#### FORM D

Notice of Exempt Offering of Securities

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

OMB APPROVAL
OMB Number: 3235-0076
Expires: August 31, 2015
Estimated Average burden hours per response: 4.0

T. Issuer's identity			
CIK (Filer ID Number)	Previous Name(s)	None None	Entity Type
0001598968	Antero Resources Midstream LLC		C Corporation
Name of Issuer			C Limited Partnership
Antero Midstream Partners LP			C Limited Liability Company
Jurisdiction of Incorporation/Organization			C General Partnership
DELAWARE			O Business Trust
Year of Incorporation/Organiza	ation		C Other
<ul> <li>Over Five Years Ago</li> <li>Within Last Five Years (Specify Year)</li> </ul>	2013		
• Yet to Be Formed			

# 2. Principal Place of Business and Contact Information

Name of Issuer			
Antero Midstream Partners LP			
Street Address 1		Street Address 2	
1615 Wynkoop Street			
City	State/Province/Country	ZIP/Postal Code	Phone No. of Issuer
Denver	COLORADO	80202	303-357-7310

### 3. Related Persons

Last Name		First Name		Middle Name	
Antero Resources Mi Management LLC	idstream	N/A			
Street Address 1		-	Street Address	2	
1615 Wynkoop Str	·eet				
City		State/Province/	'Country	ZIP/Postal Code	
Denver		COLORADO	)	80202	
Relationship:	Execu	tive Officer	Director	Promoter	
Clarification of Respo	nse (if Necessa	·y)			
General Partner of th	ne Issuer				
Last Name		First Name		Middle Name	
Rady		Paul		M.	
Street Address 1			Street Address	2	
1615 Wynkoop Str	eet				

City		State/Province/O	Country		ZIP/Pos	tal Code	
Denver		COLORADO			80202		
Relationship:	Execut	ive Officer	Directo	r		Promoter	
Clarification of Response	e (if Necessary	y)				<u> </u>	
Chairman and Chief Ex	ecutive Office	er of the General	Partner of the I	ssuer			
							_
Last Name		First Name			Middle	Name	
Warren, Jr.		Glen			C.		
treet Address 1			Street Addr	ess 2			
1615 Wynkoop Stree	t						
City		State/Province/O	Country		ZIP/Pos	tal Code	
Denver		COLORADO			80202		
Relationship:	Execut	ive Officer	Directo	r		Promoter	
Invition of Deemon	IL	2)	II			L	
Clarification of Response Director, President, Chi		-	tary of the Cono	ral Po	rtner of t	he Issuer	
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.ast Name		First Name			Middle 1	Nama	
Last Name Kilstrom	]	First Name			J.		
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Street Address 1			Street Addr	ess 2			
1615 Wynkoop Stree	t						
City		State/Province/C	Country			tal Code	
Denver		COLORADO			80202		
	Execut		<u> </u>			-	]
Relationship:	Execut	ive Officer	Directo	or		Promoter Promoter	
Clarification of Response		-					
Vice President-Producti	ion of the Gen	eral Partner of t	he Issuer				
Last Name		First Name			Middle	Name	1
Schopp		Alvyn			А.		
street Address 1			Street Addr	ess 2			
1615 Wynkoop Stree	t						
City		State/Province/C	Country		ZIP/Pos	tal Code	
Denver		COLORADO			80202		
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Relationship:	Execut	ive Officer	Directo	r		Promoter	
Clarification of Response	e (if Necessary	<i>z</i> )				L	
Chief Administrative O			and Treasurer	of the (	General	Partner of the Issuer	
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Last Name		First Name			Middle 1	Name	
McNeilly	]	Ward					]
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Street Address 1		]	Street Addr	ess 2			
1615 Wynkoop Stree	t						

