

ANTERO RESOURCES Corp
Form 4
October 17, 2013

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 *
Warren Glen C Jr

(Last) (First) (Middle)
1625 17TH 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)
10/16/2013

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)

See Remarks

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) |
|--|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common stock, par value \$0.01 per share | 10/16/2013 | | S | | 3,409,091 (1) | D | \$ 42.02 |
| | | | | | 220,965,909 (2) | I | |
| Common stock, par value \$0.01 per share | 10/16/2013 | | P | 7 | | A | \$ 44 7 |
| | | | | | | I | |

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

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

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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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------|-------|
| | Director | 10% Owner | Officer | Other |
| Warren Glen C Jr 1625 17TH STREET DENVER, CO 80202 | X | | See Remarks | |

Signatures

/s/ Alwyn A. Schopp, as attorney-in-fact for Glen C. Warren, Jr. 10/17/2013

__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) The Reporting person holds a direct membership interest in Antero Resources Investment LLC, a Delaware limited liability company ("Antero Investment"), and a direct membership interest in Antero Resources Employee Holdings LLC, which holds a direct membership interest in Antero Investment. The Reporting Person disclaims beneficial ownership of all shares reported except to the extent of his pecuniary interest therein.
- (2) In connection with the initial public offering (the "IPO") of common stock (the "Common Stock") of the Issuer, Antero Resources LLC, a Delaware limited liability company, merged with and into the Issuer, resulting in all of the membership interests in Antero Resources LLC held by Antero Investment immediately prior to the merger being converted into 224,375,000 shares of Common Stock. Pursuant to the exercise by the underwriters of their option to purchase additional shares to cover over-allotments from Antero Investment in connection with the IPO, Antero Investment sold 3,409,091 shares of Common Stock on October 16, 2013.
- (3)

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Represents shares purchased by a family member of the Reporting Person. All shares indicated as indirectly owned by the Reporting Person are included because of his relation to the purchaser. The Reporting Person disclaims beneficial ownership of all shares reported except to the extent of his pecuniary interest therein.

Remarks:

Director, President, Chief Financial Officer and Secretary

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.