

Steward Roy
Form 4
September 05, 2018

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 *
Steward Roy

(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)
08/31/2018

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)
SVP & Chief Accounting Officer

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 Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock	08/31/2018		F	4,945 (1) D \$ 1.4	272,093	D	
Common Stock	08/31/2018		M	51,287 A \$ 0 (2)	323,380	D	
Common Stock	08/31/2018		F	14,837 (3) D \$ 1.4	308,543	D	
Common Stock	08/31/2018		F	14,857 (4) D \$ 1.4	293,686	D	
Common Stock	08/31/2018		M	77,035 A \$ 0 (5)	370,721	D	

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Common Stock	08/31/2018	F	22,286 (6)	D	\$ 1.4	348,435	D
Common Stock	08/31/2018	F	12,937 (7)	D	\$ 1.4	335,498	D
Common Stock	08/31/2018	M	44,719	A	\$ 0 (8)	380,217	D
Common Stock	08/31/2018	F	12,937 (9)	D	\$ 1.4	367,280	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 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)	Amount or Number of Shares
Performance Units	(2)	08/31/2018		M	51,287	(2) (2)	Common Stock	51,287
Performance Units	(5)	08/31/2018		M	77,035	(5) (5)	Common Stock	77,035
Performance Units	(8)	08/31/2018		M	44,719	(8) (8)	Common Stock	44,719

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Steward Roy 2121 OLD GATESBURG ROAD SUITE 110 STATE COLLEGE, PA 16803			SVP & Chief Accounting Officer	

Signatures

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

09/05/2018

__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) Represents shares withheld to satisfy tax obligations upon the vesting of restricted stock units on August 31, 2018 for an award that the Reporting Person was granted on April 22, 2016.
- (2) On April 22, 2016, the Reporting Person was granted 51,287 performance stock units with each unit representing the right to receive one share of the Issuer's common stock, all of which vested on August 31, 2018.
- (3) Represents shares withheld to satisfy tax obligations upon the vesting of the performance stock units described in Footnote No. 2.
- (4) Represents shares withheld to satisfy tax obligations upon the vesting of restricted stock units on August 31, 2018 for an award that the Reporting Person was granted on February 24, 2017.
- (5) On February 24, 2017, the Reporting Person was granted 77,035 performance stock units with each unit representing the right to receive one share of the Issuer's common stock, all of which vested on August 31, 2018.
- (6) Represents shares withheld to satisfy tax obligations upon the vesting of the performance stock units described in Footnote No. 5.
- (7) Represents shares withheld to satisfy tax obligations upon the vesting of restricted stock units on August 31, 2018 for an award that the Reporting Person was granted on February 23, 2018.
- (8) On February 23, 2018, the Reporting Person was granted 44,719 performance stock units with each unit representing the right to receive one share of the Issuer's common stock, all of which vested on August 31, 2018.
- (9) Represents shares withheld to satisfy tax obligations upon the vesting of the performance stock units described in Footnote No. 8.

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.