

Schopp Alvyn A.
Form 4
February 12, 2019

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

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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 *
Schopp Alvyn A.

(Last) (First) (Middle)

1615 WYNKOOP 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)

02/08/2019

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

See Remarks

6. Individual or Joint/Group Filing(Check Applicable Line)

X 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 (D) or Price		
Common stock, par value \$0.01 per share	02/08/2019		F		19,826 (1) \$ 8.83	D	1,091,627 (2) D
Common stock, par value \$0.01 per share	02/08/2019		M		22,222 A (3) \$ 8.83	A	1,113,849 (2) D
Common stock, par value \$0.01 per share	02/08/2019		F		6,440 (4) \$ 8.83	D	1,107,409 (2) D

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

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SEC 1474
(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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Performance share units	(3)	02/08/2019		M	22,222	(3)	(3)	Common stock, par value \$0.01 per share	22,222

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Schopp Alwyn A. 1615 WYNKOOP STREET DENVER, CO 80202			See Remarks	

Signatures

/s/ Alwyn A. Schopp
02/12/2019
**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).

In connection with the vesting of restricted stock units pursuant to the Antero Resources Corporation Long-Term Incentive Plan, the

- (1) Issuer withheld shares that would otherwise have been issued to the Reporting Person to satisfy its tax withholding obligations. The number of shares withheld was determined based on the closing price per share on February 8, 2019.
- (2) Includes 34,049 shares of common stock subject to previously granted restricted stock unit awards that remain subject to vesting.
- (3)

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Each performance share unit represented a contingent right to receive one share of the Issuer's common stock upon the achievement of performance metrics established by the compensation committee of the Issuer's board of directors tied to the 10-day weighted average stock price of the Issuer's common stock and satisfaction of certain time-based vesting conditions during the period beginning on the date of grant and ending on the fifth anniversary thereof.

- In connection with the vesting of performance share units pursuant to the Antero Resources Corporation Long-Term Incentive Plan, the
- (4) Issuer withheld shares that would otherwise have been issued to the Reporting Person to satisfy its tax withholding obligations. The number of shares withheld was determined based on the closing price per share on February 8, 2019.

- Includes options to purchase 25,000 shares of common stock, including options to purchase 18,750 shares of common stock that are vested and exercisable and options to purchase 6,250 shares of common stock that vest and become exercisable on the next anniversary of the grant date so long as the Reporting Person remains continuously employed by the Issuer through such anniversary date. Each option to purchase common stock expires ten years from the date of grant, or April 15, 2025.
- (5)

- Includes 133,334 performance share units that represent a contingent right to receive one share of the Issuer's common stock upon the achievement of performance metrics established by the compensation committee of the Issuer's board of directors tied to the 10-day weighted average stock price of the Issuer's common stock and satisfaction of certain time-based vesting conditions during the period beginning on the date of grant and ending on the fifth anniversary thereof.
- (6)

Remarks:

Chief Administrative Officer, Regional Senior Vice President and Treasurer

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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