

# FORM 4

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

OMB APPROVAL  
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person * Warburg Pincus Private Equity X O&G, L.P.			2. Issuer Name and Ticker or Trading Symbol Antero Midstream Corp [AM]		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)		
(Last) C/O WARBURG PINCUS LLC, 450	(First) LEXINGTON AVENUE	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 03/12/2019				
(Street) NEW YORK, NY 10017			4. If Amendment, Date Original Filed(Month/Day/Year)		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		
(City)	(State)	(Zip)	Table 1 - 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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Shares representing limited partner interests	03/12/2019		D	(1)	34,834,296	D	(1)	0	D	(2) (3) (4) (5) (6) (7)
Common Shares representing limited partner interests	03/12/2019		D	(1)	1,114,410	D	(1)	0	I	See footnotes (2) (3) (4) (5) (6) (7) (8) (9) (10)
Common Shares representing limited partner interests	03/12/2019		D	(1)	53,823	D	(1)	0	I	See footnotes (2) (3) (4) (5) (6) (7) (8) (9) (10) (11)
Common Shares representing limited partner interests	03/12/2019		D	(1)	19,107,060	D	(1)	0	I	See footnotes (2) (3) (4) (5) (6) (7) (8) (9) (10) (11) (12)
Common Stock	03/12/2019		A	(1)	34,834,296	A	(1)	34,834,296	D	(2) (3) (4) (5) (6) (7)
Common Stock	03/12/2019		A	(1)	1,114,410	A	(1)	35,948,706	I	See footnotes (2) (3) (4) (5) (6) (7) (8) (9) (10)
Common Stock	03/12/2019		A	(1)	53,823	A	(1)	36,002,529	I	See footnotes (2) (3) (4) (5) (6) (7) (8) (9) (10) (11)
Common Stock	03/12/2019		A	(1)	19,107,060	A	(1)	55,109,589	I	See footnotes (2) (3) (4) (5) (6) (7) (8) (9) (10) (11)

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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Warburg Pincus Private Equity X O&G, L.P. C/O WARBURG PINCUS LLC 450 LEXINGTON AVENUE NEW YORK, NY 10017	X	X		
Warburg Pincus X, L.P. C/O WARBURG PINCUS LLC 450 LEXINGTON AVENUE NEW YORK, NY 10017	X	X		
Warburg Pincus X GP L.P. C/O WARBURG PINCUS LLC 450 LEXINGTON AVENUE NEW YORK, NY 10017	X	X		
WPP GP LLC C/O WARBURG PINCUS LLC 450 LEXINGTON AVENUE NEW YORK, NY 10017	X	X		
Warburg Pincus Partners, L.P. C/O WARBURG PINCUS LLC 450 LEXINGTON AVENUE NEW YORK, NY 10017	X	X		
Warburg Pincus Partners GP LLC C/O WARBURG PINCUS LLC 450 LEXINGTON AVENUE NEW YORK, NY 10017	X	X		
WARBURG PINCUS & CO. C/O WARBURG PINCUS LLC 450 LEXINGTON AVENUE NEW YORK, NY 10017	X	X		
WARBURG PINCUS LLC C/O WARBURG PINCUS LLC 450 LEXINGTON AVENUE NEW YORK, NY 10017	X	X		
KAYE CHARLES R C/O WARBURG PINCUS LLC 450 LEXINGTON AVENUE NEW YORK, NY 10017		X		
Landy Joseph P. C/O WARBURG PINCUS LLC 450 LEXINGTON AVENUE NEW YORK, NY 10017		X		

## Signatures

/s/ Robert B. Knauss

03/14/2019

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).

On March 12, 2019, in connection with the conversion of Antero Midstream GP LP ("AMGP") from a limited partnership to a corporation named Antero Midstream Corporation ("New AM") under the laws of the State of Delaware (the "Conversion"), each common share representing limited partnership interests of AMGP (the "AMGP Common Shares") was converted into one share of common stock of New AM ("New AM Common Shares").

