

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 *
LIBERATORE THOMAS S

(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, Corp Dev & Geosciences

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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	02/23/2017		M		22,098	A	1.41
Common Stock	02/23/2017		F		7,909 (2)	D	\$ 2.22
Common Stock	02/24/2017		F		67,988 (3)	D	\$ 2.23
Common Stock (4)	02/24/2017		A		245,814	A	\$ 2.15
Common Stock (5)	02/24/2017		A		34,012	A	\$ 2.15

Common Stock	248,329	I	See footnote (6)
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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 Security (Instr. 3 and 4)
					Code	V	(A)	(D)	Date Exercisable	
Restricted Stock Units	(1)	02/23/2017		M			22,098	(1)	(1)	Common Stock
Performance Stock Units (7)	(7)	02/24/2017		A			245,814	(7)	(7)	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LIBERATORE THOMAS S 2121 OLD GATESBURG ROAD SUITE 110 STATE COLLEGE, PA 16803			EVP, Corp Dev & Geosciences	

Signatures

/s/ Thomas S. Liberatore 02/27/2017

 **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 February 23, 2015, the reporting person was granted 66,294 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. The total shares underlying the restricted stock units vested 33.33% on February 23, 2016 and 33.33% on February 23, 2017. The remaining restricted stock units will vest 33.33%

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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 221,484 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 34,012 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 Kirkwood Capital, 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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