

Eclipse Resources Corp  
 Form 4  
 December 30, 2014

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
 Washington, D.C. 20549

OMB APPROVAL

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

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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
 EnCap Energy Capital Fund VIII,  
 L.P.

(Last) (First) (Middle)

1100 LOUISIANA STREET, SUITE  
 4900,

(Street)

HOUSTON, TX 77002

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
 Eclipse Resources Corp [ECR]

3. Date of Earliest Transaction  
 (Month/Day/Year)  
 12/27/2014

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_ Director \_\_\_X\_\_\_ 10% Owner  
 \_\_\_ Officer (give title below) \_\_\_ Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)

\_\_\_ Form filed by One Reporting Person  
 \_\_\_X\_\_\_ Form filed by More than One Reporting Person

**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)
Common Stock, par value \$0.01 per share	12/27/2014		P <sup>(1)</sup>	4,136,353 A	\$ 7.04 4,136,353 <sup>(3)</sup>	D <sup>(2)</sup>	
Common Stock, par value \$0.01 per share	12/27/2014		P <sup>(1)</sup>	9,558,304 A	\$ 7.04 9,558,304 <sup>(3)</sup>	I	See footnote <sup>(4)</sup>
Common Stock, par	12/27/2014		P <sup>(1)</sup>	30,967,616 A	\$ 7.04 <sup>(3)</sup> 30,967,616	I	See footnote

value \$0.01 per share									<u>(5)</u>
Common Stock, par value \$0.01 per share						129,700,000 <u>(3)</u>	I		See footnotes <u>(6)</u> <u>(7)</u>

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

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**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 Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Trans (Instr
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V	(A)	(D)

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
EnCap Energy Capital Fund VIII, L.P. 1100 LOUISIANA STREET, SUITE 4900 HOUSTON, TX 77002		X		
EnCap Energy Capital Fund VIII Co-Investors, L.P. 1100 LOUISIANA STREET, SUITE 4900 HOUSTON, TX 77002		X		
EnCap Energy Capital Fund IX, L.P. 1100 LOUISIANA STREET, SUITE 4900 HOUSTON, TX 77002		X		

EnCap Investments GP, L.L.C.  
1100 LOUISIANA STREET, SUITE 4900 X  
HOUSTON, TX 77002

RNBD GP LLC  
1100 LOUISIANA STREET, X  
SUITE 4900  
HOUSTON, TX 77002

PETERSEN GARY R  
1100 LOUISIANA STREET, SUITE 4900 X  
HOUSTON, TX 77002

MILLER DAVID B  
1100 LOUISIANA STREET, SUITE 4900 X  
HOUSTON, TX 77002

ZORICH ROBERT L  
1100 LOUISIANA STREET, X X  
SUITE 4900  
HOUSTON, TX 77002

PHILLIPS D MARTIN  
1100 LOUISIANA STREET, X X  
SUITE 4900  
HOUSTON, TX 77002

## Signatures

EnCap Energy Capital Fund VIII, L.P., By: EnCap Equity Fund VIII GP, L.P., its general partner, EnCap Investments L.P., its general partner, EnCap Investments GP, L.L.C, its general partner, /s/ D. Martin Phillips, Sr. Managing Director

12/30/2014

\_\_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).
- (1) On December 27, 2014, EnCap Energy Capital Fund VIII, L.P. ("EnCap Fund VIII"), EnCap Energy Capital Fund VIII Co-Investors, L.P. ("EnCap Fund VIII Co-Invest") and EnCap Energy Capital Fund IX, L.P. ("EnCap Fund IX" and collectively with EnCap Fund VIII and EnCap Fund VIII Co-Invest, the "EnCap Funds") entered into a Securities Purchase Agreement with the Issuer to purchase shares of common stock in a private placement transaction. The issuance of the foregoing is subject to the satisfaction of customary closing conditions.
- (2) These securities are directly held by EnCap Fund VIII. 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") and 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 general partner of EnCap Investments L.P. ("EnCap Investments"), which is the general partner of EnCap Equity Fund VIII GP, L.P. ("EnCap Fund VIII GP"), the sole general partner of EnCap Fund VIII. Therefore, Messrs. Miller, Phillips, Petersen and Zorich, RNBD, EnCap Investments GP, EnCap Investments and EnCap Fund VIII GP may be deemed to beneficially own these securities.
- (3) 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.
- (4) These securities are directly held by EnCap Fund VIII Co-Invest. The EnCap Funds are controlled indirectly by Messrs. Miller, Phillips, Petersen, and Zorich, who are the controlling members of RNBD and 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, which is

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the general partner of EnCap Investments, which is the general partner of EnCap Fund VIII GP, the sole general partner of EnCap Fund VIII Co-Invest. Therefore, Messrs. Miller, Phillips, Petersen and Zorich, RNBD, EnCap Investments GP, EnCap Investments and EnCap Fund VIII GP may be deemed to beneficially own these securities.

- (5) These securities are directly held by EnCap Fund IX. The EnCap Funds are controlled indirectly by Messrs. Miller, Phillips, Petersen, and Zorich, who are the controlling members of RNBD and 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, which is the general partner of EnCap Investments, which is the general partner of EnCap Equity Fund IX GP, L.P. ("EnCap Fund IX GP"), the sole general partner of EnCap Fund IX. Therefore, Messrs. Miller, Phillips, Petersen and Zorich, RNBD, EnCap Investments GP, EnCap Investments and EnCap Fund IX GP may be deemed to beneficially own these securities.

- (6) Eclipse Resources Holdings, L.P. ("Eclipse Holdings") directly holds 129,700,000 shares of common stock. The EnCap Funds collectively own 100% of the Class A Units of Eclipse Holdings. The EnCap Funds are controlled indirectly by Messrs. Miller, Phillips, Petersen, and Zorich, who are the controlling members of RNBD and 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, which is the general partner of EnCap Investments, which is the general partner of EnCap Equity Fund VIII GP and EnCap Equity Fund IX GP. EnCap Fund VIII GP is the sole general partner of each of EnCap Fund VIII and EnCap Fund VIII Co-Invest. EnCap Fund IX GP is the sole general partner of EnCap Fund IX.

- (7) (Continued from footnote 6) Therefore, Messrs. Miller, Phillips, Petersen and Zorich, RNBD, EnCap Investments GP, EnCap Investments, EnCap VIII GP, EnCap Fund IX GP, EnCap Fund VIII, EnCap Fund VIII Co-Invest and EnCap Fund IX may be deemed to beneficially own these securities.

### Remarks:

Exhibit List

Exhibit 99 - Joint Filer Information

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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