FORM D

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

FORM D

OMB APPROVAL					
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SEC US	E ONLY
Prefix	Serial
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DATE RE	CEIVED
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NOTICE OF SALE OF SECURITIES

AUG Z & ZON?	PURSUANT TO REGULATION I),
	SECTION 4(6), AND/OR	DATE RECEIVED
UNIFO	RM LIMITED OFFERING EXEMP	TION
Name of Offering (Check if this is an ar	nendment and name has changed, and indicate chang	e.)
ANTERO RESOURCES CORPORAT	ION SERIES B CONVERTIBLE PREFERRED STOCK	
Filing Under (Check box(es) that apply):	☐ Rule 504 ☐ Rule 505 ☒ Ri	ule 506 ☐ Section 4(6) ☐ ULOE
Type of Filing: \square New Filing \square	Amendment	PROCESSE
	A. BASIC IDENTIFICATION DATA	
1. Enter the information requested about the	ne issuer	SEP 0 5 2007
Name of Issuer (□check if this is an ar	nendment and name has changed, and indicate chang	THOMAS.
ANTERO RESOURCES CORPORAT		THOMSON
Address of Executive Offices 1625 17TH STREET, SUITE 30	(Number and Street, City, State, Zip Code) 0, DENVER, CO 80202	Telephone Number (Including Wat Atode) (303) 357-7313
Address of Principal Business Operations	(Number and Street, City, State, Zip Code)	Telephone Number (Including Area Code)
(if different from Executive Offices)	SAME	SAME
Brief Description of Business OIL AND C	SAS EXPLORATION AND PRODUCTION	
Type of Business Organization		
	☐ limited partnership, already formed	□ other (please specify):
□ business trust	☐ limited partnership, to be formed	0707 0707
Actual or Estimated Date of Incorporation of Jurisdiction of Incorporation or Organization	•	⊠ Actual □ Estimated tion for State:
GENERAL INSTRUCTIONS Federal:		

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix in the notice constitutes a part of this notice and must be completed.

ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

> Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

A. BASIC IDENTIFICATION DATA

- 2. Enter the information requested for the following:
 - Each promoter of the issuer, if the issuer has been organized within the past five years:
 - Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;
 - · Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers: and
 - · Each general managing partner of partnership issuers.

			<u> </u>		
Check Box(es) that Apply:	☐ Promoter	☑ Beneficial Owner	☑ Executive Officer	☑ Director	☐ General and/or Managing Partner
Full Name (Last name first,	if individual)				
RADY, PAUL M.		0 0 0 7. 0			
		Street, City, State. Zip Code)		
1625 17th Street, Suite 3	00, DENVER, CO	80202			
Check Box(es) that Apply:		☑ Beneficial Owner	☑ Executive Officer	☑ Director	☐ General and/or Managing Partner
Full Name (Last name first,	if individual)				
Warren Jr., Glen C.					
Business or Residence Addi	ess (Number and	Street, City, State, Zip Code)		
1625 17th Street, Suite 3	00, DENVER, CO	80202			
Check Box(es) that Apply:	□ Promoter	☐ Beneficial Owner	☐ Executive Officer	☑ Director	☐ General and/or Managing Partner
Full Name (Last name first,	if individual)				
Kagan, Peter R.		· ·		**	<u>.</u>
Business or Residence Addr	ress (Number and	Street, City, State, Zip Code)		
WARBURG PINCUS PRIVATI	EQUITY VIII, L.	P., 466 LEXINGTON AVENUE	e, 11th Floor, New York	, NY 10017	
Check Box(es) that Apply:	□ Promoter	☐ Beneficial Owner	☐ Executive Officer	☑ Director	☐ General and/or Managing Partner
Full Name (Last name first,	if individual)				
KEENAN JR., W. HOWARD					
	ress (Number and	Street, City, State, Zip Code)		
VODETOWN FREDCY PART	NEDS VIII. P. 410	D PARK AVENUE, 19TH FLOO	D NEW YORK NV 10022		
Check Box(es) that Apply:		☐ Beneficial Owner	☐ Executive Officer	☑ Director	☐ General and/or
	La Promoter	Dischendial Owner	Lacculate Officer	ES Director	Managing Partner
Full Name (Last name first,	if individual)	•			
Manning, Christopher R	t				
Business or Residence Addi	ess (Number and	Street, City, State, Zip Code)		
LEHMAN BROTHERS PRIVA	te Equity, 399 P	ark Avenue, 9th Floor, 1	NEW YORK, NY 10022		· · - ·
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	☑ Executive Officer	☐ Director	☐ General and/or Managing Partner
Full Name (Last name first,	if individual)				
KILSTROM, KEVIN J.					
Business or Residence Addr	ess (Number and	Street, City, State, Zip Code)		
1625 17th Street, Suite 3	00. DENVER. CO	80202			
Check Box(es) that Apply:	□ Promoter	☐ Beneficial Owner	■ Executive Officer	☐ Director	General and/or Managing Partner
Full Name (Last name first,	if individual)				
Mueller, Robert E.					
	ess (Number and	Street, City, State, Zip Code)		
1625 17th Street, Suite 3	00, Denver, CO	80202			

