

Eclipse Resources Corp
 Form 4
 February 27, 2017

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

OMB APPROVAL

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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 *
HULBURT CHRISTOPHER KENT

(Last) (First) (Middle)
 2121 OLD GATESBURG ROAD, SUITE 110
 (Street)

STATE COLLEGE, PA 16803

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
 02/23/2017

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
 EVP, Secretary & Gen. Counsel

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 02/23/2017 | | M | | 23,798 | A | 1.41 |
| Common Stock | 02/23/2017 | | F | | 8,518 (2) | D | \$ 2.22 |
| Common Stock | 02/24/2017 | | F | | 58,495 (3) | D | \$ 2.23 |
| Common Stock (4) | 02/24/2017 | | A | | 276,744 | A | \$ 2.15 |
| Common Stock (5) | 02/24/2017 | | A | | 29,302 | A | \$ 2.15 |

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on February 23, 2018.

- (2) Represents shares withheld to satisfy tax obligations upon the vesting of the restricted stock units on February 23, 2017.

Represents shares withheld to satisfy tax obligations upon the vesting of restricted stock units for an award that the reporting person was

- (3) granted on February 25, 2016 in the amount of 190,818 restricted stock units under the Company's 2014 Long Term Incentive Plan, with each unit representing the right to receive one share of the issuer's common stock.

Represents restricted stock units representing the right to receive one share of common stock per unit granted on February 24, 2017 under

- (4) the Company's 2014 Long-Term Incentive Plan, which vest in three equal installments of 33.33%, 33.33% and 33.33% on February 24, 2018, February 24, 2019 and February 24, 2020, respectively.

- (5) On February 24, 2017, the reporting person was granted 29,302 restricted stock units, with each unit representing the right to receive one share of the issuer's common stock. The restricted stock units will vest in full at 11:59 p.m. Eastern Standard Time on February 23, 2018.

- (6) Represents shares of the issuer's common stock held by CKH Partners II, L.P., which is controlled by the Reporting Person.

Represents performance stock units representing the right to receive one share of common stock per unit granted on February 24, 2017

- (7) under the Company's 2014 Long-Term Incentive Plan, the vesting of which is subject to the satisfaction of certain performance criteria in the period beginning January 1, 2017 and ending on December 31, 2019.

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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