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

Form S-1
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

ANTERO RESOURCES CORPORATION
(Exact name of Registrant as Specified in Its Charter)

Delaware (State or Other Jurisdiction of Incorporation or Organization)	1311 (Primary Standard Industrial Classification Code Number)	80-0162034 (IRS Employer Identification Number)
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1625 17th Street
Denver, Colorado 80202
(303) 357-7310
(Address, Including Zip Code, and Telephone Number,
Including Area Code, of Registrant's Principal Executive Offices)

Glen C. Warren, Jr.
President, Chief Financial Officer and Secretary
1625 17th Street
Denver, Colorado 80202
(303) 357-7310
(Name, Address, Including Zip Code, and Telephone Number, Including Area Code, of Agent for Service)

Copies to:

W. Matthew Strock Matthew R. Pacey Vinson & Elkins L.L.P. 1001 Fannin, Suite 2500 Houston, Texas 77002-6760 (713) 758-2222	Ryan J. Maierson Latham & Watkins LLP 811 Main Street, Suite 3700 Houston, Texas 77002 (713) 546-5400
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Approximate date of commencement of proposed sale to the public:
As soon as practicable after this Registration Statement becomes effective.

If any of the securities being registered on this form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, check the following box.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company

(Do not check if a
smaller reporting company)

Title of Each Class of Securities To Be Registered	Amount to be Registered(1)	Proposed Maximum Offering Price Per Share(2)	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee(3)
Common Stock, par value \$0.01 per share	6,583,750	\$44.00	\$289,685,000	\$37,311.43

- (1) Represents only the additional number of shares of common stock being registered and includes shares of common stock issuable upon exercise of the underwriters' option to purchase additional shares of common stock. Does not include the securities that the Registrant previously registered on the Registration Statement on Form S-1 (File No. 333-189284).
- (2) Based upon the public offering price.
- (3) The registrant has previously paid \$136,400 for the registration of \$1,000,000,000 of proposed maximum aggregate offering price in the filing of the Registration Statement on June 13, 2013 (File No. 333-189284) and \$61,243.60 that was previously paid for the registration of an additional \$449,000,000 of proposed maximum aggregate offering price in the filing of Amendment No. 5 to the Registration Statement on September 30, 2013 (File No. 333-189284).

The Registration Statement shall become effective upon filing with the Securities and Exchange Commission in accordance with Rule 462(b) under the Securities Act of 1933, as amended.

Explanatory Note

This registration statement is being filed with respect to the registration of additional shares of common stock of Antero Resources Corporation, a Delaware corporation, pursuant to Rule 462(b) under the Securities Act of 1933, as amended. The contents of the registration statement on Form S-1 (Registration No. 333-189284), initially filed by Antero Resources Corporation with the Securities and Exchange Commission on June 13, 2013, as amended by Amendment No. 1 thereto filed on July 30, 2013, Amendment No. 2 thereto filed on August 30, 2013, Amendment No. 3 thereto filed on September 24, 2013, Amendment No. 4 thereto filed on September 27, 2013 and Amendment No. 5 thereto filed on September 30, 2013, and which was declared effective on October 9, 2013, including the exhibits thereto, are incorporated herein by reference.

The required opinions and consents are listed on an Exhibit Index attached hereto and filed herewith.

PART II

INFORMATION NOT REQUIRED IN THE PROSPECTUS

Item 16. Exhibits

All exhibits previously filed or incorporated by reference in the registrant's Registration Statement on Form S-1, as amended (Registration No. 333-189284), are incorporated by reference into, and shall be deemed to be a part of this filing, except for the following, which are filed herewith:

<u>Exhibit Number</u>	<u>Description</u>
5.1*	Opinion of Vinson & Elkins L.L.P.
23.1*	Consent of KPMG LLP
23.2*	Consent of DeGolyer and MacNaughton
23.3*	Consent of Ryder Scott & Company
23.4*	Consent of Vinson & Elkins L.L.P. (included as part of Exhibit 5.1)
24.1	Power of Attorney (included on the signature page to the Registration Statement on Form S-1 (File No. 333-189284) filed with the Securities and Exchange Commission on June 13, 2013 and incorporated by reference herein)
24.2	Power of Attorney (included on the signature page to Amendment No. 3 to the Registration Statement on Form S-1 (File No. 333-189284) filed with the Securities and Exchange Commission on September 24, 2013 and incorporated by reference herein)

* Filed herewith.

EXHIBIT INDEX

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[PART II INFORMATION NOT REQUIRED IN THE PROSPECTUS](#)

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[Vinson & Elkins Letterhead]

October 9, 2013

Antero Resources Corporation
1625 17th Street
Denver, Colorado 80202

RE: Registration Statement on Form S-1

Ladies and Gentlemen:

We have acted as counsel for Antero Resources Corporation, a Delaware corporation (the "*Company*"), in connection with the proposed offer and sale (the "*Offering*") of shares of common stock, par value \$0.01 per share, of the Company (the "*Common Shares*") by the Company and the selling stockholder, pursuant to a prospectus forming a part of a Registration Statement on Form S-1, Registration No. 333-189284, originally filed with the Securities and Exchange Commission on June 13, 2013 (such Registration Statement, as amended at the effective date thereof, being referred to herein as the "*Initial Registration Statement*"). On the date hereof, the Company has filed a registration statement supplemental to the Initial Registration Statement pursuant to Rule 462(b) promulgated under the Securities Act of 1933, as amended (the "*Securities Act*") (the "*Rule 462(b) Registration Statement*" and, together with the Initial Registration Statement, the "*Registration Statement*"), that incorporates by reference the Initial Registration Statement, which was declared effective on October 9, 2013. The Rule 462(b) Registration Statement relates to the registration of the offer and sale by the Company of an additional 6,583,750 Common Shares (the "*Additional Shares*").