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 - Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers: and
 - · Each general managing partner of partnership issuers.

Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	■ Executive Officer	☐ Director	☐ General and/or Managing Partner
Full Name (Last name first,	if individual)				<u> </u>
Kuhn, Brian					· · · · · · · · · · · · · · · · · · ·
Business or Residence Address	ess (Number and S	Street, City, State, Zip Code)		
1625 17TH STREET, SUITE 3	00, DENVER, CO	80202			
Check Box(es) that Apply:		☐ Beneficial Owner	☑ Executive Officer	☐ Director	☐ General and/or Managing Partner
Full Name (Last name first,	if individual)				
SCHOPP, ALVYN					
Business or Residence Addre	ess (Number and S	Street, City, State, Zip Code)		
1625 17TH STREET, SUITE 3	00, DENVER, CO	80202			
Check Box(es) that Apply:	□ Promoter	☐ Beneficial Owner	⊠ Executive Officer	☐ Director	☐ General and/or Managing Partner
Full Name (Last name first,	if individual)				
Mauz, Mark					
Business or Residence Addr	ess (Number and S	Street, City, State, Zip Code)		
1625 17TH STREET, SUITE 3	00, DENVER, CO	80202			
Check Box(es) that Apply:	☐ Promoter	☑ Beneficial Owner	□Executive Officer	☐ Director	☐ General and/or Managing Partner
Full Name (Last name first,	if individual)				
WARBURG PINCUS PRIVATE	EOUITY VIII, L.I	Р.			
Business or Residence Addre)		
466 Lexington Avenue, 11	TH FLOOR NEW	VORK NV 10017			
Check Box(es) that Apply:	☐ Promoter	■ Beneficial Owner	☐ Executive Officer	☐ Director	☐ General and/or
Full Name (Last name first,	if individual)				Managing Partner
·	·	SCOULERS III I I C AND AD	SERVE 1 A PROPERTY		
LEHMAN BROTHERS MERCE Business or Residence Address					
399 PARK AVENUE, 9TH FLO	,	•	,		
Check Box(es) that Apply:	☐ Promoter	☑ Beneficial Owner	☐ Executive Officer	☐ Director	General and/or Managing Partner
Full Name (Last name first,	if individual)		······································		Managing Latrici
LEHMAN BROTHERS MERCE	ANT BANKING AS	SSOCIATES IV, LLC AND AF	FILIATES		
Business or Residence Addre					
399 Park Avenue, 9th Flo	OR. NEW YORK.	NY 10022			
Check Box(es) that Apply:	□ Promoter	☑ Beneficial Owner	☐ Executive Officer	☐ Director	☐ General and/or
Full Name (Last name first.)		El Beneficial Owner	Discourse Officer		Managing Partner
YORKTOWN ENERGY PARTN	·				
Business or Residence Address		Street, City, State, Zip Code)		
410 Park Avenue, 19th Fl		•			

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 - · Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
 - Each general managing partner of partnership issuers.

Check Box(es) that Apply:	☐ Promoter	☑ Beneficial Owner	☐ Executive Officer	☐ Director	☐ General and/or
					Managing Partner
Full Name (Last name first,	-				
YORKTOWN ENERGY PARTMENSINESS OF Residence Addr		Street, City, State, Zip Code)	·		
410 Park Avenue, 19th Fi					
Check Box(es) that Apply:		☐ Beneficial Owner	☑ Executive Officer	☐ Director	☐ General and/or Managing Partner
Full Name (Last name first,	if individual)				
Woodward, Steven M.					
	ess (Number and S	Street, City, State, Zip Code)			
1625 17th Street, Suite 3	00, DENVER, CO	80202			
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	☐ Executive Officer	☐ Director	☐ General and/or Managing Partner
Full Name (Last name first,	if individual)				
Business or Residence Addr	ess (Number and 5	Street, City, State, Zip Code)		***	
					
