

ANTERO RESOURCES Corp
 Form 4/A
 March 03, 2016

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

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 *
 Warburg Pincus Private Equity VIII, L.P.

(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)

03/01/2016

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

03/02/2016

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 | 03/01/2016 | | S | | 4,751,186 | D | \$ 21.502 |
| | | | | | 26,533,286 | D | (1) |

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

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SEC 1474 (9-02)

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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 Owned Following Transaction (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Warburg Pincus Private Equity VIII, L.P. C/O WARBURG PINCUS & CO. 450 LEXINGTON AVENUE NEW YORK, NY 10017 | X | X | | |
| Warburg Pincus Partners, L.P. C/O WARBURG PINCUS & CO. 450 LEXINGTON AVENUE NEW YORK, NY 10017 | X | X | | |
| Warburg Pincus Partners GP LLC C/O WARBURG PINCUS & CO. 450 LEXINGTON AVENUE NEW YORK, NY 10017 | X | X | | |
| WARBURG PINCUS LLC C/O WARBURG PINCUS & CO. 450 LEXINGTON AVENUE NEW YORK, NY 10017 | | | X | |
| WARBURG PINCUS & CO. C/O WARBURG PINCUS & CO. 450 LEXINGTON AVENUE NEW YORK, NY 10017 | X | X | | |
| KAYE CHARLES R C/O WARBURG PINCUS & CO. 450 LEXINGTON AVENUE NEW YORK, NY 10017 | | | X | |

Landy Joseph P.
 C/O WARBURG PINCUS & CO.
 450 LEXINGTON AVENUE
 NEW YORK, NY 10017

X

Signatures

| | |
|--|------------|
| WARBURG PINCUS PRIVATE EQUITY VIII, L.P. By: Warburg Pincus Partners, L.P., its general partner By: Warburg Pincus Partners GP LLC, its general partner | 03/03/2016 |
| __Signature of Reporting Person | Date |
| By: Warburg Pincus & Co., its managing member By: /s/ Robert B. Knauss Name: Robert B. Knauss Title: Partner | 03/03/2016 |
| __Signature of Reporting Person | Date |
| WARBURG PINCUS PARTNERS, L.P. By: Warburg Pincus Partners GP LLC, its general partner By: Warburg Pincus & Co., its managing member By: /s/ Robert B. Knauss Name: Robert B. Knauss Title: Partner | 03/03/2016 |
| __Signature of Reporting Person | Date |
| WARBURG PINCUS PARTNERS GP LLC By: Warburg Pincus & Co., its managing member By: /s/ Robert B. Knauss Name: Robert B. Knauss Title: Partner | 03/03/2016 |
| __Signature of Reporting Person | Date |
| WARBURG PINCUS & CO. By: /s/ Robert B. Knauss Name: Robert B. Knauss Title: Partner | 03/03/2016 |
| __Signature of Reporting Person | Date |
| WARBURG PINCUS LLC By: /s/ Robert B. Knauss Name: Robert B. Knauss Title: Managing Director | 03/03/2016 |
| __Signature of Reporting Person | Date |
| CHARLES R. KAYE By: /s/ Robert B. Knauss, Attorney-in-Fact* | 03/03/2016 |
| __Signature of Reporting Person | Date |
| JOSEPH P. LANDY By: /s/ Robert B. Knauss, Attorney-in-Fact* | 03/03/2016 |
| __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) This Amendment is filed solely to revise the Power of Attorney ("POA") referenced in the originally-filed Form 4. The transaction listed on this Form 4/A is not new and was previously reported on the originally-filed Form 4. It is reported again to gain access to the filing system for purposes of revising the POA referenced.

Remarks:

The Power of Attorney given by each of Mr. Kaye and Mr. Landy was previously filed with the U.S. Securities & Exchange C

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.