

ANTERO RESOURCES Corp  
Form SC 13G/A  
February 14, 2017

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

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SCHEDULE 13G  
Under the Securities Exchange Act of 1934  
(Amendment No. 3)\*

Antero Resources Corporation

---

(Name of Issuer)  
Common Stock

---

(Title of Class of Securities)  
03674X 106

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(CUSIP Number)  
December 31, 2016

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(Date of Event which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

☐ Rule 13d-1(b)  
☐ Rule 13d-1(c)  
☐ Rule 13d-1(d)

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act"), or otherwise subject to the liabilities of that section of the Act, but shall be subject to all other provisions of the Act (however, see the Notes).

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CUSIP No. 03674X 106 SCHEDULE 13G Page 2 of 25

1 NAME OF REPORTING PERSON OR  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Trilantic Capital Partners Fund III Onshore Rollover L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)  
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

0

NUMBER OF  
SHARES

6 SHARED VOTING POWER

BENEFICIALLY OWNED  
BY EACH REPORTING  
PERSON  
WITH

0

7 SOLE DISPOSITIVE POWER

0

8 SHARED DISPOSITIVE POWER

0

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

0

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES o

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.0%

12 TYPE OF REPORTING PERSON

PN

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CUSIP No. 03674X 106 SCHEDULE 13G Page 3 of 25

1 NAME OF REPORTING PERSON OR  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Trilantic Capital Partners AIV I L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)  
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

0

NUMBER OF  
SHARES

6 SHARED VOTING POWER

BENEFICIALLY OWNED  
BY EACH REPORTING  
PERSON  
WITH

0

7 SOLE DISPOSITIVE POWER

0

8 SHARED DISPOSITIVE POWER

0

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

0

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES o

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.0%

12 TYPE OF REPORTING PERSON

PN

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CUSIP No. 03674X 106 SCHEDULE 13G Page 4 of 25

1 NAME OF REPORTING PERSON OR  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Trilantic Capital Partners Fund AIV I L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)  
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

0

NUMBER OF  
SHARES

6 SHARED VOTING POWER

BENEFICIALLY OWNED  
BY EACH REPORTING  
PERSON  
WITH

0

7 SOLE DISPOSITIVE POWER

0

8 SHARED DISPOSITIVE POWER

0

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

0

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES o

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.0%

12 TYPE OF REPORTING PERSON

PN

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CUSIP No. 03674X 106 SCHEDULE 13G Page 5 of 25

1 NAME OF REPORTING PERSON OR  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Trilantic Capital Partners Fund (B) AIV I L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)  
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

0

NUMBER OF  
SHARES

6 SHARED VOTING POWER

BENEFICIALLY OWNED  
BY EACH REPORTING  
PERSON  
WITH

0

7 SOLE DISPOSITIVE POWER

0

8 SHARED DISPOSITIVE POWER

0

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

0

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES o

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.0%

12 TYPE OF REPORTING PERSON

PN

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CUSIP No. 03674X 106 SCHEDULE 13G Page 6 of 25

1 NAME OF REPORTING PERSON OR  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

TCP Capital Partners V AIV I L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)  
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

0

NUMBER OF  
SHARES

6 SHARED VOTING POWER

BENEFICIALLY OWNED  
BY EACH REPORTING  
PERSON  
WITH

0

7 SOLE DISPOSITIVE POWER

0

8 SHARED DISPOSITIVE POWER

0

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

0

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES o

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.0%

12 TYPE OF REPORTING PERSON

PN

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CUSIP No. 03674X 106 SCHEDULE 13G Page 7 of 25

1 NAME OF REPORTING PERSON OR  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Trilantic Capital Partners IV L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)  
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

0

NUMBER OF  
SHARES

6 SHARED VOTING POWER

BENEFICIALLY OWNED  
BY EACH REPORTING  
PERSON  
WITH

0

7 SOLE DISPOSITIVE POWER

0

8 SHARED DISPOSITIVE POWER

0

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

0

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES o

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.0%

12 TYPE OF REPORTING PERSON

PN

CUSIP No. 03674X 106 SCHEDULE 13G Page 8 of 25

1 NAME OF REPORTING PERSON OR  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Trilantic Capital Partners Group VI L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)  
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

