

Eclipse Resources Corp  
 Form 3  
 June 27, 2014

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0104  
 Expires: January 31, 2015  
 Estimated average burden hours per response... 0.5

**INITIAL STATEMENT OF 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 *			2. Date of Event Requiring Statement	3. Issuer Name <b>and</b> Ticker or Trading Symbol	
Â Eclipse Resources Holdings, LP			(Month/Day/Year)	Eclipse Resources Corp [ECR]	
(Last)	(First)	(Middle)	06/24/2014		
2121 OLD GATESBURG ROAD,Â SUITE 110			4. Relationship of Reporting Person(s) to Issuer		
(Street)			(Check all applicable)		
STATE			<input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input type="checkbox"/> Other (give title below)    (specify below)		
COLLEGE,Â PAÂ 16803			5. If Amendment, Date Original Filed(Month/Day/Year)		
(City)	(State)	(Zip)			
			6. Individual or Joint/Group Filing(Check Applicable Line)		
			<input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person		

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock, par value \$0.01 per share	138,500,000	D <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(4)</u> <u>(5)</u> <u>(6)</u>	Â

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security	4. Conversion or Exercise	5. Ownership Form of	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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Date Exercisable	Expiration Date	(Instr. 4) Title	Amount or Number of Shares	Price of Derivative Security	Derivative Security: Direct (D) or Indirect (I) (Instr. 5)
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## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Eclipse Resources Holdings, LP 2121 OLD GATESBURG ROAD SUITE 110 STATE COLLEGE, PA 16803	^	^ X	^	^
EnCap Energy Capital Fund VIII, L.P. 1100 LOUISIANA STREET, SUITE 4900 HOUSTON, TX 77002	^	^ X	^	^
EnCap Energy Capital Fund VIII Co-Investors, L.P. 1100 LOUISIANA STREET, SUITE 4900 HOUSTON, TX 77002	^	^ X	^	^
EnCap Energy Capital Fund IX, L.P. 1100 LOUISIANA STREET, SUITE 4900 HOUSTON, TX 77002	^	^ X	^	^
EnCap Investments GP, L.L.C. 1100 LOUISIANA STREET, SUITE 4900 HOUSTON, TX 77002	^	^ X	^	^

## Signatures

/s/ Christopher K. Hulburt, Executive Vice President, Secretary and General Counsel

06/26/2014

\*\*Signature of Reporting Person

Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, see Instruction 5(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) These securities are directly held by Eclipse Resources Holdings, L.P. ("Eclipse Holdings").

(2) EnCap Energy Capital Fund VIII, L.P. ("EnCap Fund VIII"), EnCap Energy Capital Fund VIII Co-Investors, L.P. ("EnCap Fund VIII Co-Invest") and EnCap Energy Capital Fund IX, L.P. ("EnCap Fund IX" and together with EnCap Fund VIII and EnCap Fund VIII Co-Invest, the "EnCap Funds") collectively own 100% of the Class A Units of Eclipse Holdings. Accordingly, the EnCap Funds may be deemed to beneficially own the reported securities.

The EnCap Funds are controlled indirectly by David B. Miller, D. Martin Phillips, Gary R. Petersen, and Robert L. Zorich, who are the controlling members of RNBD GP LLC ("RNBD"). Any action taken by RNBD to dispose or acquire securities has to be unanimously approved by all four members. RNBD is the sole member of EnCap Investments GP, L.L.C. ("EnCap Investments GP"), which is the general partner of EnCap Investments L.P. ("EnCap Investments LP"), which is the general partner of EnCap Equity Fund VIII GP, L.P. ("EnCap Fund VIII GP") and EnCap Equity Fund IX GP, L.P. ("EnCap Fund IX GP").

(4)

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(Continued from footnote 3) EnCap Fund VIII GP is the sole general partner of each of EnCap Energy Capital Fund VIII, L.P. and EnCap Energy Capital Fund VIII Co-Investors, L.P. EnCap Fund IX GP is the sole general partner of EnCap Fund IX. Therefore, Messrs. Miller, Phillips, Petersen and Zorich, RNBD, EnCap Investments GP, EnCap Investments LP, EnCap Fund VIII GP and EnCap Fund IX GP may be deemed to beneficially own the reported securities.

- (5) This report is filed in connection with the Form 3 filed jointly today by Messrs. Miller, Phillips and Petersen and RNBD and the Form 4 filed today by Mr. Zorich and by Mr. Phillips.

- (6) The reporting persons disclaim beneficial ownership of the reported securities except to the extent of their pecuniary interest therein, and this report shall not be deemed an admission that the reporting persons are the beneficial owners of the reported securities for purposes of Section 16 or for any other purpose.

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### **Remarks:**

ExhibitÂ List

### ExhibitÂ 99Â -Â JointÂ FilerÂ Information

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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