

ANTERO RESOURCES Corp
Form 8-K
June 14, 2016

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

FORM 8-K

CURRENT REPORT

**Pursuant to Section 13 OR 15(d) of
the Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): **June 9, 2016**

ANTERO RESOURCES CORPORATION

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

001-36120
(Commission File Number)

80-0162034
(IRS Employer
Identification No.)

1615 Wynkoop Street
Denver, Colorado 80202

(Address of principal executive offices) (Zip Code)

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Registrant's telephone number, including area code: **(303) 357-7310**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- o Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - o Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 1.01 Entry into a Material Definitive Agreement.

Underwriting Agreement

On June 9, 2016, Antero Resources Corporation, a Delaware corporation (the *Company*), entered into an Underwriting Agreement (the *Underwriting Agreement*) with Credit Suisse Securities (USA) LLC and J.P. Morgan Securities LLC, as representatives of the several underwriters named therein (the *Underwriters*), relating to the offer and sale of the *Company*'s common stock, par value \$0.01 per share (the *Common Stock*). The Underwriting Agreement provides for the offer and sale (the *Offering*) by the *Company*, and purchase by the Underwriters, of 26,750,000 shares of Common Stock, at a price per share of \$28.15, resulting in net proceeds of approximately \$752.5 million. Pursuant to the Underwriting Agreement, the *Company* has granted the Underwriters a 30-day option to purchase up to an aggregate of 4,012,500 additional shares of Common Stock solely to cover over-allotments. The material terms of the Offering are described in the prospectus, dated June 9, 2016 (the *Prospectus*), filed by the *Company* with the Securities and Exchange Commission (the *Commission*) on June 13, 2016, pursuant to Rule 424(b) under the Securities Act of 1933, as amended (the *Securities Act*). The Offering is registered with the Commission pursuant to a Registration Statement on Form S-3 (File No. 333-211935), filed by the *Company* on June 9, 2016.

The Underwriting Agreement contains customary representations and warranties, agreements and obligations, closing conditions and termination provisions. The *Company* has agreed to indemnify the Underwriters against certain liabilities, including liabilities under the Securities Act, and to contribute to payments the Underwriters may be required to make because of any of those liabilities.

The Offering is expected to close on June 15, 2016, subject to the satisfaction of customary closing conditions.

The foregoing description is qualified in its entirety by reference to the full text of the Underwriting Agreement, which is attached as Exhibit 1.1 to this Current Report on Form 8-K and incorporated in this Item 1.01 by reference.

Relationships

As more fully described under the caption *Underwriting* in the Prospectus, the Underwriters and their affiliates have, from time to time, performed, and may in the future perform, various financial advisory and investment banking services for the *Company*, for which they received or will receive customary fees and expenses. In particular, affiliates of Credit Suisse Securities (USA) LLC, J.P. Morgan Securities LLC, Scotia Capital (USA) Inc., Morgan Stanley & Co. LLC, Wells Fargo Securities, LLC, Capital One Securities, Inc., BMO Capital Markets Corp., Mitsubishi UFJ Securities (USA), Inc., KeyBanc Capital Markets Inc. and SunTrust Robinson Humphrey, Inc. are lenders under the *Company*'s credit facility. Additionally, an affiliate of J.P. Morgan Securities LLC acts as administrative agent under the *Company*'s credit facility.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

EXHIBIT	DESCRIPTION
1.1	Underwriting Agreement, dated as of June 9, 2016, by and among Antero Resources Corporation and Credit Suisse Securities (USA) LLC and J.P. Morgan Securities LLC, as representatives of the several underwriters named therein.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

ANTERO RESOURCES CORPORATION

By: */s/ GLEN C. WARREN, JR.*
Glen C. Warren, Jr.
President and Chief Financial Officer

Dated: June 14, 2016

EXHIBIT INDEX

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