

RANGE RESOURCES CORP
Form 3
September 30, 2016

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 *

Â SailingStone Capital Partners
LLC

(Last) (First) (Middle)

1 CALIFORNIA STREET,
SUITE 3050

(Street)

SAN
FRANCISCO,Â CAÂ 94111

(City) (State) (Zip)

2. Date of Event Requiring
Statement

(Month/Day/Year)
08/07/2016

3. Issuer Name **and** Ticker or Trading Symbol
RANGE RESOURCES CORP [RRC]

4. Relationship of Reporting
Person(s) to Issuer

(Check all applicable)

____ Director ____ 10% Owner
____ Officer ____ Other
(give title below) (specify below)

5. If Amendment, Date Original
Filed(Month/Day/Year)

6. Individual or Joint/Group
Filing(Check Applicable Line)
____ Form filed by One Reporting
Person
X Form filed by More than One
Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security
(Instr. 4)

Common Stock, par value \$0.01

2. Amount of Securities
Beneficially Owned
(Instr. 4)

23,639 (1) (2) (3)

3. Ownership
Form:
Direct (D)
or Indirect
(I)
(Instr. 5)

I

4. Nature of Indirect Beneficial
Ownership
(Instr. 5)

By: SAILINGSTONE GLOBAL
NATURAL RESOURCES
FUND, L.P. (2)

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

SEC 1473 (7-02)

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information contained in this form are not
required to respond unless the form displays a
currently valid OMB control number.**

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security
(Instr. 4)

2. Date Exercisable and
Expiration Date

3. Title and Amount of
Securities Underlying

4. Conversion

5. Ownership

6. Nature of Indirect
Beneficial Ownership

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| (Month/Day/Year) | | Derivative Security (Instr. 4) | or Exercise Price of Derivative Security | Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5) | (Instr. 5) |
|---------------------|--------------------|-----------------------------------|---|--|------------|
| Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|--------------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| SailingStone Capital Partners LLC 1 CALIFORNIA STREET, SUITE 3050 SAN FRANCISCO, CA 94111 | Â | Â | Â | Â |
| SailingStone Holdings LLC 1 CALIFORNIA STREET, SUITE 3050 SAN FRANCISCO, CA 94111 | Â | Â | Â | Â |
| Davis MacKenzie B 1 CALIFORNIA STREET, SUITE 3050 SAN FRANCISCO, CA 94111 | Â | Â | Â | Â |
| Settles Kenneth L Jr 1 CALIFORNIA STREET, SUITE 3050 SAN FRANCISCO, CA 94111 | Â | Â | Â | Â |

Signatures

| | |
|---|------------|
| SailingStone Capital Partners LLC, By: /s/ Kathlyne Kiaie, Chief Compliance Officer | 09/30/2016 |
| __Signature of Reporting Person | Date |
| /s/ Kenneth L. Settles Jr. | 09/30/2016 |
| __Signature of Reporting Person | Date |
| /s/ MacKenzie B. Davis | 09/30/2016 |
| __Signature of Reporting Person | Date |
| SailingStone Holdings LLC, By: /s/ MacKenzie B. Davis, Managing Member | 09/30/2016 |
| __Signature of Reporting Person | Date |

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(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 August 7, 2016, the Reporting Persons entered into a Voting Support and Nomination Agreement (the "Agreement") with Range Resources Corporation (the "Company") pursuant to which the parties thereto agreed (i) to cooperate with each other to identify one new independent director to be appointed to the Company's board of directors who is mutually agreeable to the board and the Reporting Persons; (ii) that the Company would implement a Stockholder Engagement Policy (as defined in the Agreement); and (iii) that the Company would implement Additional Performance Criteria (as defined in the Agreement). Prior to this date, for the purposes of Section 16, the Reporting Persons did not beneficially own more than 10% of any class of the Company's equity securities due to exemptions under Rule 16a-1(a)(1)(v) and Rule 16a-1(a)(1)(vii), as applicable, for shares of the Company held in accounts for which SailingStone

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Capital Partners LLC serves as investment adviser.

Kenneth Settles holds approximately 0.89% of the limited partnership interests of SailingStone Global Natural Resources Fund, L.P. a Delaware limited partnership ("GNR Fund"), and may be considered to have a pecuniary interest in the proportionate amount of the common stock of the Company held by GNR Fund, or 10,467 shares. MacKenzie Davis holds approximately 1.12% of the limited partnership interests of GNR Fund and may be considered to have a pecuniary interest in the proportionate amount of the common stock of the Company held by GNR Fund, or 13,172 shares.

- (2)
- (3)
- Each of the Reporting Persons (other than Kenneth Settles and MacKenzie Davis to the extent set forth above), hereby disclaims beneficial ownership of the shares held by GNR Fund pursuant to Rule 16a-1(a)(4) under the 1934 and the inclusion of these shares in this report shall not be deemed an admission of beneficial ownership of any of the reported shares for purposes of Section 16 or for any other purpose.

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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