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	☐ Executive Officer	☐ Director	☐ General and/or Managing Partner
Full Name (Last name first,	if individual)				
Business or Residence Addr	ess (Number and S	Street, City, State, Zip Code)			
		, , ,,			
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	☐ Executive Officer	☐ Director	☐ General and/or Managing Partner
Full Name (Last name first,	if individual)				• •
Business or Residence Addr	ess (Number and S	Street, City, State, Zip Code)			
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	☐ Executive Officer	☐ Director	☐ General and/or Managing Partner
Full Name (Last name first.	if individual)				
Business or Residence Addr	ess (Number and S	Street, City, State, Zip Code)			<u>.</u>
Charle Day (a) A and a	- In		D P 2 000	D D'	
Check Box(es) that Apply:	□ Promoter	☐ Beneficial Owner	☐ Executive Officer	☐ Director	☐ General and/or Managing Partner
Full Name (Last name first,	if individual)				
Business or Residence Addr	ess (Number and S	Street, City, State, Zip Code)			

	_				В. 1	INFORMAT	TION ABO	UT OFFEI	RING				
١.	Has the	e issuer sol	d, or does t			to non-accre							No ⊠
2.	Answer also in Appendix, Column 2, if filing under ULOE. 2. What is the minimum investment that will be accepted from any individual?								\$	150,000.00			
					•	,							No
3.	Does th	ne offering	permit joir	nt ownership	of a single	unit?							X
	remund person five (5 only.	eration for or agent o) persons (solicitation f a broker of o be listed	of purchas or dealer reg are associa	sers in conn distered with ted persons	ho has been ection with the SEC an of such a b	sales of sec d/or with a	curities in the	ne offering, es, list the n	If a person ame of the b	to be list roker or d	ed is an as ealer. If m	sociated ore than
	Full Na	ne (Last n	ame first, if	`individual)									
	Busines	s or Reside	ence Addres	ss (Number	and Street, (City, State, 2	Lip Code)						
	Name o	f Associate	ed Broker o	r Dealer									
						Is to Solicit l							All States
	□ AL	□ AK	□ AZ	□ AR	□ CA	□со	□ CT	□ DE	□ DC	□ FL	□GA	□ Hi	
	□ IL	□ IN	□ IA	□ KS	□ KY	□ LA	□ МЕ	□ MD	□МА	□МІ	□ MN		□мо
	□ MT	□ NE	□и∨	□ NH	נא ם	□ NM	□ NY	□ NC	ПND	□ OH	□ OK	OR	□PA
	□ RI Full Nai	me (Last n.	☐ SD ame first, if	☐ TN individual)	□ TX	□ UT	□ VT	□ VA	□ WA	□ WV	□ WI	<u> </u>	□ PR
	Busines	s or Reside	ence Addres	ss (Number	and Street, (City. State, 2	Zip Code)					<u> </u>	
	Name o	f Associate	ed Broker o	r Dealer							•		
	States ir	Which Pe	rson Listed	Has Solicit	ed or Intend	Is to Solicit I	Purchasers						
	(Chec	k "All Sta	tes" or chec	ek individua	l States)								All States
	□ AL	□ AK	□ AZ	□ AR	□ CA	□ CO	□ CT	□ DE	□ DC	☐ FL	□ GA	□HI	
		□ IN	□ IA	□ KS	□ KY	□ LA	□ ME	□ MD	□ MA	□ MI	□ MN		□мо
	□ MT □ RI	□ NE □ SC	□ NV □ SD	□ NH □ TN	□ NJ □ TX	□ NM □ UT	□ NY □ VT	□ NC □ VA	□ ND □ WA	□ OH □ WV	□ OK □ WI	□ OR □ WY	□ PA □ PR
_				individual)		001			L WA				<u> </u>

	Busines	s or Resido	ence Addres	ss (Number	and Street, (City, State, Z	Zip Code)						
	Name o	Associate	d Broker o	r Dealer									
						ls to Solicit l							
						· · · · · · · · · · ·							
		□ AK	□ AZ	☐ AR	□ CA	□ CO	□ CT	□ DE	□ DC	□ FL	□ GA	□ HI	□ID
	□ IL □ MT			☐ KS		□ LA	□ ME	□ MD	□ MA				□ MO
	□ MT □ RI	□ NE □ SC	□ NV □ SD	☐ NH ☐ TN	□ NJ □ TX	□ NM □ UT	□ NY □ VT	□ NC □ VA	□ ND □ WA	□ OH □ WV	□ OK □ WI	□ OR □ WY	□ PA □ PR