0

NUMBER OF  
SHARES

6 SHARED VOTING POWER

BENEFICIALLY OWNED  
BY EACH REPORTING  
PERSON  
WITH

0

7 SOLE DISPOSITIVE POWER

0

8 SHARED DISPOSITIVE POWER

0

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

0

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES o

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.0%

12 TYPE OF REPORTING PERSON

PN



CUSIP No. 03674X 106 SCHEDULE 13G Page 9 of 25

1 NAME OF REPORTING PERSON OR  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Trilantic Capital Partners Fund IV Funded Rollover L.P

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)  
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

0

NUMBER OF  
SHARES

6 SHARED VOTING POWER

BENEFICIALLY OWNED  
BY EACH REPORTING  
PERSON  
WITH

0

7 SOLE DISPOSITIVE POWER

0

8 SHARED DISPOSITIVE POWER

0

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

0

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES o

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.0%

12 TYPE OF REPORTING PERSON

PN

CUSIP No. 03674X 106 SCHEDULE 13G Page 10 of 25

1 NAME OF REPORTING PERSON OR  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

TCP Capital Partners VI L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)  
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

0

NUMBER OF  
SHARES

6 SHARED VOTING POWER

BENEFICIALLY OWNED  
BY EACH REPORTING  
PERSON  
WITH

0

7 SOLE DISPOSITIVE POWER

0

8 SHARED DISPOSITIVE POWER

0

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

0

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES o

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.0%

12 TYPE OF REPORTING PERSON

PN

CUSIP No. 03674X 106 SCHEDULE 13G Page 11 of 25

1 NAME OF REPORTING PERSON OR  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

TCP Antero I-1 Holdco, LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)  
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

0

NUMBER OF  
SHARES

6 SHARED VOTING POWER

BENEFICIALLY OWNED  
BY EACH REPORTING  
PERSON  
WITH

0

7 SOLE DISPOSITIVE POWER

0

8 SHARED DISPOSITIVE POWER

0

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

0

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES o

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.0%

12 TYPE OF REPORTING PERSON

OO

CUSIP No. 03674X 106 SCHEDULE 13G Page 12 of 25

1 NAME OF REPORTING PERSON OR  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

TCP Antero I-2 Holdco, LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)  
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

0

NUMBER OF  
SHARES

6 SHARED VOTING POWER

BENEFICIALLY OWNED  
BY EACH REPORTING  
PERSON  
WITH

0

7 SOLE DISPOSITIVE POWER

0

8 SHARED DISPOSITIVE POWER

0

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

0

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES o

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.0%

12 TYPE OF REPORTING PERSON

OO

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CUSIP No. 03674X 106 SCHEDULE 13G Page 13 of 25

1 NAME OF REPORTING PERSON OR  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

TCP Antero I-4 Holdco, LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)  
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

0

NUMBER OF  
SHARES

6 SHARED VOTING POWER

BENEFICIALLY OWNED  
BY EACH REPORTING  
PERSON  
WITH

0

7 SOLE DISPOSITIVE POWER

0

8 SHARED DISPOSITIVE POWER

0

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

0

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES o

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.0%

12 TYPE OF REPORTING PERSON

OO

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CUSIP No. 03674X 106 SCHEDULE 13G Page 14 of 25

1 NAME OF REPORTING PERSON OR  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

TCP Antero Principals LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)  
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

0

NUMBER OF  
SHARES

6 SHARED VOTING POWER

BENEFICIALLY OWNED  
BY EACH REPORTING  
PERSON  
WITH

0

7 SOLE DISPOSITIVE POWER

0

8 SHARED DISPOSITIVE POWER

0

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

0

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES o

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.0%

12 TYPE OF REPORTING PERSON

PN

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CUSIP No. 03674X 106 SCHEDULE 13G Page 15 of 25

1 NAME OF REPORTING PERSON OR  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Trilantic Capital Management L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)  
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

0

NUMBER OF  
SHARES

6 SHARED VOTING POWER

BENEFICIALLY OWNED  
BY EACH REPORTING  
PERSON  
WITH

0

7 SOLE DISPOSITIVE POWER

0

8 SHARED DISPOSITIVE POWER

0

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

0

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES o

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.0%

12 TYPE OF REPORTING PERSON

OO

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CUSIP No. 03674X 106 SCHEDULE 13G Page 16 of 25

