

OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan for the purchase or sale of equity securities of the issuer that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

1. Name and Address of Reporting Person * <u>Kennedy Michael N.</u>  (Last) (First) (Middle) 1615 WYNKOOP STREET  (Street) DENVER CO 80202  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>ANTERO RESOURCES Corp [ AR ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director 10% Owner Officer (give title below) Other (specify below)  See Remarks
	3. Date of Earliest Transaction (Month/Day/Year) 02/28/2024	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)			4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price				
Common stock, par value \$0.01 per share	02/28/2024		A		17,508 <sup>(1)</sup>	A	\$0	985,035 <sup>(2)</sup>	D		
Common stock, par value \$0.01 per share	02/28/2024		F		17,378 <sup>(3)</sup>	D	\$25.46	967,657 <sup>(2)</sup>	D		
Common stock, par value \$0.01 per share	02/28/2024		A		15,354 <sup>(4)</sup>	A	\$0	983,011 <sup>(5)</sup>	D		
Common stock, par value \$0.01 per share	02/28/2024		A		16,290 <sup>(6)</sup>	A	\$0	999,301 <sup>(7)</sup>	D		
Common stock, par value \$0.01 per share	02/28/2024		A		27,606 <sup>(8)</sup>	A	\$0	1,026,907 <sup>(9)(10)</sup>	D		

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V		(A)	(D)					

**Explanation of Responses:**

- On February 28, 2024, the Compensation Committee (the "Compensation Committee") of Antero Resources Corp. (the "Issuer") certified the Issuer's net debt to adjusted EBITDAX multiple over the third and final performance period, which ran from January 1, 2023 through December 31, 2023, at the maximum level, resulting in 33% of the performance share units ("PSUs") originally granted on April 15, 2021 that vest based on the Issuer's net debt to adjusted EBITDAX multiple becoming earned at 200% of the target amount granted. The service-based vesting requirements applicable to the PSUs originally granted on April 15, 2021 that vest based on the Issuer's net debt to adjusted EBITDAX multiple were satisfied as of December 31, 2023.
- Includes 172,369 shares of common stock of the Issuer ("Common Stock") subject to previously granted restricted stock unit awards ("RSUs") and 28,484 shares of Common Stock subject to previously granted PSUs, in each case, that remain subject to service-based vesting.
- In connection with the vesting and settlement of the PSUs originally granted on April 15, 2021 through the issuance of Common Stock pursuant to the Antero Resources Corporation 2020 Long-Term Incentive Plan, the Issuer withheld Common Stock that would have otherwise been issued to the Reporting Person to satisfy their tax withholding obligations. The number of shares of Common Stock withheld was determined based on the closing price per share of Common Stock on February 28, 2024.
- On February 28, 2024, the Compensation Committee certified the Issuer's net debt to adjusted EBITDAX multiple over the second performance period, which ran from January 1, 2023 through December 31, 2023, at the maximum level, resulting in 33% of the PSUs originally granted on October 19, 2022 that vest based on the Issuer's net debt to adjusted EBITDAX multiple becoming earned at 200% of the target amount granted. These PSUs remain outstanding and subject to service-based vesting requirements until December 31, 2024.
- Includes 172,369 shares of Common Stock subject to previously granted RSUs and 43,838 shares of Common Stock subject to previously granted PSUs, in each case, that remain subject to service-based vesting.
- On February 28, 2024, the Compensation Committee certified the Issuer's net debt to adjusted EBITDAX multiple over the first performance period, which ran from January 1, 2023 through December 31, 2023, at the maximum level, resulting in 33% of the PSUs originally granted on October 19, 2022 that vest based on the Issuer's net debt to adjusted EBITDAX multiple becoming earned at 200% of the target amount granted. These PSUs remain outstanding and subject to service-based vesting requirements until December 31, 2025.
- Includes 172,369 shares of Common Stock subject to previously granted RSUs and 60,128 shares of Common Stock subject to previously granted PSUs, in each case, that remain subject to service-based vesting.
- On February 28, 2024, the Compensation Committee certified the Issuer's net debt to adjusted EBITDAX multiple over the first performance period, which ran from January 1, 2023 through December 31, 2023, at the maximum level, resulting in 33% of the PSUs originally granted on March 7, 2023 that vest based on the Issuer's net debt to adjusted EBITDAX multiple becoming earned at 200% of the target amount granted. These PSUs remain outstanding and subject to service-based vesting requirements until December 31, 2025.
- Includes 172,369 shares of Common Stock subject to previously granted RSUs and 87,734 shares of Common Stock subject to previously granted PSUs, in each case, that remain subject to service-based vesting.
- On February 28, 2024, the Compensation Committee certified the Issuer's absolute total stockholder return ("TSR") performance over the first performance period, which ran from January 1, 2023 through December 31, 2023, at below the threshold level, resulting in 0% of the PSUs originally granted on October 19, 2022 that vest based on absolute TSR over such first performance period becoming earned. Therefore, the total reported in this column does not include any PSUs with respect to such award despite such PSUs previously being reported in Table II of the Form 4 filed by the Reporting Person on October 19, 2022.

**Remarks:**

Chief Financial Officer and Senior Vice President - Finance

/s/ Yvette K. Schultz, as attorney-in-fact for Michael N. Kennedy 03/01/2024

\*\* Signature of Reporting Person

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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