

Antero Midstream Partners LP  
Form SC 13D/A  
March 14, 2019

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

**SCHEDULE 13D**

**Under the Securities Exchange Act of 1934  
(Amendment No. 8)**

**Antero Midstream Partners LP**

(Name of Issuer)

**Common Units Representing Limited Partner Interests**

(Title of Class of Securities)

**03673L 103**

(CUSIP Number)

**Glen C. Warren, Jr.**

**1615 Wynkoop Street**

**Denver, Colorado 80202**

**(303) 357-7310**

(Name, Address and Telephone Number of Person  
Authorized to Receive Notices and Communications)

**March 12, 2019**

(Date of Event Which Requires Filing of this Statement)

## Edgar Filing: Antero Midstream Partners LP - Form SC 13D/A

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 13d-1(f) or 13d-1(g), check the following box.

**Note:** Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7 for other parties to whom copies are to be sent.

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 (the Act) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

(Continued on following pages)

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SCHEDULE 13D

CUSIP No. 03673L 103

1	Name of Reporting Person Antero Resources Corporation	
2	Check the Appropriate Box if a Member of a Group	
	(a):	o
	(b):	o
3	SEC Use Only	
4	Source of Funds (See Instructions) OO (please see Item 3)	
5	Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)	o
6	Citizenship or Place of Organization Delaware	
Number of Shares Beneficially Owned by Each Reporting Person With	7	Sole Voting Power 0 Common Units
	8	Shared Voting Power 0 Common Units
	9	Sole Dispositive Power 0 Common Units
	10	Shared Dispositive Power 0 Common Units
11	Aggregate Amount Beneficially Owned by Each Reporting Person 0 Common Units	
12	Check if the Aggregate Amount in Row (11) Excludes Certain Shares	o
13	Percent of Class Represented by Amount in Row (11) 0%	
14	Type of Reporting Person CO	

SCHEDULE 13D

CUSIP No. 03673L 103

**Explanatory Note:** This Amendment No. 8 (this *Amendment*) amends and supplements the Statement on Schedule 13D initially filed on November 19, 2014 with the Securities and Exchange Commission (the *Commission*) relating to the common units (*Common Units*) representing limited partner interests in Antero Midstream Partners LP (the *Issuer* or *Partnership*), a Delaware limited partnership (such Schedule 13D, as amended and supplemented to date, the *Original Schedule 13D*). The Original Schedule 13D is hereby amended and supplemented by Antero Resources Corporation, a Delaware corporation (the *Reporting Person*), as set forth below in this Amendment (as so amended and supplemented, the *Schedule 13D*). Unless set forth below, all previous Items of the Original Schedule 13D are unchanged. Capitalized terms used herein which are not defined herein have the respective meanings set forth in the Original Schedule 13D.

This Amendment No. 8 represents the final amendment to the Schedule 13D and constitutes an exit filing for the Reporting Person, as the Reporting Person beneficially owns less than five percent of the Common Units.

**Item 4. Purpose of Transaction**

Item 4 of the Original Schedule 13D is supplemented as follows:

On March 12, 2019, the Issuer and Antero Midstream Corporation, a Delaware corporation (*New AM*), announced that they had consummated the transactions (the *Closing*) contemplated by that certain Simplification Agreement (the *Simplification Agreement*) (such transactions, the *Transactions*), dated as of October 9, 2018, by and among Antero Midstream GP LP, a Delaware limited partnership, AMGP GP LLC, a Delaware limited liability company, the Issuer, Antero IDR Holdings LLC, a Delaware limited liability company, Antero Midstream Preferred Co LLC, a Delaware limited liability company and wholly owned subsidiary of New AM, Antero Midstream Newco Inc., a Delaware corporation and wholly owned subsidiary of the New AM (*NewCo*), Antero Midstream Merger Sub LLC, a Delaware limited liability company and wholly owned subsidiary of New AM (*Merger Sub*), Antero Midstream Partners GP LLC, a Delaware limited liability company and the general partner of the Issuer (collectively, the *Parties*).