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPEN	ISES AI	ND USE OF PROCE	EDS	
 Enter the aggregate offering price of securities included in this offering and the amount already sold. Enter "0" if answer is "none" or "zero." If the transaction exchange offering, check this box □ and indicate in the columns below the amounts securities offered for exchange and already exchanged. 	is an			
Type of Security		Aggregate Offering Price		Amount Already Sold
Debt		\$	_ \$_	
Equity		\$ 1,000,000,000.00	\$	30,000,000.00
☐ Common ☒ Preferred				
Convertible Securities (including warrants)		\$	\$	
Partnership Interests		\$	\$	
Other (Specify)	;	\$	\$	
Total			\$	30,000,000.00
Answer also in Appendix, Column 3, if filing under ULOE.				
2. Enter the number of accredited and non-accredited investors who have purchased secuin this offering and the aggregate dollar amounts of their purchases. For offerings Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero.	under regate			
		Number Investors		Aggregate Dollar Amount of Purchases
Accredited Investors		_24	\$	30,000,000.00
Non-accredited Investors			\$	
Total (for filings under Rule 504 only)			- s	
Answer also in Appendix, Column 4, if filing under ULOE.				
3. If this filing is for an offering under Rule 504 or 505, enter the information requested a securities sold by the issuer, to date, in offerings of the types indicated, in the twelve months prior to the first sale of securities in this offering. Classify securities by type in Part C - Question 1.	e (12)			
Type of Offering		Type of Security		Dollar Amount Sold
Rule 505		Security	\$	3010
Regulation A			_	
Rule 504			- °- s	
Total			- °- s	
			_ ⁴_	
4. a. Furnish a statement of all expenses in connection with the issuance and distribution the securities in this offering. Exclude amounts relating solely to organization export of the issuer. The information may be given as subject to future contingencies, amount of an expenditure is not known, furnish an estimate and check the box to the of the estimate.	penses If the			
Transfer Agent's Fees			□\$_	
Printing and Engraving Costs			□\$_	
Legal Fees			図\$_	125,000.00
Accounting Fees			□\$_	
Engineering Fees.			□\$_	
Sales Commissions (specify finders' fees separately)			□\$_	
Other Expenses (identify)			□\$_	
Total			⊠\$_	125,000.00

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPEN		····-
b. Enter the difference between the aggregate offering price given in response Question I and total expenses furnished in response to Part C – Question 4.a. The is the "adjusted gross proceeds to the issuer."	is difference	\$ 999,875,000.00
5. Indicate below the amount of the adjusted gross proceeds to the issuer used or propo be used for each of the purposes shown. If the amount for any purpose is not k furnish an estimate and check the box to the left of the estimate. The total of the pay listed must equal the adjusted gross proceeds to the issuer set forth in response to Pa Question 4.b. above.	nown, ments	
	Payments Officer Directors Affiliate	s, Payments To
Salaries and fees	□\$	\$
Purchase of real estate	□ \$	\$
Purchase, rental or leasing and installation of machinery and equipment	□ \$	
Construction or leasing of plant buildings and facilities	□ \$	
Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger)	□ \$	
Repayment of indebtedness	□\$	□\$
Working capital	□ \$	⊠\$ 999,875,000.00
Other (specify):		
	□\$	□ \$
Column Totals	□ \$	 D\$
Total Payments Listed (column totals added)	区\$_	999,875,000.00
D. FEDERAL SIGNATURE		
The issuer has duly caused this notice to be signed by the undersigned duly authoriz following signature constitutes an undertaking by the issuer to furnish to the U.S. Securi its staff, the information furnished by the issuer to any non-accredited investor pursuant to	ties and Exchange Co	ommission, upon written request of
Issuer (Print or Type) Signature	D	ate
ANTERO RESOURCES CORPORATION	$\langle \ _{A}$	UGUST 24, 2007
Name of Signer (Print or Type) Title of Signer (Print or Type)		
GLEN C. WARREN, JR. PRESIDENT AND CHIEF F NANCIAL OFF.	ICED \	



ATTENTION
Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)