1 NAME OF REPORTING PERSON OR  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Charles Ayres

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)  
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

5 SOLE VOTING POWER

0

NUMBER OF  
SHARES

6 SHARED VOTING POWER

BENEFICIALLY OWNED  
BY EACH REPORTING  
PERSON  
WITH

0

7 SOLE DISPOSITIVE POWER

0

8 SHARED DISPOSITIVE POWER

0

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

0

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES o

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.0%

12 TYPE OF REPORTING PERSON

IN

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CUSIP No. 03674X 106 SCHEDULE 13G Page 17 of 25

1 NAME OF REPORTING PERSON OR  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

E. Daniel James

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)  
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

5 SOLE VOTING POWER

45,372

NUMBER OF  
SHARES

6 SHARED VOTING POWER

BENEFICIALLY OWNED  
BY EACH REPORTING  
PERSON  
WITH

0

7 SOLE DISPOSITIVE POWER

45,372

8 SHARED DISPOSITIVE POWER

0

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

45,372

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES o

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

Less than 1.0%

12 TYPE OF REPORTING PERSON

IN

CUSIP No. 03674X 106 SCHEDULE 13G Page 18 of 25

1 NAME OF REPORTING PERSON OR  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Christopher R. Manning

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)  
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

5 SOLE VOTING POWER

100,716

NUMBER OF  
SHARES

6 SHARED VOTING POWER

BENEFICIALLY OWNED  
BY EACH REPORTING  
PERSON  
WITH

0

7 SOLE DISPOSITIVE POWER

100,716

8 SHARED DISPOSITIVE POWER

0

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

100,716

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES o

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

Less than 1.0%

12 TYPE OF REPORTING PERSON

IN

CUSIP No. 03674X 106 SCHEDULE 13G Page 19 of 25

1 NAME OF REPORTING PERSON OR  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Jon Mattson

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)  
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

5 SOLE VOTING POWER

0

NUMBER OF  
SHARES

6 SHARED VOTING POWER

BENEFICIALLY OWNED  
BY EACH REPORTING  
PERSON  
WITH

0

7 SOLE DISPOSITIVE POWER

0

8 SHARED DISPOSITIVE POWER

0

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

0

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES o

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.0%

12 TYPE OF REPORTING PERSON

IN

CUSIP No. 03674X 106 SCHEDULE 13G Page 20 of 25

1 NAME OF REPORTING PERSON OR  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Charles C. Moore

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)  
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

5 SOLE VOTING POWER

0

NUMBER OF  
SHARES

6 SHARED VOTING POWER

BENEFICIALLY OWNED  
BY EACH REPORTING  
PERSON  
WITH

0

7 SOLE DISPOSITIVE POWER

0

8 SHARED DISPOSITIVE POWER

0

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

0

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES o

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.0%

12 TYPE OF REPORTING PERSON

IN

CUSIP No. 03674X 106 SCHEDULE 13G Page 21 of 25

Item1(a).Name of issuer.

The name of the issuer is Antero Resources Corporation, a Delaware corporation (the “Issuer”).

Item 1(b). Address of issuer's principal executive offices.

The principal executive offices of the Issuer are located at 1615 Wynkoop Street, Denver, Colorado 80202.

Item2(a).Names of persons filing.

