Eclipse Resources Corp Form 4 June 26, 2014

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Check this box if no longer subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,

obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Last)

Form 5

(Print or Type Responses)

1. Name and Address of Reporting Person *

PHILLIPS D MARTIN

(First) (Middle)

2121 OLD GATESBURG ROAD, SUITE 110

(Street)

2. Issuer Name and Ticker or Trading Symbol

Eclipse Resources Corp [ECR]

3. Date of Earliest Transaction (Month/Day/Year)

06/24/2014

4. If Amendment, Date Original

Filed(Month/Day/Year)

OMB

Number:

Expires:

response...

Estimated average

burden hours per

OMB APPROVAL

3235-0287

January 31,

2005

0.5

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

_X__ Director _X__ 10% Owner Officer (give title ___ Other (specify below)

6. Individual or Joint/Group Filing(Check

Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting

STATE COLLEGE, PA 16803

(City)	(State)	(Zip) Tal	ole I - Non-	Derivative Secu	rities A	Acquired,	Disposed of, or I	Beneficially C	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 According Securi		(A) or	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)
Common Stock, par value \$0.01 per share	06/24/2014		<u>J(1)</u>	138,500,000	A	\$ 0	138,500,000 (2) (6) (7) (8) (9)	I	See Footnotes (2) (6) (7) (8) (9)
Common Stock, par value \$0.01 per share	06/24/2014		J <u>(10)</u>	8,800,000	D	\$ 0	129,700,000 (2) (6) (7) (8) (9)	I	See Footnotes (2) (6) (7) (8) (9)
Common Stock, par	06/24/2014		J <u>(11)</u>	3,766,343	A	\$0	3,766,343 (3) (6) (7) (8) (9)	I	See Footnotes

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value \$0.01 per share								(3) (6) (7) (8) (9)
Common Stock, par value \$0.01 per share	06/24/2014	J <u>(12)</u>	2,092,413	A	\$ 0	2,092,413 (4) (6) (7) (8) (9)	I	See Footnotes (4) (6) (7) (8) (9)
Common Stock, par value \$0.01 per share	06/24/2014	J <u>(13)</u>	2,845,976	A	\$ 0	2,845,976 (5) (6) (7) (8) (9)	I	See Footnotes (5) (6) (7) (8) (9)
Common Stock, par value \$0.01 per share	06/25/2014	S <u>(14)</u>	3,766,343	D	\$ 25.58	0	I	See Footnotes (3) (6) (7) (8) (9)
Common Stock, par value \$0.01 per share	06/25/2014	S <u>(14)</u>	2,092,413	D	\$ 25.58	0	I	See Footnotes (4) (6) (7) (8) (9)
Common Stock, par value \$0.01 per share	06/25/2014	S <u>(14)</u>	2,845,976	D	\$ 25.58	0	I	See Footnotes (5) (6) (7) (8) (9)

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

Persons who respond to the collection of SEC 1474 information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exercisable and	7. Title and	8. Price of	9
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	onNumber	Expiration Date	Amount of	Derivative]
Security	or Exercise		any	Code	of	(Month/Day/Year)	Underlying	Security	,
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivativ	e	Securities	(Instr. 5)]
	Derivative				Securities	3	(Instr. 3 and 4)		(
	Security				Acquired]
					(A) or				J
					Disposed				-
					of (D)				(
					(Instr. 3,				
					4, and 5)				

9. Nu Deriv Secu Bene Own Follo Repo Trans (Insti

(9-02)

Date Expiration Title Number of Code V (A) (D)

Exercisable Date Title Of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships						
1	Director	10% Owner	Officer	Other			
PHILLIPS D MARTIN 2121 OLD GATESBURG ROAD SUITE 110 STATE COLLEGE, PA 16803	X	X					

Signatures

/s/ Christopher K. Hulburt, as Attorney-in-Fact

06/26/2014

**Signature of Reporting Person

Date

Explanation of Responses:

- * 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).
- Eclipse Resources Holdings, L.P. ("Eclipse Holdings") acquired 138,500,000 shares of common stock of Eclipse Resources Corporation (the "Issuer") in connection with a corporate reorganization contemporaneous with the initial public offering of the common stock of the Issuer (the "IPO").
- (2) These securities are directly held by Eclipse Resources Holdings, L.P. ("Eclipse Holdings").
- (3) These securities are directly held by EnCap Energy Capital Fund VIII, L.P. ("EnCap Fund VIII").
- (4) These securities are directly held by EnCap Energy Capital Fund VIII Co-Investors, L.P. ("EnCap Fund VIII Co-Invest").
- (5) These securities are directly held by EnCap Energy Capital Fund IX, L.P. ("EnCap Fund IX").
- EnCap Fund VIII, EnCap Fund VIII Co-Invest and EnCap Fund IX (collectively, the "EnCap Funds") collectively own 100% of the Class A Units of Eclipse Holdings. Accordingly, the EnCap Funds may be deemed to beneficially own the reported securities.
 - The EnCap Funds are controlled indirectly by David B. Miller, D. Martin Phillips, Gary R. Petersen, and Robert L. Zorich, who are the controlling members of RNBD GP LLC ("RNBD"). Any action taken by RNBD to dispose or acquire securities has to be unanimously approved by all four members. RNBD is the sole member of EnCap Investments GP, L.L.C. ("EnCap Investments GP"), which is the
- (7) general partner of EnCap Investments L.P. ("EnCap Investments LP"), which is the general partner of EnCap Equity Fund VIII GP, L.P. ("EnCap Fund VIII GP") and EnCap Equity Fund IX GP, L.P. ("EnCap Fund IX GP"). EnCap Fund VIII GP is the sole general partner of each of EnCap Energy Capital Fund VIII, L.P. and EnCap Energy Capital Fund VIII Co-Investors, L.P. EnCap Fund IX GP is the sole general partner of EnCap Fund IX.
- (8) (Continued from footnote 7) Therefore, Messrs. Miller, Phillips, Petersen and Zorich, RNBD, EnCap Investments GP, EnCap Investments LP, EnCap Fund VIII GP and EnCap Fund IX GP may be deemed to beneficially own the reported securities.
- The reporting person disclaims beneficial ownership of the reported securities except to the extent of his pecuniary interest therein, and this report shall not be deemed an admission that the reporting person is the beneficial owner of the reported securities for purposes of Section 16 or for any other purpose.
- (10) Pro-rata distribution by Eclipse Holdings to its limited partners.
- (11) Pro-rata distribution by Eclipse Holdings to EnCap Fund VIII.
- (12) Pro-rata distribution by Eclipse Holdings to EnCap Fund VIII Co-Invest.

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- (13) Pro-rata distribution by Eclipse Holdings to EnCap Fund IX.
- (14) Sale in connection with the IPO.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.