Pursuant to the Simplification Agreement, the Parties consummated a series of transactions pursuant to which, among other things, Merger Sub was merged with and into the Issuer, with the Issuer surviving such merger as an indirect wholly owned subsidiary of New AM. All Common Units of the Issuer were exchanged for a combination of cash and common stock, par value \$0.01 per share, of New AM. As a result, upon the consummation of such transactions, the Reporting Person ceased to own any Common Units.

The foregoing description of the Simplification Agreement and the transactions contemplated thereby does not purport to be complete and is qualified in its entirety by the actual Simplification Agreement, a copy of which is filed as Exhibit 1 hereto and is incorporated by reference in its entirety to this Item 4.

**Item 5. Interest in Securities of the Issuer**

This Item 5 shall be deemed to amend and restate Item 5 to the Original Schedule 13D in its entirety:

(a) Not applicable.

(b) Not applicable.

(c) Not applicable.

(d) Not applicable.

(e) As of March 12, 2019, as a result of the consummation of the Transactions, the Reporting Person can no longer be deemed to have a beneficial ownership interest in any Common Units in the Issuer and expressly disclaims any such interest.

**Item 7. Material to be Filed as Exhibits**

Item 7 of the Original Schedule 13D is supplemented as follows:

Exhibit 1 Simplification Agreement, dated as of October 9, 2018, by and among AMGP GP LLC, Antero Midstream GP LP, Antero IDR Holdings LLC, Antero Midstream Preferred Co LLC, Antero Midstream NewCo Inc., Antero Midstream Merger Sub LLC, Antero Midstream Partners GP LLC and Antero Midstream Partners LP. (incorporated by reference to Exhibit 2.1 to Current Report on Form 8-K (Commission File No. 001-36120) filed on October 10, 2018).

SCHEDULE 13D

CUSIP No. 03673L 103

**Signature**

After reasonable inquiry and to the best of his knowledge and belief, the undersigned certifies that the information set forth in this statement is true, complete and correct.

Date: March 14, 2019

**ANTERO RESOURCES CORPORATION**

/s/ Glen C. Warren, Jr.

Name:

Glen C. Warren, Jr.

Title:

President, Chief Financial Officer and Secretary

4

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lock; MARGIN-LEFT: 0pt; TEXT-INDENT: 0pt; MARGIN-RIGHT: 0pt" align="center">99.2\*  
Unaudited Financial Information for Clarity Communication Systems Inc. for the period ended September 30, 2007.  
99.3\*

Unaudited Pro Forma Combined Consolidated Financial Information.

**Forward-Looking Statements**

This Current Report on Form 8-K contains "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995. These forward-looking statements involve a number of risks and uncertainties. Because ISCO wants to provide investors with meaningful and useful information, this news release contains, and incorporates by reference, certain "forward-looking statements" that reflect the ISCO's current expectations regarding the future results of operations, performance and achievements of the ISCO. ISCO has tried, wherever possible, to identify these forward-looking statements by using words such as "anticipates," "believes," "estimates," "looks," "expects," "plans," "intends" and similar expressions. These statements reflect ISCO's current beliefs and are based on information currently available to it. Accordingly, these statements are subject to certain risks, uncertainties and contingencies, which could cause ISCO's actual results, performance or achievements to differ materially from those expressed in, or implied by, such statements. These factors include, among others, the following: market acceptance of ISCO's technology; the spending patterns of wireless network operators in connection with the build out of 2.5G and 3G wireless systems; ISCO's ability to obtain financing in the future if necessary; ISCO's history of net losses and the lack of assurance that ISCO's earnings will be sufficient to cover fixed charges in

the future; uncertainty about ISCO's ability to compete effectively against better capitalized competitors and to withstand downturns in its business or the economy generally; continued downward pressure on the prices charged for ISCO's products due to the competition of rival manufacturers of front-end systems for the wireless telecommunications market; the timing and receipt of customer orders; ISCO's ability to attract and retain key personnel; ISCO's ability to protect its intellectual property; the risks of foreign operations; the risks of legal proceedings; ISCO's ability to successfully integrate the combined entity. A more complete description of these risks, uncertainties and assumptions is included in ISCO's filings with the Securities and Exchange Commission, including those described under the heading "Risk Factors" ISCO's Annual Report on Form 10-K, as amended from time to time, filed by ISCO with the Securities and Exchange Commission. You should not place undue reliance on any forward-looking statements. ISCO undertakes no obligation to release publicly the results of any revisions to any such forward-looking statements that may be made to reflect events or circumstances after the date of this Report or to reflect the occurrence of unanticipated events.

