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HULBURT BENJAMIN WARD

Form 4

February 26, 2019

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB 3235-0287 Number:

OMB APPROVAL

Expires:

January 31,

2005

0.5

Estimated average

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subject to Section 16. Form 4 or Form 5 obligations may continue.

See Instruction

Check this box

if no longer

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

1(b).

(City)

(State)

(Zin)

(Print or Type Responses)

1. Name and A HULBURT		-	2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to 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 ROAD, SUITE 110			02/23/2019	X Officer (give title Other (specif below) below) President and CEO			
ŕ				Flesident and CEO			
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
STATE CO	LLEGE PA	16803	Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting			
5171111 001		10003		Person			

(City)	(State) (A	Table	e I - Non-D	erivative S	Securit	ties Acq	uired, Disposed o	f, or Beneficial	ly Owned	
1.Title of Security	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if	3. Transactio	4. Securit		•	5. Amount of Securities	6. Ownership Form: Direct	7. Nature of Indirect	
(Instr. 3)	, ,	any	Code (Instr. 3, 4 and 5)			Beneficially	(D) or	Beneficial		
		(Month/Day/Year)	(Instr. 8)		(4)		Owned Following Reported	Indirect (I) (Instr. 4)	Ownership (Instr. 4)	
					(A) or		Transaction(s)			
			Code V	Amount	(D)	Price	(Instr. 3 and 4)			
Common Stock	02/23/2019		F	40,064 (1)	D	\$ 1.13	2,097,429	D		
Common Stock	02/24/2019		F	61,818 (2)	D	\$ 1.13	2,035,611	D		

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	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title	and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	onNumber	Expiration D	ate	Amoun	t of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underly	ying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securit	ies	(Instr. 5)	Bene
	Derivative				Securities			(Instr. 3	3 and 4)		Own
	Security				Acquired						Follo
	•				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									A manuat		
									Amount		
						Date	Expiration		Or Number		
						Exercisable	Date		Number		
				C + V	(A) (D)				of		
				Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
HULBURT BENJAMIN WARD 2121 OLD GATESBURG ROAD SUITE 110 STATE COLLEGE, PA 16803	X		President and CEO				

Signatures

/s/ Benjamin W. 02/26/2019 Hulburt

**Signature of Reporting

Explanation of Responses:

If the form is filed by more than one reporting person, see Instruction 4(b)(v).

Date

- Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- Represents shares withheld to satisfy tax obligations upon the vesting of restricted stock units for an award granted to the Reporting Person on February 23, 2018 under the Company's 2014 Long-Term Incentive Plan. The restricted stock units represent the right to receive one share of common stock per unit granted and vest in three equal installments of 33.3% on February 23, 2019, February 23, 2020, and February 23, 2021.
- Represents shares withheld to satisfy tax obligations upon the vesting of restricted stock units for an award granted to the Reporting Person on February 24, 2017 under the Company's 2014 Long-Term Incentive Plan. The restricted stock units represent the right to receive one share of common stock per unit granted and vest in three equal installments of 33.3% on February 24, 2018, February 24, 2019, and February 24, 2020.

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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