
**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 6, 2023

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
(I.R.S. 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:

<u>Title of each class</u>	<u>Trading symbol(s)</u>	<u>Name of each exchange on which registered</u>
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 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

As further described below in Item 5.07 of this Current Report on Form 8-K, on June 6, 2023, at the 2023 Annual Meeting of Stockholders (the “Annual Meeting”) of Antero Resources Corporation (the “Company”), the Company’s stockholders approved an amendment (the “Amendment”) to the Company’s Second Amended and Restated Certificate of Incorporation to reflect new Delaware law provisions regarding officer exculpation. On June 8, 2023, the Company filed the Amendment with the Secretary of State of the State of Delaware, and the Amendment became effective upon filing.

A description of the Amendment is set forth in the Company’s definitive proxy statement, which was filed with the Securities and Exchange Commission (the “SEC”) on April 27, 2023 (the “Proxy”) in the section entitled “Item 4: Amendment to Antero’s Charter to Reflect Officer Exculpation,” which description is incorporated herein by reference. The description is qualified in its entirety by reference to the full text of the Amendment, a copy of which is filed as Exhibit 3.1 to this Current Report on Form 8-K and incorporated herein by reference.

Item 5.07 Submission of Matters to a Vote of Security Holders.

At the Annual Meeting, the Company’s stockholders were requested to (i) elect three Class I members of the Company’s Board of Directors to serve until the Company’s 2026 annual meeting of stockholders; (ii) ratify the appointment of KPMG LLP as the Company’s independent registered public accounting firm for the year ending December 31, 2023; (iii) approve, on an advisory basis, the compensation of the Company’s named executive officers; and (iv) approve the amendment to the Company’s amended and restated certificate of incorporation to reflect new Delaware law provisions regarding officer exculpation. Each of these items is more fully described in the Proxy.

The results of the matters voted upon at the Annual Meeting are as follows:

Proposal No. 1 - Election of Class I Directors: Votes regarding the persons elected as Class I directors were as follows:

Nominee	For	Withheld	Broker Non-Votes
Paul M. Rady	159,453,525	72,062,147	29,943,631
Thomas B. Tyree, Jr.	174,075,189	57,440,483	29,943,631
Brenda R. Schroer	177,984,255	53,531,417	29,943,631

Proposal No. 2 — Ratification of the Appointment of KPMG LLP: The voting results were as follows:

For	Against	Abstain
258,240,983	2,396,674	821,646

Proposal No. 3 — Approval of the Compensation, on an Advisory Basis, of the Company’s Named Executive Officers: The voting results were as follows:

For	Against	Abstain	Broker Non-Votes
121,146,756	108,744,084	1,624,832	29,943,631

Proposal No. 4 — Approval of the Amendment to the Company’s amended and restated certificate of incorporation to reflect new Delaware law provisions regarding officer exculpation: The voting results were as follows:

For	Against	Abstain	Broker Non-Votes
201,125,568	29,444,411	945,693	29,943,631

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

Exhibit No.	Description
3.1	Certificate of Amendment to Second Amended and Restated Certificate of Incorporation of Antero Resources Corporation, dated June 8, 2023.
104	Cover Page Interactive Data File (embedded within the Inline XBRL document).

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: June 8, 2023

**AMENDMENT TO THE
CERTIFICATE OF INCORPORATION
OF
ANTERO RESOURCES CORPORATION**

Antero Resources Corporation, (the "Corporation") a corporation organized and existing under the General Corporation Law of the State of Delaware as set forth in Title 8 of the Delaware Code (the "DGCL"), hereby certifies as follows:

1. The original Certificate of Incorporation of the Corporation was filed under the name Antero Resources Barnett Corporation with the filing of the original Certificate of Incorporation of the Corporation with the Secretary of State of the State of Delaware on March 18, 2008. The Certificate of Incorporation of the Corporation was amended and restated for the first time on April 9, 2008 and was amended and restated for the second time on December 30, 2009 (the "2009 Certificate of Incorporation"). An amendment to the 2009 Certificate of Incorporation was filed with the Secretary of State of the State of Delaware on June 10, 2013, changing the name of the Corporation to Antero Resources Corporation.

2. The 2009 Certificate of Incorporation was subsequently amended and restated on October 16, 2013 (the "2013 Certificate of Incorporation").

3. This Amendment, which amends the 2013 Certificate of Incorporation, has been declared advisable by the board of directors of the Corporation, duly adopted by the stockholders of the Corporation and duly executed and acknowledged by the officers of the Corporation in accordance with Sections 103, 228, 242 and 245 of the DGCL.

4. The text of Article Ninth of the 2013 Certificate of Incorporation is hereby amended in its entirety to read as follows:

NINTH: No director or officer of the Corporation shall be liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director or officer, as applicable, except to the extent such exemption from liability or limitation thereof is not permitted under the DGCL as it now exists. In addition to the circumstances in which a director or officer of the Corporation is not personally liable as set forth in the preceding sentence, a director or officer of the Corporation shall not be liable to the fullest extent permitted by any amendment to the DGCL hereafter enacted that further limits the liability of a director or officer, as applicable.

Any amendment, repeal or modification of this Article Ninth shall be prospective only and shall not affect any limitation on liability of a director for acts or omissions occurring prior to the date of such amendment, repeal or modification.

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IN WITNESS WHEREOF, the undersigned has executed this Amendment to its 2013 Certificate of Incorporation as of this 8th day of June, 2023.

ANTERO RESOURCES CORPORATION

By: /s/ Yvette K. Schultz
Name: Yvette K. Schultz
Title: Senior Vice President - Legal, Chief Compliance Officer, General Counsel and
Corporate Secretary

[Signature Page to Amendment to the Certificate of Incorporation]
