**Eclipse Resources Corp** Form 4 May 20, 2016

## 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 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 \*

2. Issuer Name and Ticker or Trading

**OMB APPROVAL** 

**OMB** Number:

3235-0287

Expires:

January 31, 2005

Estimated average burden hours per

response...

5. Relationship of Reporting Person(s) to

Form filed by More than One Reporting

0.5

WINKLER JOSEPH C			Symbol	Issuer			
			Eclipse Resources Corp [ECR]	(Check all applicable)			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction	••			
			(Month/Day/Year)	X Director 10% Owner			
2121 OLD GATESBURG			05/18/2016	Officer (give title Other (specify			
ROAD, SUIT	E 110			below) below)			
(Street)			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
			Filed(Month/Day/Year)	Applicable Line)  X Form filed by One Reporting Person			

STATE COLLEGE, PA 16803

(State)

(Zip)

(City)

						-	• •	*	•
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactio Code (Instr. 8)	4. Securities Acquired on(A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following	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	Reported Transaction(s) (Instr. 3 and 4)	(msu. 1)	(msu. 1)
Common Stock	05/18/2016		A(1)	44,281 (2)	A	\$0	75,154	D	
Common Stock	05/18/2016		A(1)	5,535 (3)	A	\$0	80,689	D	

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 (9-02)required to respond unless the form displays a currently valid OMB control number.

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

#### Edgar Filing: Eclipse Resources Corp - Form 4

# 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 Exerc	cisable and	7. Title	e and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	orNumber	Expiration D	ate	Amour	nt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underl	ying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securit	ties	(Instr. 5)	Bene
	Derivative				Securities			(Instr.	3 and 4)		Owne
	Security				Acquired						Follo
					(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									Amount		
						Date	Expiration		or Number		
						Exercisable	Date	of			
				Code V	(A) (D)				Shares		
				Code v	(A) $(D)$				Shares		

## **Reporting Owners**

Reporting Owner Name / Address

Director 10% Owner Officer Other

WINKLER JOSEPH C
2121 OLD GATESBURG ROAD
SUITE 110
STATE COLLEGE, PA 16803

## **Signatures**

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

05/20/2016

Date

\*\*Signature of Reporting Person

## **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) Represents shares granted pursuant to the Eclipse Resources Corporation 2014 Long-Term Incentive Plan.
- (2) Shares scheduled to vest in full on May 18, 2017, which is the first anniversary of the grant date.
- (3) Represents shares of restricted stock received by Mr. Winkler in lieu of receiving a portion of his 2016 annual cash retainer for serving as a director of the Company. The shares are scheduled to vest in full on May 18, 2017, which is the first anniversary of the grant date.

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.

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