City		State/Province	e/Country	ZIP/Postal Code	
Denver		COLORAD	0	80202	
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Relationship:	Executi	ve Officer	Director	Promoter	
Clarification of Respons	se (if Necessary	)			
Vice President-Reserve	es, Planning and	d Midstream o	f the General Partner	of the Issuer	
Last Name		First Name		Middle Name	
Connor		Richard		W.	
treet Address 1			Street Address 2		
1615 Wynkoop Stree	et		]		
City		State/Province	e/Country	ZIP/Postal Code	
Denver		COLORAD	-	80202	
			-		
Relationship:	Executi	ve Officer	Director	Promoter	
	a				
Clarification of Respons					1
Director of the General	l Partner of the	Issuer			
Last Name		First Name		Middle Name	1
Kagan		Peter		R.	
treet Address 1			Street Address 2	2	
450 Lexington Avenu	ue				
City		State/Province	e/Country	ZIP/Postal Code	
New York		NEW YORK	K	10017	
					1
Relationship:	Executi	ive Officer	Director	Promoter	
			Director	Promoter	
Clarification of Respons	se (if Necessary	)	Director	Promoter	
Clarification of Respons	se (if Necessary	)	Director	Promoter	
Clarification of Respons	se (if Necessary	)	Director	Promoter	
Clarification of Respons	e (if Necessary	)	Director	Middle Name	
Clarification of Respons Director of the General	e (if Necessary	) • Issuer	Director	Middle Name	 
Clarification of Respons Director of the General Last Name Keenan, Jr.	e (if Necessary	) • Issuer First Name		Middle Name	
Clarification of Respons Director of the General Last Name Keenan, Jr. Street Address 1	e (if Necessary	) • Issuer First Name	Street Address 2	Middle Name	
Clarification of Respons Director of the General Last Name Keenan, Jr. Street Address 1 410 Park Avenue	I Partner of the	) First Name	Street Address 2	Middle Name	
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Clarification of Respons Director of the General Last Name Keenan, Jr. Street Address 1 410 Park Avenue	I Partner of the	) First Name	Street Address 2 Street Floor Country	Middle Name	
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Clarification of Respons Director of the General Last Name Keenan, Jr. Street Address 1 410 Park Avenue City New York Relationship: Clarification of Respons Director of the General Last Name	I Partner of the	) Elssuer First Name W. State/Province NEW YORE ive Officer ) Elssuer	Street Address 2 Street Addres Street Address 2 Street Address 2 Street Address 2 Street Ad	Middle Name          Howard         ZIP/Postal Code         10022         Promoter	
Clarification of Respons Director of the General Last Name Keenan, Jr. Gtreet Address 1 410 Park Avenue City New York Relationship: Clarification of Respons Director of the General	I Partner of the	) First Name W. State/Province NEW YORF ve Officer ) Issuer First Name	Street Address 2 Street Addres Street Address 2 Street Address 2 Street Address 2 Street Ad	Middle Name   Middle Name   ZIP/Postal Code   10022     Promoter     Middle Name	

	NEW YORK		10022	
Execut	ive Officer	Director	Promoter	
e (if Necessary	v)			
Partner of the	e Issuer			
	First Name		Middle Name	
	Christopher		Reid	
		Street Address	2	
t				
	State/Province/0	Country	ZIP/Postal Code	
	COLORADO		80202	
Execut	ive Officer	Director	Promoter	
(if Nacassar				
				_
	First Name		Middle Name	
	David	Stuggt A dauge		
4		Street Address	2	
t				
		Country		
	COLORADO			
Execut	ive Officer	Director	Promoter	
· B+				
e (if Necessary	<i>v</i> )			
	e (if Necessary Partner of th  t  t  Fartner of th  Fartner of th  Fartner of th  t  Fartner of th  t	e (if Necessary) Partner of the Issuer  First Name  Christopher  t  Executive Officer e (if Necessary) Partner of the Issuer  First Name David  t  COLORADO	e (if Necessary) Partner of the Issuer  First Name  Christopher Street Address t State/Province/Country COLORADO  Executive Officer  (if Necessary) Partner of the Issuer  First Name First Name Street Address t COLORADO COLORADO	e (if Necessary) Partner of the Issuer  First Name  Middle Name  First Name  Keid  Street Address 2  t  COLORADO  State/Province/Country  CIP/Postal Code  COLORADO  Promoter  e (if Necessary)  Partner of the Issuer  First Name  David  Street Address 2  t  COLORADO  Street Address 2

### 4. Industry Group

## C Agriculture

### Banking & Financial Services

- C Commercial Banking
- **C** Insurance
- C Investing
- C Investment Banking
- C Pooled Investment Fund

Other Banking & Financial © Services

#### C Business Services

#### Energy

- C Coal Mining
- C Electric Utilities
- C Energy Conservation

#### Health Care

- C Biotechnology
- C Health Insurance
- C Hospitals & Physicians
- C Pharmaceuticals
- C Other Health Care

### C Manufacturing

### Real Estate

- C Commercial
- C Construction
- C REITS & Finance
- C Residential
- C Other Real Estate

### C Retailing

C Restaurants

#### Technology

- C Computers
- Telecommunications
- C Other Technology

#### Travel

- C Airlines & Airports
- C Lodging & Conventions
- C Tourism & Travel Services
- O Other Travel
- Other

- 🖸 Oil & Gas
- C Other Energy

#### 5. Issuer Size

#### **Revenue Range**

Reven	ue Range	Aggregate Net Asset Value Rang		
$\mathbf{C}$	No Revenues	C	No Aggregate Net Asset Value	
С	\$1 - \$1,000,000	C	\$1 - \$5,000,000	
С	\$1,000,001 - \$5,000,000	C	\$5,000,001 - \$25,000,000	
С	\$5,000,001 - \$25,000,000	C	\$25,000,001 - \$50,000,000	
С	\$25,000,001 - \$100,000,000	C	\$50,000,001 - \$100,000,000	
С	Over \$100,000,000	C	Over \$100,000,000	
$\odot$	Decline to Disclose	C	Decline to Disclose	
С	Not Applicable	С	Not Applicable	

<ol><li>Federal Exemption(s) and Exclusion(s) Claimed (select all that apply)</li></ol>					
Rule 504(b)(1) (not (i), (ii) or (iii))		ule 505			
Rule 504 (b)(1)(i)		ıle 506(b)			
Rule 504 (b)(1)(ii)	$\Box_{R}$	ule 506(c)			
Rule 504 (b)(1)(iii)	Securities Act Section 4(a)(5)				
Investment Company Act Section 3(c)					

7.	Type of Fil	ling		
<b>v</b>	New Notice	Date of First Sale	2015-09-17	First Sale Yet to Occur

Option, Warrant or Other Right to Acquire Another Security

Amendment

### 8. Duration of Offering

Does the Issuer intend this offering to last more than one year?

