

ANTERO RESOURCES Corp
 Form 4
 November 03, 2016

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 *
 Keenan W Howard JR

(Last) (First) (Middle)

C/O YORKTOWN PARTNERS
 LLC, 410 PARK AVENUE, 19TH
 FLOOR

(Street)

NEW YORK, NY 10022

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

ANTERO RESOURCES Corp [AR]

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

11/02/2016

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 Indirect Beneficial Ownership (Instr. 4) |
|--|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common stock, par value \$0.01 per share | 11/02/2016 | | J ⁽¹⁾ | 8,086 A | \$ 0 118,087 | D | |
| Common stock, par value \$0.01 per share | 11/02/2016 | | J ⁽²⁾ | 10,286 A | \$ 0 128,373 | D | |
| | 11/02/2016 | | J ⁽¹⁾ | 1,324,720 D | \$ 0 215,319 ⁽³⁾ | I | |

| | | | | | | | | |
|--|------------|------------------|-----------|---|------|---------------------------|---|------------------|
| Common stock, par value \$0.01 per share | | | | | | | | See footnote (4) |
| Common stock, par value \$0.01 per share | 11/02/2016 | J ⁽²⁾ | 1,644,961 | D | \$ 0 | 5,628,049 ⁽³⁾ | I | See footnote (5) |
| Common stock, par value \$0.01 per share | | | | | | 235,380 ⁽³⁾ | I | See footnote (6) |
| Common stock, par value \$0.01 per share | | | | | | 10,425,078 ⁽³⁾ | I | See footnote (7) |

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

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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. Nu... Deriv... Secur... Bene... Own... Follo... Repo... Trans... (Instr... |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
| | | | | Code V (A) (D) | | Date Exercisable Expiration Date | Title | Amount or Number of Shares | |

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

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Director 10% Owner Officer Other

Keenan W Howard JR
C/O YORKTOWN PARTNERS LLC X
410 PARK AVENUE, 19TH FLOOR
NEW YORK, NY 10022

Signatures

/s/ W. Howard
Keenan, Jr 11/03/2016

__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) Pro rata distributions from Yorktown Energy Partners VI, L.P. ("Yorktown VI"), Yorktown VI Company LP ("Yorktown VI Company") and Yorktown VI Associates LLC ("Yorktown VI Associates").
- (2) Pro rata distributions from Yorktown Energy Partners VII, L.P. ("Yorktown VII"), Yorktown VII Company LP ("Yorktown VII Company") and Yorktown VII Associates LLC ("Yorktown VII Associates").
- (3) The reporting person disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein, and this report shall not be deemed an admission that the reporting person is the beneficial owner of the securities for Section 16 or any other purpose.
- (4) These securities are owned directly by Yorktown VI. The reporting person is a member and manager of Yorktown VI Associates, the general partner of Yorktown VI Company, the general partner of Yorktown VI.
- (5) These securities are owned directly by Yorktown VII. The reporting person is a member and manager of Yorktown VII Associates, the general partner of Yorktown VII Company, the general partner of Yorktown VII.
- (6) These securities are owned directly by Yorktown Energy Partners V, L.P. ("Yorktown V"). The reporting person is a member and manager of Yorktown V Company LP, the general partner of Yorktown V.
- (7) These securities are owned directly by Yorktown Energy Partners VIII, L.P. ("Yorktown VIII"). The reporting person is a member and manager of Yorktown VIII Associates LLC, the general partner of Yorktown VIII Company LP, the general partner of Yorktown VIII.

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.