

ANTERO RESOURCES Corp
 Form 3
 October 18, 2013

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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)

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|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <p>1. Name and Address of Reporting Person *</p> <p>Â Levy James R.</p> <p>(Last) (First) (Middle)</p> <p>C/O WARBURG PINCUS & CO.,Â 450 LEXINGTON AVENUE</p> <p>(Street)</p> <p>NEW YORK,Â NYÂ 10017</p> <p>(City) (State) (Zip)</p> | <p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>10/16/2013</p> | <p>3. Issuer Name and Ticker or Trading Symbol</p> <p>ANTERO RESOURCES Corp [AR]</p> | <p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below)</p> | <p>5. If Amendment, Date Original Filed(Month/Day/Year)</p> | <p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person</p> |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|------------------------------------------|----------------------------------------------------------|-------------------------------------------------------------------|---------------------------------------------------------------------------------|
| Common Stock, par value \$0.01 per share | 220,965,909 | I | See footnotes <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(4)</u> <u>(5)</u> <u>(6)</u> |
| Common Stock, par value \$0.01 per share | 1,818 ⁽⁷⁾ | D | Â |

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security | 4. Conversion or Exercise | 5. Ownership Form of | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|-----------------------------------------------|-------------------------------------------------------------|------------------------------------------------------------------|---------------------------|----------------------|----------------------------------------------------------|
|-----------------------------------------------|-------------------------------------------------------------|------------------------------------------------------------------|---------------------------|----------------------|----------------------------------------------------------|

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| | Date Exercisable | Expiration Date | (Instr. 4) | Amount or Number of Shares | Price of Derivative Security | Derivative Security: Direct (D) or Indirect (I) | (Instr. 5) |
|----------------------------------|------------------|-----------------|--------------------------------|----------------------------|------------------------------|-------------------------------------------------|------------|
| | | | Title | | | | |
| Options to purchase common stock | Â (8) | Â (8) | Common Stock, par value \$0.01 | 1,477 | \$ 54.15 | D | Â |

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 | Â X | Â | Â | Â |

Signatures

/s/ James R. Levy
10/18/2013

__Signature of Reporting Person Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 5(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).

This Form 3 is being filed in connection with the Reporting Person becoming a member of the Board of Directors of the Issuer. The Reporting Person is a Partner of Warburg Pincus & Co., a New York general partner ("WP"), and a Managing Director of Warburg Pincus LLC, a New York limited liability company ("WP LLC").

(2) The securities reported herein were issued pursuant to the reorganization that was completed concurrently with, or prior to, the closing of the initial public offering of common stock ("Common Stock") of Antero Resources Corporation (the "Issuer") described in the prospectus dated October 9, 2013, pursuant to which (i) the existing holders of outstanding membership interests of Antero Resources LLC, a Delaware limited liability company (the "Units"), received equivalent interests in Antero Resources Investment LLC, a Delaware limited liability company ("Antero Investment") in exchange for such Units and (ii) Antero Resources LLC merged with the Issuer, with the Issuer being the surviving entity.

(3) The Warburg Pincus Entities, (as defined below in footnote 6), collectively hold a 38.4% membership interest, and a minority economic interest that is determined based on a multi-level waterfall, in Antero Investment, which directly owns 220,965,909 shares of the Issuer as of the date hereof.

(4) 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 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 of the Issuer attributable to the Warburg Pincus Entities except to the extent of his direct pecuniary interest therein.

(5) 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"), Warburg Pincus Private Equity X, L.P., a Delaware limited partnership ("WP X"), and 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

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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, WP-WPVIII Investors, a direct subsidiary of WP X Partners, WP VIII and WP VIII CV I 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 LLC, a Delaware limited liability company ("WP X LLC"), is the general partner of WP X GP. WP-WPVIII Investors LLC, a Delaware limited liability company ("WP-WPVIII LLC"), is the general partner of WP-WPVIII Investors. Warburg Pincus Partners LLC, a New York limited liability company ("WP Partners"), is the sole member of WP X LLC and WP-WPVIII LLC and the general partner of WP VIII and WP VIII CV I. WP is the managing member of WP Partners. 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 LLC, WP-WPVIII LLC, WP Antero, WP Partners, WP LLC and WP are collectively referred to herein as the "Warburg Pincus Entities."
- (7) Restricted stock grant that will vest in a single installment one year from the date of grant, or October 16, 2014.
- Each option to purchase Common Stock of the Issuer vests and becomes exercisable in a single installment one year from the date of grant, or October 10, 2014. Each option to purchase Common Stock of the Issuer expires ten years from the date of grant, or October 10, 2023.

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.