This Schedule 13G is filed on behalf of Trilantic Capital Partners Fund III Onshore Rollover L.P., a Delaware limited partnership (“TCP Fund III”); Trilantic Capital Partners AIV I L.P., a Delaware limited partnership (“TCP AIV I”); Trilantic Capital Partners Fund AIV I L.P., a Delaware limited partnership (“TCP Fund AIV I”); Trilantic Capital Partners Fund (B) AIV I L.P., a Delaware limited partnership (“TCP Fund (B) AIV I”); TCP Capital Partners V AIV I L.P., a Delaware limited partnership (“TCP V AIV”); Trilantic Capital Partners IV L.P., a Delaware limited partnership (“TCP IV”); Trilantic Capital Partners Group VI L.P., a Delaware limited partnership (“TCP Group VI”); Trilantic Capital Partners Fund IV Funded Rollover L.P., a Delaware limited partnership (“TCP Fund IV Funded Rollover”); TCP Capital Partners VI L.P., a Delaware limited partnership (“TCP VI” and together with TCP Fund II, TCP AIV I, TCP Fund AIV I, TCP Fund (B) AIV, TCP V AIV, TCP IV, TCP Group VI, and TCP Fund IV Funded Rollover, the “Trilantic Capital Partners”); TCP Antero I-1 Holdco, LLC, a Delaware limited liability company (“TCP Antero I-1”); TCP Antero I-2 Holdco, LLC, a Delaware limited liability company (“TCP Antero I-2”); TCP Antero I-4 Holdco, LLC a Delaware limited liability company (“TCP Antero I-4” and together with TCP Antero I-1 and TCP Antero I-2, the “Trilantic Entities”); Trilantic Capital Management L.P., a Delaware limited partnership and managing member of TCP Antero I-1 (“TCM”); Trilantic Capital Partners IV L.P., a Delaware limited partnership and managing member of TCP Antero I-2 and TCP Antero I-4 (“Trilantic Capital Partners IV”); TCP Antero Principals LLC (“TCP Principals”); Charles Ayres; E. Daniel James; Christopher R. Manning; Jon Mattson; and Charles C. Moore. Messrs. Ayres, James, Manning, Mattson and Moore are referred to collectively as the “Trilantic Partners.”

Trilantic Capital Partners, the Trilantic Entities, TCP Principals, TCM, Trilantic Capital Partners IV and the Trilantic Partners are collectively referred to herein as the “Trilantic Reporting Persons.”

Item 2(b). Address or principal business office or, if none, residence.

The principal business address of each of the Trilantic Reporting Persons is 375 Park Avenue, New York, NY 10152.

Item 2(c). Citizenship.

Trilantic Capital Partners, the Trilantic Entities, TCP Principals, TCM and Trilantic Capital Partners IV are organized in the state of Delaware. The Trilantic Partners are citizens of the United States.

Item 2(d). Title of class of securities.

Common Stock, par value \$0.01 per share (the “Common Stock”).

Item 2(e). CUSIP number.

03674X 106

Item 3. If this statement is filed pursuant to Rule 13d-1(b), or 13d-2(b) or (c), check whether the person filing is a:

- (a) ☐ Broker or dealer registered under section 15 of the Act;
  - (b) ☐ Bank as defined in section 3(a)(6) of the Act;
  - (c) ☐ Insurance company as defined in section 3(a)(19) of the Act;
-

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- (d) £ Investment company registered under section 8 of the Investment Company Act of 1940;
- (e) £ An investment adviser in accordance with Rule 13d-1(b)(1)(ii)(E);
- (f) £ An employee benefit plan or endowment fund in accordance with Rule 13d-1(b)(1)(ii)(F);
- (g) £ A parent holding company or control person in accordance with Rule 13d-1(b)(1)(ii)(G);
- (h) £ A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act;
- (i) £ A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940;
- (j) £ A non-U.S. institution in accordance with Rule 13d-1(b)(1)(ii)(J);
- (k) £ Group, in accordance with Rule 13d-1(b)(1)(ii)(K).

Item 4. Ownership:

The information required by Items 4(a)-(c) is set forth in Rows 5-11 of the cover pages hereto and is incorporated herein by reference.

Item 5. Ownership of five percent or less of a class.

As of the date hereof, none of the Reporting Persons is the beneficial owner of more than five percent of the class of securities.

Item 6. Ownership of more than five Percent on behalf of another person.

Not applicable.

Item **7. Identification and classification of the subsidiary which acquired the security being reported on by the parent holding company or control person.**

Not applicable.

Item 8. Identification and classification of members of the group.

The Trilantic Reporting Persons are making this single, joint filing because they may be deemed to constitute a “group” within the meaning of Section 13(d)(3) of the Securities Exchange Act of 1934, as amended (the “Exchange Act”). The Joint Filing Agreement among the Trilantic Persons to file this Schedule 13G jointly in accordance with Rule 13d-1(k) of the Exchange Act is attached as Exhibit 99.1 hereto.