C Yes © No

# 9. Type(s) of Securities Offered (select all that apply)

Equity Debt

Other (describe)

Π	Pooled Investment Fund Interests	2
Γ	Tenant-in-Common Securities	Γ
Π	Mineral Property Securities	Г
	Security to be Acquired Upon Exercise of Option, Warrant or Other Right to Acquire Security	Г

### 10. Business Combination Transaction

C Yes O No Is this offering being made in connection with a business combination transaction, such as a merger, acquisition or exchange offer?

**Clarification of Response (if Necessary)** 

11. Minimum Investment		
Minimum investment accepted from any outside investor	\$ 0 USI	)
12. Sales Compensation		
Recipient	Recipient CRD Number	None None
Barclays Capital Inc.	19714	
(Associated) Broker or Dealer 🔽 None	(Associated) Broker or Dealer CR Number	D None
Street Address 1 745 Seventh Avenue	Street Address 2	
City	State/Province/Country	ZIP/Postal Code
New York	NEW YORK	10019
State(s) of Solicitation 🔽 All States	Foreign/Non-US	

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# 13. Offering and Sales Amounts

Total Offering Amount	\$ 242998320	USD	Indefinite
Total Amount Sold	\$ 242998320	USD	
Total Remaining to be Sold	\$	USD	□ Indefinite
Classifier (Charles of Demonstrated	(*f NI		

Clarification of Response (if Necessary)

### 14. Investors

П

Select if securities in the offering have been or may be sold to persons who do not qualify as accredited investors, Number of such non-accredited investors who already have invested in the

Number of such	non-accredited	investors	who	already	have	invested	in the
offering							

Regardless of whether securities in the offering have been or may be sold to persons who do not qualify as accredited investors, enter the total number of investors who already have invested in the offering:

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### 15. Sales Commissions & Finders' Fees Expenses

Provide separately the amounts of sales commissions and finders' fees expenses, if any. If the amount of an expenditure is not known, provide an estimate and check the box next to the amount.

Sales Commissions	\$ 1800000	USD	<b>Estimate</b>
Finders' Fees	\$	USD	<b>Estimate</b>
Clarification of Response (if Necessar	y)		

### 16. Use of Proceeds

Provide the amount of the gross proceeds of the offering that has been or is proposed to be used for payments to any of the persons required to be named as executive officers, directors or promoters in response to Item 3 above. If the amount is unknown, provide an estimate and check the box next to the amount.

	\$ 0	USD	Estimate	
Clarification of Response (if Necessary)				
Signature and Submission	on			

Please verify the information you have entered and review the Terms of Submission below before signing and clicking SUBMIT below to file this notice.

#### Terms of Submission

In submitting this notice, each Issuer named above is:

- Notifying the SEC and/or each State in which this notice is filed of the offering of securities described and undertaking to furnish them, upon written request, the information furnished to offerees.
- Irrevocably appointing each of the Secretary of the SEC and, the Securities Administrator or other legally designated officer of the State in which the Issuer maintains its principal place of business and any State in which this notice is filed, as its agents for service of process, and agreeing that these persons may accept service on its behalf, of any notice, process or pleading, and further agreeing that such service may be made by registered or certified mail, in any Federal or state action, administrative proceeding, or arbitration brought against it in any place subject to the jurisdiction of the United States, if the action, proceeding or arbitration (a) arises out of any activity in connection with the offering of securities that is the subject of this notice, and (b) is founded, directly or indirectly, upon the provisions of: (i) the Securities Act of 1933, the Securities Exchange Act of 1934, the Trust Indenture Act of 1939, the Investment Company Act of 1940, or the Investment Advisers Act of 1940, or any rule or regulation under any of these statutes, or (ii) the laws of the State in which the issuer maintains its principal place of business or any State in which this notice is filed.
- Certifying that, if the issuer is claiming a Regulation D exemption for the offering, the issuer is not disqualified from relying on Regulation D for one of the reasons stated in Rule 505(b)(2)(iii) or Rule 506(d).

Each Issuer identified above has read this notice, knows the contents to be true, and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

For signature, type in the signer's name or other letters or characters adopted or authorized as the signer's signature.

All Issuers	Signature	Name of Signer	Title	Date
Antero Midstream Partners LP	/s/ Alvyn A. Schopp	Alvyn A. Schopp	Chief Admin Officer, Regional VP and Treasurer of the GP	2015-09-30