

WARBURG PINCUS LLC
Form 4
November 09, 2018

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 LLC

2. Issuer Name and Ticker or Trading Symbol
ANTERO RESOURCES Corp [AR]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
11/08/2018

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

C/O WARBURG PINCUS LLC, 450 LEXINGTON AVENUE

(Street)

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

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

NEW YORK, NY 10017

(City) (State) (Zip)

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 | 11/08/2018 | | S | | 13,000,000 | D | \$ 15.87 |
| | | | | | 33,609,061 | I | |

See Footnotes (1) (2) (3) (4) (5) (6)

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 Beneficially (Instr. 5) |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|--------------------------------------------|------------------------------------------------------------------|
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|--------------------------------------------|------------------------------------------------------------------|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--------------------------------------------------------------------------------------------|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| WARBURG PINCUS LLC C/O WARBURG PINCUS LLC 450 LEXINGTON AVENUE NEW YORK, NY 10017 | X | X | | |
| KAYE CHARLES R C/O WARBURG PINCUS LLC 450 LEXINGTON AVENUE NEW YORK, NY 10017 | | | X | |
| Landy Joseph P. C/O WARBURG PINCUS LLC 450 LEXINGTON AVENUE NEW YORK, NY 10017 | | | X | |

Signatures

WARBURG PINCUS LLC By: WARBURG PINCUS LLC By: Name: Robert B. Knauss
 Title: Managing Director Name: Robert B. Knauss Title: Managing Director 11/09/2018
 __Signature of Reporting Person Date

CHARLES R. KAYE By: CHARLES R. KAYE By: Name: Robert B. Knauss,
 attorney-in-fact Name: Robert B. Knauss, attorney-in-fact 11/09/2018
 __Signature of Reporting Person Date

JOSEPH P. LANDY By: JOSEPH P. LANDY By: Name: Robert B. Knauss, attorney-in-fact
 Name: Robert B. Knauss, attorney-in-fact 11/09/2018
 __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 Form 4 is filed on behalf of Warburg Pincus LLC, a New York limited liability company ("WP LLC") and Charles R. Kaye and Joseph P. Landy, each a Managing General Partner of Warburg Pincus & Co., a New York general partnership ("WP") and the Co-Chief Executive Officers and Managing Members of WP LLC (WP LLC, together with Messrs. Kaye and Landy, the "Warburg Pincus Reporting Persons").
- Warburg Pincus Private Equity X O&G, L.P., a Delaware limited partnership ("WP X O&G"), was an existing shareholder of the Company prior to the sale by WP X O&G as reported on a separate Form 4 (the "WP X O&G Sale") and currently holds 32,566,126 shares of common stock, par value \$0.01 per share ("Common Stock") of Antero Resources Corporation (the "Issuer"). Warburg Pincus X, L.P., a Delaware limited partnership ("WP X") was an existing shareholder of the Company prior to the sale by WP X as reported on a separate Form 4 (the "WP X Sale"), and currently owns 0 shares of Common Stock. Warburg Pincus X Partners, L.P., a Delaware limited partnership ("WP X Partners"), was an existing shareholder of the Company prior to the sale by WP X Partners as reported on a Separate Form 4 (the "WP X Partners Sale") and currently owns 1,042,935 shares of Common Stock.
- (2) Warburg Pincus Private Equity VIII, L.P., a Delaware limited partnership ("WP VIII"), Warburg Pincus Netherlands Private Equity VIII C.V. I, a Company formed under the laws of the Netherlands ("WP VIII CV I") and WP-WP VIII Investors, L.P., a Delaware limited partnership ("WP-WP VIII Investors" and collectively, the "WP VIII Funds"), were existing shareholders of the Company prior to the sale by the WP VIII Funds as reported on a Separate Form 4 (the "WP VIII Sale" and, together with the WP X O&G Sale, the WP X Sale and the WP X Partners Sale, collectively, the "Sale") and currently own 0 shares of Common Stock. WP LLC manages each of WP X O&G, WP X, WP X Partners and the WP VIII Funds (collectively, the "WP Funds") and WP is the ultimate general partner of the WP Funds. Therefore, the consummation of the Sale altered the indirect beneficial ownership of the Reporting Persons in the shares of Common Stock.
- (3) Charles R. Kaye and Joseph P. Landy are each Managing General Partners of WP and Managing Members and Co-Chief Executive Officers of WP LLC and may be deemed to control the Warburg Pincus Reporting Persons. Messrs. Kaye and Landy disclaim beneficial ownership of all shares held by the Warburg Pincus Reporting Persons.
- (4) By reason of the provisions of Rule 16a-1 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), the Warburg Pincus Reporting Persons and certain affiliates may be deemed to be beneficial owners of 33,609,061 shares of Common Stock of the Issuer held collectively by the WP Funds. The Warburg Pincus Reporting Persons and such affiliates disclaim beneficial ownership of such shares of Common Stock of the Issuer except to the extent of their direct pecuniary interest therein.
- (5) Each of Charles R. Kaye and Joseph P. Landy serves as Managing General Partner of WP and Co-Chief Executive Officer and Managing Member of WP LLC. Therefore, the consummation of the sale by the WP X Funds and WP X O&G reported hereunder altered the indirect beneficial ownership of the Reporting Persons in the shares of Common Stock. In addition to the 33,609,061 shares of Common Stock in which Charles R. Kaye may be deemed to have indirect beneficial ownership by virtue of his status as Managing General Partner of WP and Co-Chief Executive Officer and Managing Member of WP LLC, Mr. Kaye currently owns, directly and indirectly, 89,915 shares of Common Stock. In addition to the 33,609,061 shares of Common Stock in which Joseph P. Landy may be deemed to have indirect beneficial ownership by virtue of his status as Managing General Partner of WP and Co-Chief Executive Officer and Managing Member of WP LLC, Mr. Landy currently owns 565,799 shares of Common Stock.
- (6)

Remarks:

This Form 4 is one of two Forms 4 filed relating to the same event. The Form 4 has been split into two filings because there are

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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