This Form 4 is filed on behalf of Warburg Pincus Private Equity X O&G, L.P., a Delaware limited partnership ("WP X O&G" and, together with its affiliated partnership, Warburg Pincus X Partners, L.P., a Delaware limited partnership ("WP X Partners"), the "WP X O&G Funds"). As of March 12, 2019, prior to the Conversion, the Warburg Pincus Entities (as defined below) collectively owned 55,109,589 AMGP Common Shares, of which (a) 34,834,296 are owned by WP X O&G and 1,114,410 are owned by WP X Partners, for an aggregate total of 35,948,706 AMGP Common Shares owned by the WP X O&G Funds, and (b) 19,160,883 are owned by the WP VIII Funds (as defined below).

(Continued from Footnote 2) As of March 12, 2019, after the Conversion, the Warburg Pincus Entities collectively own 55,109,589 New AM Common Shares, of which (i) 34,834,296 are owned by WP X O&G and 1,114,410 are owned by WP X Partners, for an aggregate total of 35,948,706 New AM Common Shares owned by the WP X O&G Funds, and (ii) 19,160,883 are owned by the WP VIII Funds.

The Warburg Pincus funds are the WP X O&G Funds and Warburg Pincus Private Equity VIII, L.P., a Delaware limited partnership ("WP VIII"), and its two affiliated partnerships, Warburg Pincus Netherlands Private Equity VIII C.V. I, a limited partnership formed under the laws of the Netherlands ("WP VIII CV I"), and WP-WPVIII Investors, L.P., a Delaware limited partnership ("WP-WPVIII Investors"), and together with WP VIII and WP VIII CV I, the "WP VIII Funds").

Warburg Pincus X, L.P., a Delaware limited partnership ("WP X GP"), is the general partner of each of the WP X O&G Funds. Warburg Pincus X GP L.P., a Delaware limited partnership ("WP X GP LP"), is the general partner of WP X GP. WPP GP LLC, a Delaware limited liability company ("WPP GP"), is the general partner of (a) WP X GP, and (b) WP-WPVIII Investors GP L.P., a Delaware limited partnership ("WP-WPVIII GP"), which, in turn, is the general partner of WP-WPVIII Investors.

Warburg Pincus Partners, L.P., a Delaware limited partnership ("WP Partners"), is (i) the managing member of WPP GP, and (ii) the general partner of WP VIII and WP VIII CV I. Warburg Pincus Partners GP LLC, a Delaware limited liability company ("WP Partners GP"), is the general partner of WP Partners.

Warburg Pincus & Co., a New York general partnership ("WP"), is the managing member of WP Partners GP. Warburg Pincus LLC, a New York limited liability company ("WP LLC"), is the manager of each of the WP X O&G Funds and the WP VIII Funds.

Each of the WP X O&G Funds, the WP VIII Funds, WP-WPVIII GP, WP X GP, WP X GP LP, WPP GP, WP Partners, WP Partners GP, WP and WP LLC are collectively referred to herein as the "Warburg Pincus Entities." Charles R. Kaye and Joseph P. Landy are each Managing General Partners of WP and Managing Members and Co-Chief Executive Officers of WP LLC and may be deemed to control the Warburg Pincus Entities.

By reason of the provisions of Rule 16a-1 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), (a) WP X GP, WP X GP LP, WPP GP, WP Partners, WP Partners GP, WP, WP LLC, and Messrs. Kaye and Landy and certain affiliates may be deemed to be beneficial owners of the 35,948,706 AMGP Common Shares (prior to the Conversion) and the 35,948,706 New AM Common Shares (after the Conversion) held collectively by the WP X O&G Funds, and (b) WPP GP, WP Partners, WP Partners GP, WP, WP LLC, and Messrs. Kaye and Landy and certain affiliates may be deemed to be beneficial owners of the 19,160,883 AMGP Common Shares (prior to the Conversion) and the 19,160,883 New AM Common Shares (after the Conversion) held collectively by the WP VIII Funds.

(Continued from Footnote 8) The Warburg Pincus Entities, Messrs. Kaye and Landy and such affiliates disclaim beneficial ownership of such AMGP Common Shares and such New AM Common Shares except to the extent of their pecuniary interest therein. Each of WP X O&G, WP X GP, WP X GP LP, WPP GP, WP Partners, WP Partners GP, WP and WP LLC is a director-by-deputization solely for purposes of Section 16 of the Exchange Act.