Item 9. Notice of dissolution of group.

Not applicable.

Item 10. Certifications.

Not applicable.

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**SIGNATURE**

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect, other than activities solely in connection with a nomination under Rule 14a-11 of the Securities and Exchange Act of 1934.

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

**Trilantic Capital Partners Fund III Onshore Rollover L.P.**

**By: Trilantic Capital Management L.P., its investment advisor**

Date: February 14, 2017 By: /s/ Christopher R. Manning

Name: Christopher R. Manning  
Title: Partner

Trilantic Capital Partners AIV I L.P.

**By: Trilantic Capital Management L.P., its investment advisor**

By: /s/ Christopher R. Manning

Name: Christopher R. Manning  
Title: Partner

Trilantic Capital Partners Fund AIV I L.P.

**By: Trilantic Capital Management L.P., its investment advisor**

By: /s/ Christopher R. Manning

Name: Christopher R. Manning  
Title: Partner

Trilantic Capital Partners Fund (B) AIV I L.P.

**By: Trilantic Capital Management L.P., its investment advisor**

By: /s/ Christopher R. Manning

Name: Christopher R. Manning  
Title: Partner

TCP Capital Partners V AIV I L.P.

**By: Trilantic Capital Management L.P., its investment advisor**

By: /s/ Christopher R. Manning

Name: Christopher R. Manning



Title: Partner

Signature page to  
Schedule 13G

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Trilantic Capital Partners IV L.P.

**By:** Trilantic Capital Partners Associates IV L.P.,  
its general partner

**By:** Trilantic Capital Partners Associates MGP IV LLC,  
its general partner

By: /s/ Christopher R. Manning  
Name: Christopher R. Manning  
Title: Partner

Trilantic Capital Partners Group VI L.P.

**By:** Trilantic Capital Partners Associates IV (Parallel GP) L.P.,  
its general partner

**By:** Trilantic Capital Partners Associates MGP IV LLC,  
its general partner

By: /s/ Christopher R. Manning  
Name: Christopher R. Manning  
Title: Partner

Trilantic Capital Partners Fund IV Funded Rollover L.P.

**By:** Trilantic Capital Partners Associates IV (Parallel GP) L.P.,  
its general partner

Trilantic Capital Partners Associates MGP IV LLC,  
its general partner

By: /s/ Christopher R. Manning  
Name: Christopher R. Manning  
Title: Partner

TCP Capital Partners VI L.P.

**By: Trilantic Capital Management L.P., its investment advisor**

By: /s/ Christopher R. Manning  
Name: Christopher R. Manning  
Title: Partner

TCP Antero I-1 Holdco, LLC

By: /s/ Christopher R. Manning

Name: Christopher R. Manning

Title: President

TCP Antero I-2 Holdco, LLC

By: /s/ Christopher R. Manning

Name: Christopher R. Manning

Title: President

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Schedule 13G

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TCP Antero I-4 Holdco, LLC

By:/s/ Christopher R. Manning  
Name:Christopher R. Manning  
Title: President

TCP Antero Principals LLC

By:/s/ Christopher R. Manning  
Name:Christopher R. Manning  
Title: Managing Member

Trilantic Capital Management L.P.

By:/s/ Christopher R. Manning  
Name:Christopher R. Manning  
Title: Managing Member

Charles Ayres

By:/s/ Charles Ayres  
Name:Charles Ayres

E. Daniel James

By:/s/ E. Daniel James  
Name:E. Daniel James

Christopher R. Manning

By:/s/ Christopher R. Manning  
Name:Christopher R. Manning  
Title: Partner

Jon Mattson

By:/s/ Jon Mattson  
Name:Jon Mattson

Charles C. Moore

By:/s/ Charles C. Moore  
Name:Charles C. Moore

Signature page to  
Schedule 13G



EXHIBIT INDEX

Exhibit No.	Description
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99.1	Agreement with respect to filing of Schedule 13G, dated as of February 13, 2014, by and among the Trilantic Reporting Persons, incorporated by reference to Exhibit 99.1 to the Schedule 13G filed by the Trilantic Reporting Persons with the Securities and Exchange Commission on February 13, 2014.
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