#### Additional Information and Where to Find It

In connection with the Financing, ISCO intends to file with the SEC a proxy statement and other relevant materials. The final proxy statement will be mailed to Company stockholders. **INVESTORS AND SECURITY HOLDERS OF ISCO ARE URGED TO READ THE PROXY STATEMENT AND THE OTHER RELEVANT MATERIALS WHEN THEY BECOME AVAILABLE BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION ABOUT ISCO AND THE FINANCING.** The proxy statement and other relevant materials (when they become available), and any other documents filed by ISCO with the SEC, may be obtained free of charge at the SEC's web site at [www.sec.gov](http://www.sec.gov). In addition, investors and security holders may obtain free copies of the documents (when they are available) filed with the SEC by ISCO, by directing a request to ISCO International, Inc., 1001 Cambridge Drive, Elk Grove Village, IL 60007, Attn: Frank Cesario, Corporate Secretary.

#### Participants in the Financing

ISCO and its executive officers and directors may be deemed to be participants in the solicitation of proxies from ISCO's stockholders in favor of the Financing. Information regarding ISCO's directors and executive officers and their ownership of Company Common Stock is set forth in ISCO's Annual Report on Form 10-K for the year ended December 31, 2006, which was filed with the SEC on March 30, 2007, its proxy statement for the 2006 Annual Meeting of Stockholders, which was filed with the SEC on April 27, 2007, and its proxy statement for the 2007 Special Meeting of Stockholders, which was filed with the SEC on December 11, 2007. Investors and security holders may obtain more detailed information regarding the direct and indirect interests of ISCO and its executive officers and directors in the Financing by reading the proxy statement regarding the Financing when it becomes available.

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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: January 9, 2008

ISCO INTERNATIONAL, INC.

By: /s/ Frank Cesario

Frank Cesario

Chief Financial Officer

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Index of Exhibits

Exhibit No.	Description
10.1	Employment Agreement with Jim Fuentes, incorporated by reference to Exhibit B to the Agreement and Plan of Merger by and among ISCO International, Inc., ISCO Illinois, Inc., Clarity Communication Systems Inc. and James Fuentes (for himself and as Representative of the Clarity Rightsholders) filed as Exhibit 2.1 to ISCO International, Inc.'s Current Report on Form 8-K filed on November 20, 2007.
10.2	Registration Rights Agreement with Jim Fuentes and Certain Clarity Rightsholders, incorporated by reference to Exhibit C to the Agreement and Plan of Merger by and among ISCO International, Inc., ISCO Illinois, Inc., Clarity Communication Systems Inc. and James Fuentes (for himself and as Representative of the Clarity Rightsholders) filed as Exhibit 2.1 to ISCO International, Inc.'s Current Report on Form 8-K filed on November 20, 2007.
10.3*	Amendment to and Consent and Waiver Under the Loan Documents by and among ISCO International, Inc., Spectral Solutions, Inc., Illinois Superconductor Canada Corporation, Manchester Securities Corporation and Alexander Finance, L.P. dated January 3, 2008.
10.4*	New Amended and Restated 7% Senior Secured Convertible Note by and between ISCO International, Inc. and Alexander Finance, LLC, dated January 3, 2008, in the amount of \$1,500,000.00.
10.5*	Registration Rights Agreement by and between ISCO International, Inc. and Alexander Finance, L.P. dated January 3, 2008.
23.1*	Consent of Grant Thornton LLP
99.1*	Audited Financial Information for Clarity Communication Systems Inc. for the year ended December 31, 2006.
99.2*	Unaudited Financial Information for Clarity Communication Systems Inc. for the period ended September 30, 2007.
99.3*	Unaudited Pro Forma Combined Consolidated Financial Information.

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\* Filed herewith