
**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): **February 20, 2018**

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 Number)

1615 Wynkoop Street
Denver, Colorado 80202
(Address of Principal Executive Offices)
(Zip Code)

(303) 357-7310
(Registrant's Telephone Number, Including Area Code)

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:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 1.01 Entry Into a Material Definitive Agreement.

In connection with the appointment of Joyce E. McConnell as a member of the board of directors (the "Board") of Antero Resources Corporation (the "Company"), the Company entered into an Indemnification Agreement with Ms. McConnell pursuant to which the Company will be required to indemnify Ms. McConnell to the fullest extent permitted under Delaware law against liability that may arise by reason of her service to the Company and to advance her expenses incurred as a result of any proceeding against her to which she could be indemnified.

The foregoing description is qualified in its entirety by reference to the full text of the Indemnification Agreement, the form of which is filed as Exhibit 10.1 to this Current Report on Form 8-K and incorporated in this Item 1.01 by reference.

Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On February 20, 2018, the Board, upon the recommendation of its Nominating and Governance Committee, appointed Joyce E. McConnell to the Board as a Class II director. Also effective February 20, 2018, Ms. McConnell was appointed to serve on the Board's Nominating and Governance Committee. The Board determined that Ms. McConnell meets the independence requirements under the rules of the New York Stock Exchange and the Company's independence standards, and that there are no transactions between the Company and Ms. McConnell that would require disclosure under Item 404(a) of Regulation S-K. There are no understandings or arrangements between Ms. McConnell and any other person pursuant to which Ms. McConnell was selected to serve as a director of the Board.

Ms. McConnell will receive the standard non-employee director compensation for serving on the Board. The specific terms of such compensation are described further in the Company's annual proxy statement that was filed with the Securities and Exchange Commission on April 26, 2017.

In connection with her appointment to the Board, the Company entered into an Indemnification Agreement with Ms. McConnell. The information included in Item 1.01 of this Current Report on Form 8-K is incorporated by reference into this Item 5.02 of this Current Report on Form 8-K.

Item 7.01. Regulation FD Disclosure.

A copy of the Company's press release announcing the appointment of Ms. McConnell to the Board is attached as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein by reference.

The information in this Item 7.01 (including the exhibit) shall not be deemed to be "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or otherwise subject to the liabilities of that section, and is not incorporated by reference into any filing under the Securities Act of 1933, as amended, or the Exchange Act.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

| Exhibit No. | Description |
|--------------------|--|
| 10.1 | Form of Indemnification Agreement (incorporated by reference to Exhibit 10.15 to Amendment No. 2 to Antero Resources Corporation's Registration Statement on Form S-1/A (Commission File No. 333-189284), filed on August 30, 2013). |
| 99.1 | Antero Resources Corporation press release, dated February 20, 2018. |

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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 RESOURCE CORPORATION

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

Dated: February 20, 2018

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Antero Resources Announces Appointment of Joyce E. McConnell to the Board of Directors

Denver, Colorado, February 20, 2018—Antero Resources Corporation (NYSE: AR) (“Antero” or the “Company”) today announced that Joyce E. McConnell has been appointed to its board of directors (the “Board”), as a Class II director, effective as of February 20, 2018. Ms. McConnell is an independent director under the director independence standards set forth in the rules and regulations of the Securities and Exchange Commission and the applicable listing standards of the New York Stock Exchange.

Ms. McConnell, a nationally recognized scholar and national and West Virginia leader, has been the Provost and Vice President of Academic Affairs at West Virginia University since 2014. She joined the West Virginia University College of Law faculty in 1995, became a full professor in 1998, and the Thomas R. Goodwin Professor of Law in 2002. She served two terms as the Associate Dean for Academic Affairs and became the Dean of the College of Law in 2008. McConnell is also Chair of the West Virginia Chapter of The Nature Conservancy and a member of the NCAA Division I Committee on Infractions.

Paul M. Rady, Chairman and CEO of Antero commented, “As part of our ongoing process that Antero Resources has undertaken over the past few months to identify a director that would further strengthen our Board’s breadth of talent and experience, we are very excited to welcome Joyce McConnell to the Board of Directors of Antero. Joyce’s broad legal and management experience and deep local ties to the West Virginia community in which we operate will be a valuable asset to Antero and our shareholders. Adding another independent director to the Board of Directors with Joyce’s background further strengthens our commitment to good corporate governance at Antero.”

“I am thrilled to join the Board of Antero, a great company with a forward-thinking management team and a bright future in West Virginia and Ohio. Antero’s momentum, footprint and operational capabilities present a tremendous opportunity. I am excited to represent shareholders and work with the Board to oversee the execution of the company’s business strategy,” said McConnell.

Before joining the Company, McConnell served as President of the West Virginia Bar Association and served with former U.S. Supreme Court Justice Sandra Day O’Connor on former West Virginia Governor Joe Manchin’s Judicial Reform Commission. Prior to that, Ms. McConnell was a Clinical Fellow at The Georgetown University Law Center in Washington, D.C.

Ms. McConnell’s appointment fills a previous vacancy on the Board and returns its size to nine directors, seven of whom are independent directors. Ms. McConnell will be a member of the Board’s Nominating & Governance Committee.

This release includes “forward-looking statements.” Such forward-looking statements are subject to a number of risks and uncertainties, many of which are beyond Antero’s control. All statements, except for statements of historical fact, made in this release regarding activities, events or developments Antero expects, believes or anticipates will or may occur in the future, such as Antero’s ability to identify and execute a plan to increase shareholder value, deliver on its long-term outlook and adopt a compensation plan, are forward-looking statements within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934. All forward-looking statements speak only as of the date of this release. Although Antero believes that the plans, intentions and expectations reflected in or suggested by the forward-looking statements are reasonable, there is no assurance that these plans, intentions or expectations will be achieved. Therefore, actual outcomes and results could materially differ from what is expressed, implied or forecast in such statements.

Antero cautions you that these forward-looking statements are subject to all of the risks and uncertainties, most of which are difficult to predict and many of which are beyond the Company’s control, incident to the exploration for and development, production, gathering and sale of natural gas, NGLs and oil. These risks include, but are not limited to, commodity price volatility, inflation, lack of availability of drilling and production equipment and services, environmental risks, drilling and other operating risks, regulatory changes, the uncertainty inherent in estimating natural gas and oil reserves and in projecting future rates of production, cash flow and access to capital, the timing of development expenditures, and the other risks described under the heading “Item 1A. Risk Factors” in Antero’s Annual Report on Form 10-K for the year ended December 31, 2017.

Antero Resources is an independent natural gas and oil company engaged in the acquisition, development and production of unconventional liquids-rich natural gas properties located in the Appalachian Basin in West Virginia and Ohio. The Company’s website is located at www.anteroresources.com. For more information, contact Michael Kennedy — SVP — Finance, at (303) 357-6782 or mkenedy@anteroresources.com.