In connection with this opinion, we have assumed that (i) the Common Shares will be issued and sold in the manner described in the Registration Statement and the prospectus relating thereto and (ii) a definitive underwriting agreement, in the form filed as an exhibit to the Registration Statement, with respect to the sale of the Common Shares will have been duly authorized and validly executed and delivered by the Company, the Selling Stockholder and the other parties thereto.

In connection with the opinion expressed herein, we have examined, among other things, (i) the form of Amended and Restated Certificate of Incorporation of the Company and the form of Amended and Restated Bylaws of the Company, (ii) the records of corporate proceedings that have occurred prior to the date hereof with respect to the Offering, (iii) the Registration Statement and (iv) the form of underwriting agreement filed as an exhibit to the Registration Statement. We have also reviewed such questions of law as we have deemed necessary or appropriate. As to matters of fact relevant to the opinion expressed herein, and as to factual matters arising in connection with our examination of corporate documents, records and other documents and writings, we relied upon certificates and other communications of corporate officers of the Company, without further investigation as to the facts set forth therein.

Based upon the foregoing, we are of the opinion that when the Additional Shares have been delivered in accordance with a definitive underwriting agreement approved by the Board of Directors of the Company and upon payment of the consideration therefor provided for therein (not less than the par value of the Additional Shares), such Additional Shares will be duly authorized, validly issued, fully paid and nonassessable.

The foregoing opinions are limited in all respects to the General Corporation Law of the State of Delaware (including the applicable provisions of the Delaware Constitution and the reported judicial decisions interpreting these laws) and the federal laws of the United States of America, and we do not express any opinions as to the laws of any other jurisdiction.

We hereby consent to the statements with respect to us under the heading "Legal Matters" in the prospectus forming a part of the Registration Statement and to the filing of this opinion as an exhibit to the Registration Statement. In giving this consent, we do not admit that we are within the category of persons whose consent is required under Section 7 of the Securities Act and the rules and regulations thereunder.

Very truly yours,

/s/ Vinson & Elkins L.L.P.

Vinson & Elkins L.L.P.

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[Exhibit 5.1](#)

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Exhibit 23.1

Consent of Independent Registered Public Accounting Firm

The Board of Directors of
Antero Resources LLC:

We consent to the use of our report dated March 15, 2013 incorporated by reference herein.

/s/ KPMG LLP

KPMG LLP
Denver, Colorado
October 9, 2013

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[Exhibit 23.1](#)

[Consent of Independent Registered Public Accounting Firm](#)

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Exhibit 23.2

**DEGOLYER AND MACNAUGHTON
5001 SPRING VALLEY ROAD
SUITE 800 EAST
DALLAS, TEXAS 75244**

October 7, 2013

Antero Resources Finance Corporation
1625 17th Street
Denver, Colorado 80202

Ladies and Gentlemen:

We hereby consent to the use of the name DeGolyer and MacNaughton, to references to DeGolyer and MacNaughton as independent petroleum engineers, and to the inclusion of information taken from each of our reports dated February 14, 2011, January 27, 2012, July 23, 2013, and July 24, 2013 related to the Appalachian Basin properties of Antero Resources LLC, found in the Marcellus, Upper Devonian and Utica Shales, and from our reports dated February 17, 2011 and January 27, 2012 related to the Arkoma Basin, Woodford Shale and Fayetteville Shale properties of Antero Resources Corporation in the form and context in which they appear in the Registration Statement on Form S-1 (File No. 333-189284) of Antero Resources Corporation and the related prospectus that is a part thereof and to the incorporation by reference of such Registration Statement in its entirety into this Registration Statement filed pursuant to Rule 462(b) of the Securities Act of 1933. We further consent to the reference to this firm under the heading "EXPERTS" in the Registration Statements and related prospectus.

Very truly yours,

/s/ DeGOLYER and MacNAUGHTON

DeGOLYER and MacNAUGHTON
Texas Registered Engineering Firm F-716

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[Exhibit 23.2](#)



RYDER SCOTT COMPANY
PETROLEUM CONSULTANTS
TBPE FIRM LIC. NO. F-1580

FAX (303) 623-4258

621 SEVENTEENTH STREET SUITE 1550 DENVER, COLORADO 80293 TELEPHONE 303) 623-9147

CONSENT OF INDEPENDENT PETROLEUM ENGINEERS

The undersigned hereby consents to the references to our firm in the form and context in which they appear in the Registration Statement on Form S-1 (File No. 333-189284), as amended, of Antero Resources Corporation and the related prospectus that is a part thereof and to the incorporation by reference of such Registration Statement in its entirety into this Registration Statement filed pursuant to Rule 462(b) of the Securities Act of 1933. We hereby further consent to the use in such Registration Statements and related prospectus of information contained in our reports dated January 19, 2012 and January 28, 2011 relating to the estimates of the oil and gas reserves and related revenues of Antero Resources Corporation's Piceance Basin Properties.

We further consent to the reference to this firm under the heading "EXPERTS" in the Registration Statements and related prospectus.

\\s\Ryder Scott Company, LP
Ryder Scott Company, LP

Denver, Colorado
October 7, 2013

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[Exhibit 23.3](#)

[CONSENT OF INDEPENDENT PETROLEUM ENGINEERS](#)