzie B. Davis  
Name: MacKenzie B. Davis

Kenneth L. Settles Jr.

By: /s/ Kenneth L. Settles Jr.  
Name: Kenneth L. Settles Jr.

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EXHIBIT 1

JOINT ACQUISITION STATEMENT  
PURSUANT TO RULE 13d-1(k)

The undersigned acknowledge and agree that the foregoing statement on Schedule 13G is filed on behalf of each of the undersigned and that all subsequent amendments to this statement on Schedule 13G shall be filed on behalf of each of the undersigned without the necessity of filing additional joint acquisition statements. The undersigned acknowledge that each shall be responsible for the timely filing of such amendments, and for the completeness and accuracy of the information concerning him or it contained therein, but shall not be responsible for the completeness and accuracy of the information concerning the others, except to the extent that he or it knows or has reason to believe that such information is inaccurate.

DATED: October 10, 2018

SailingStone Capital Partners  
LLC

By: /s/ Kathlyne Kiaie  
Name: Kathlyne Kiaie  
Title: Chief Compliance Officer

SailingStone Holdings LLC

By: /s/ MacKenzie B. Davis  
Name: MacKenzie B. Davis  
Title: Managing Member

MacKenzie B. Davis

By: /s/ MacKenzie B. Davis  
Name: MacKenzie B. Davis

Kenneth L. Settles Jr.

By: /s/ Kenneth L. Settles Jr.  
Name: Kenneth L. Settles Jr.