WP X GP and WP X GP LP each indirectly holds, and therefore may be deemed to be the beneficial owner of, the 35,948,706 AMGP Common Shares (prior to the Conversion) and the 35,948,706 New AM Common Shares (after the Conversion) directly held by the WP X O&G Funds.

WPP GP indirectly holds, and therefore may be deemed to be the beneficial owner of, the 36,002,529 AMGP Common Shares (prior to the Conversion) and the 36,002,529 New AM Common Shares (after the conversion) directly held by WP-WPVIII Investors and the WP X O&G Funds.

WP Partners, WP Partners GP, WP and WP LLC each indirectly holds, and therefore may be deemed to be the beneficial owner of, the 55,109,589 AMGP Common Shares (prior to the Conversion) and the 55,109,589 New AM Common Shares directly held by the WP VIII Funds and the WP X O&G Funds.

### Remarks:

Exhibit 99.1 - Joint Filers' Signatures

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.

Joint Filers' Signatures

WARBURG PINCUS PRIVATE EQUITY X O&G, L.P.

By: Warburg Pincus X, L.P., its general partner  
By: Warburg Pincus X GP L.P., its general partner  
By: WPP GP LLC, its general partner  
By: Warburg Pincus Partners, L.P., its managing member  
By: Warburg Pincus Partners GP LLC, its general partner  
By: Warburg Pincus & Co., its managing member

By: /s/ Robert B. Knauss                      Date: March 14, 2019  
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Name: Robert B. Knauss  
Title: Partner

WARBURG PINCUS X, L.P.

By: Warburg Pincus X GP L.P., its general partner  
By: WPP GP LLC, its general partner  
By: Warburg Pincus Partners, L.P., its managing member  
By: Warburg Pincus Partners GP LLC, its general partner  
By: Warburg Pincus & Co., its managing member

By: /s/ Robert B. Knauss                      Date: March 14, 2019  
-----  
Name: Robert B. Knauss  
Title: Partner

WARBURG PINCUS X GP L.P.

By: WPP GP LLC, its general partner  
By: Warburg Pincus Partners, L.P., its managing member  
By: Warburg Pincus Partners GP LLC, its general partner  
By: Warburg Pincus & Co., its managing member

By: /s/ Robert B. Knauss                      Date: March 14, 2019  
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Name: Robert B. Knauss  
Title: Partner

WPP GP LLC

By: Warburg Pincus Partners, L.P., its managing member  
By: Warburg Pincus Partners GP LLC, its general partner  
By: Warburg Pincus & Co., its managing member

By: /s/ Robert B. Knauss                      Date: March 14, 2019  
-----  
Name: Robert B. Knauss  
Title: Partner

WARBURG PINCUS PARTNERS, L.P.

By: Warburg Pincus Partners GP LLC, its general partner  
By: Warburg Pincus & Co., its managing member

By: /s/ Robert B. Knauss                      Date: March 14, 2019  
-----  
Name: Robert B. Knauss  
Title: Partner

WARBURG PINCUS PARTNERS GP LLC

By: Warburg Pincus & Co., its managing member

By: /s/ Robert B. Knauss                      Date: March 14, 2019

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Name: Robert B. Knauss  
Title: Partner

WARBURG PINCUS & CO.

By: /s/ Robert B. Knauss                      Date: March 14, 2019

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Name: Robert B. Knauss  
Title: Partner

WARBURG PINCUS LLC

By: /s/ Robert B. Knauss                      Date: March 14, 2019

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Name: Robert B. Knauss  
Title: Managing Director

CHARLES R. KAYE

By: /s/ Robert B. Knauss                      Date: March 14, 2019

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Name: Charles R. Kaye  
By: Robert B. Knauss, Attorney-in-Fact\*

JOSEPH P. LANDY

By: /s/ Robert B. Knauss                      Date: March 14, 2019

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Name: Joseph P. Landy  
By: Robert B. Knauss, Attorney-in-Fact\*

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\* The Power of Attorney given by each of Mr. Kaye and Mr. Landy was previously filed with the U.S. Securities & Exchange Commission on July 12, 2016 as an exhibit to the statement on Schedule 13D filed by Warburg Pincus LLC with respect to WEX Inc. and is hereby incorporated by reference.