

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): **May 10, 2021**

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)

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:

- 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))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading symbol(s)	Name of each exchange on which registered
Common Stock, par value \$0.01 Per Share	AR	New York Stock Exchange

Indicate by check mark whether the registrant is an emerging growth company 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 8.01 Other Events.

On May 10, 2021, Antero Resources Corporation (the “Company”) priced a registered direct offering (the “Share Offering”) of an aggregate of approximately 11.6 million shares (the “Shares”) of its common stock, par value \$0.01 per share, at a price of \$11.01 per share to a limited number of holders (the “Holders”) of its 4.25% Convertible Senior Notes due 2026 (the “Convertible Notes”). The Company plans to use the proceeds from the Share Offering and approximately \$26 million of borrowings under the Company’s revolving credit facility to repurchase from such Holders approximately \$55.9 million aggregate principal amount of its Convertible Notes in a privately negotiated transaction. The Share Offering is expected to close on May 13, 2021, subject to customary closing conditions.

The offer and sale of the Shares are being made pursuant to the Company’s Registration Statement on Form S-3, Registration No. 333-251910, filed by the Company with the Securities and Exchange Commission under the Securities Act of 1933, as amended, and the prospectus supplement thereunder related to the Share Offering.

This Current Report on Form 8-K is neither an offer to sell nor a solicitation of an offer to buy the Convertible Notes, the Shares, or any other securities and shall not constitute an offer to sell or a solicitation of an offer to buy, or a sale of, these securities in any jurisdiction in which such offer, solicitation or sale is unlawful.

A copy of the opinion of Vinson & Elkins L.L.P. relating to the legality of the issuance and sale of the Shares is attached as Exhibit 5.1 hereto.

This Current Report on Form 8-K includes “forward-looking statements.” Such forward-looking statements are subject to a number of risks and uncertainties, many of which are not under the Company’s control. All statements, except for statements of historical fact, made in this Current Report regarding activities, events or developments the Company expects, believes or anticipates will or may occur in the future, such as statements regarding the closing of the Share Offering and the use of proceeds thereof, are forward-looking statements within the meaning of Section 27A of the Securities Act and Section 21E of the Securities Exchange Act of 1934. All forward-looking statements speak only as of the date of this Current Report. Although the Company 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. Except as required by law, the Company expressly disclaims any obligation to and does not intend to publicly update or revise any forward-looking statements. The Company cautions you that these forward-looking statements are subject to all of the risks and uncertainties incident to the exploration for and development, production, gathering and sale of natural gas, NGLs and oil, most of which are difficult to predict and many of which are beyond the Company’s control. These risks include the risks described under the heading “Item 1A. Risk Factors” in the Company’s Annual Report on Form 10-K for the year ended December 31, 2020 and in its subsequently filed Quarterly Report on Form 10-Q.

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Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

<u>EXHIBIT</u>	<u>DESCRIPTION</u>
5.1	Opinion of Vinson & Elkins L.L.P.
23.1	Consent of Vinson & Elkins L.L.P. (included in Exhibit 5.1).
104	Cover Page Interactive Data File (embedded within the Inline XBRL document).

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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 RESOURCES CORPORATION

By /s/ Michael N. Kennedy
Michael N. Kennedy
Chief Financial Officer and Senior Vice President –Finance

Dated: May 11, 2021

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May 11, 2021

Antero Resources Corporation
1615 Wynkoop Street
Denver, Colorado 80202

Ladies and Gentlemen:

We have acted as counsel for Antero Resources Corporation, a Delaware corporation (the “**Company**”), in connection with the Company’s offer and sale of 11,587,708 shares (the “**Shares**”) of common stock, par value \$0.01 per share, of the Company. The Shares are being offered pursuant to the Company’s Registration Statement on Form S-3 initially filed with the Securities and Exchange Commission (the “**Commission**”) under the Securities Act of 1933 (the “**Securities Act**”), on January 6, 2021 (File No. 333-251910) (the “**Registration Statement**”) and the related prospectus contained in the Registration Statement, as supplemented by the prospectus supplement, dated May 11, 2021 and filed with the Commission pursuant to Rule 424(b) under the Securities Act (as so supplemented, the “**Prospectus**”).

In connection with the opinion expressed herein, we have examined, among other things, (i) the Amended and Restated Certificate of Incorporation and the Amended and Restated Bylaws of the Company, (ii) the Registration Statement, (iii) the Prospectus, (iv) the Purchase Agreements (as defined below) and (v) the records of corporate proceedings that have occurred prior to the date hereof with respect to the Registration Statement, the Prospectus and the offering contemplated in the Prospectus. 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 have relied upon certificates and other communications of public officials and corporate officers of the Company, without further investigation as to the facts set forth therein.

In connection with rendering the opinion set forth below, we have assumed that (i) all information contained in all documents reviewed by us is true and correct; (ii) all signatures on all documents examined by us are genuine; (iii) all documents submitted to us as originals are authentic and all documents submitted to us as copies conform to the originals of those documents; and (iv) each person signing the documents that we reviewed has the legal capacity and authority to do so.

Based on the foregoing, and subject to the assumptions, qualifications, limitations, and exceptions set forth herein, we are of the opinion that the Shares have been duly authorized and, when issued, sold and paid for in accordance with the terms of the purchase agreements between the Company and the purchaser of such Shares (collectively, the “**Purchase Agreements**”) and as described in the Prospectus, and when duly registered on the books of the transfer agent and registrar therefor in the name or on behalf of such purchasers, will be validly issued, fully paid and non-assessable.

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The foregoing opinion is limited to the Delaware General Corporation Law (including the applicable provisions of the Delaware Constitution and the reported judicial decisions interpreting these laws), and we are expressing no opinion as to the effect of the laws of any other jurisdiction, domestic or foreign.

The opinion expressed herein is given as of the date hereof, and we assume no obligation to update or supplement such opinion after the date hereof.

We hereby consent to the filing of this opinion as an exhibit to the Company’s Current Report on Form 8-K, which is incorporated by reference into the Registration Statement, and to the use of our name in the Prospectus under the caption “Legal Matters.” 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.