

ANTERO RESOURCES Corp
 Form 4
 October 20, 2014

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
 Levy James R.

(Last) (First) (Middle)

C/O WARBURG PINCUS &
 CO., 450 LEXINGTON AVENUE

(Street)

NEW YORK, NY 10017

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

ANTERO RESOURCES Corp [AR]

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

10/16/2014

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 Ownership (Instr. 4) |
|--|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock, par value \$0.01 per share | 10/16/2014 | | A | | 1,526 | A | \$ 0 |
| Common Stock, par value \$0.01 per share | | | | | 207,165,909 | I | |
| | | | | | (2) (3) | | |

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

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SEC 1474 (9-02)

displays a currently valid OMB control number.

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 or Value of Underlying Securities (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|---|
| Options to purchase Common Stock | \$ 52.44 | 10/16/2014 | | A | 1,526 | (6) (6) | Common Stock, par value \$0.01 per share | 1,526 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Levy James R. C/O WARBURG PINCUS & CO. 450 LEXINGTON AVENUE NEW YORK, NY 10017 | X | | | |

Signatures

/s/ James R. Levy
Date: 10/20/2014

**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.
The Reporting Person is a Partner of Warburg Pincus & Co., a New York general partnership ("WP"), and a Member and Managing Director of Warburg Pincus LLC, a New York limited liability company ("WP LLC"). The Warburg Pincus Entities (as defined below in footnote 5) collectively hold a 38.4% voting interest, and an economic interest that is determined based on a multi-level waterfall, in Antero Resources Investment LLC, a Delaware limited liability company ("Antero Investment"), which directly owns 207,165,909 shares of Antero Resources Corporation as of the date hereof.

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- All shares of Common Stock indicated as indirectly owned by the Reporting Person are included because of his affiliation with the Warburg Pincus Entities, due to which Mr. Levy may be deemed to have an indirect pecuniary interest (within the meaning of Rule 16a-1
- (3) under the Securities and Exchange Act of 1934, as amended) in an indeterminate portion of the shares of Common Stock owned by the Warburg Pincus Entities. Mr. Levy disclaims beneficial ownership of all shares of Common Stock attributable to the Warburg Pincus Entities except to the extent of his direct pecuniary interest therein.

- Each of Warburg Pincus Private Equity VIII, L.P., a Delaware limited partnership, ("WP VIII", and together with its two affiliated partnerships, Warburg Pincus Netherlands Private Equity VIII C.V. I, a company formed under the laws of the Netherlands ("WP VIII CV I"), and WP-WPVIII Investors, L.P., a Delaware limited partnership, ("WP-WPVIII Investors"), collectively, the "WP VIII Funds"),
- (4) Warburg Pincus Private Equity X, L.P., a Delaware limited partnership ("WP X"), Warburg Pincus X Partners, L.P., a Delaware limited partnership ("WP X Partners," and together with WP X, the "WP X Funds"), and Warburg Pincus Private Equity X O&G, L.P., a Delaware limited partnership ("WP X O&G"), hold a beneficial interest in WP Antero, LLC, a Delaware limited liability company, an indirect subsidiary of WP X, WP X O&G, a direct subsidiary of WP X Partners, the WP VIII Funds and a member in Antero Investment. (cont'd)

- Warburg Pincus X, L.P., a Delaware limited partnership ("WP X GP"), is the general partner of WP X Funds and WP X O&G. Warburg Pincus X GP L.P., a Delaware limited partnership ("WP X GP LP"), is the general partner of WP X GP. WP-WPVIII Investors GP L.P., a Delaware limited partnership ("WP-WPVIII GP LP"), is the general partner of WP-WPVIII Investors. WPP GP LLC, a Delaware limited liability company ("WPP GP LLC") is the general partner of WP X GP LP, WP-WPVIII GP LP, WP VIII and WP VIII CV I. WP is the managing member of Warburg Pincus Partners GP LLC, which is the general partner of Warburg Pincus Partners, L.P., which is the managing member of WPP GP LLC. WP LLC is the manager of the WP VIII Funds, the WP X Funds, and WP X O&G. Each of the WP VIII Funds, the WP X Funds, WP X O&G, WP X GP, WP X GP LP, WP-WPVIII GP LP, WP Antero, WP Partners, WP LLC and WP are collectively referred to herein as the "Warburg Pincus Entities."
- (5)

- (6) Each option to purchase Common Stock vests and becomes exercisable in a single installment one year from the date of grant, or October 16, 2015. Each option to purchase Common Stock expires ten years from the date of grant, or October 16, 2024.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.