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

FORM 8-K

**CURRENT REPORT
Pursuant to Section 13 or 15(d)
of the Securities Exchange Act of 1934**

Date of Report (date of earliest event reported): **March 8, 2019**

ANTERO MIDSTREAM GP LP

(Exact name of registrant as specified in its charter)

Delaware
(State or Other Jurisdiction of
Incorporation or Organization)

001-38075
(Commission
File Number)

61-1748605
(I.R.S. Employer
Identification No.)

1615 Wynkoop Street
Denver, Colorado 80202
(Address of principal executive office) (Zip Code)

(303) 357-7310
(Registrant's telephone number, including area code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act

Item 5.07 Submission of Matters to a Vote of Security Holders.

A special meeting (the “AMGP Special Meeting”) of holders of common shares (“AMGP Shareholders”) of Antero Midstream GP LP (“AMGP”) was held on March 8, 2019 at 9:00 AM, local time, at 1615 Wynkoop Street, Denver, Colorado 80202, to consider and vote on proposals to approve (i) the conversion of AMGP from a limited partnership to a corporation under the laws of the State of Delaware, to be named Antero Midstream Corporation (“New AM”), including a certificate of conversion and a certificate of incorporation (the “Conversion Proposal”), (ii) the Simplification Agreement, dated as of October 9, 2018, by and among AMGP, Antero Midstream Partners LP, a Delaware limited partnership (“Antero Midstream”), and certain of their affiliates, as may be amended from time to time (the “Simplification Agreement”), the merger of an indirect, wholly owned subsidiary of New AM with and into Antero Midstream (the “Merger”), with Antero Midstream surviving such Merger as an indirect, wholly owned subsidiary of New AM and the other transactions contemplated in the Simplification Agreement, including the exchange of the Series B Units (the “Series B Units”) representing limited liability company interests of Antero IDR Holdings LLC, a partially owned subsidiary of AMGP and the holder of all of Antero Midstream’s incentive distribution rights, for approximately 17.35 million shares of common stock of New AM (the “AMGP Transaction Proposal”), (iii) the adoption of a New AM omnibus equity incentive plan (the “LTIP Proposal”) and (iv) the issuance of common stock of New AM to unitholders of Antero Midstream and holders of the Series B Units pursuant to the Simplification Agreement (the “Issuance Proposal”). The proposals are described in detail in the joint proxy statement/prospectus included in New AM’s registration statement on Form S-4 (Registration No. 333-228156), which became effective on January 31, 2019.

The Simplification Agreement set forth the votes required for the approval of each of the proposals described above. Approval of the Conversion Proposal required the affirmative vote of holders of a majority of the outstanding AMGP common shares. Approval of the AMGP Transaction Proposal required the affirmative vote of holders of a majority of the outstanding AMGP common shares held by the AMGP Shareholders other than AMGP’s general partner and its affiliates (the “Disinterested AMGP Shareholders”). Approval of both the LTIP Proposal and the Issuance Proposal required the affirmative vote of holders of a majority of the AMGP common shares voted on such proposals at the AMGP Special Meeting.

As of the close of business on January 11, 2019, the record date for the AMGP Special Meeting, there were a total of 186,235,845 AMGP common shares outstanding, all of which were entitled to vote at the AMGP Special Meeting except, for purposes of the AMGP Transaction Proposal, there were a total of 77,956,216 AMGP common shares held by Disinterested AMGP Shareholders, all of which were entitled to vote on such proposal. At the AMGP Special Meeting, holders of 171,298,221 AMGP common shares were present or represented by proxy, constituting a quorum. A summary of the voting results for the proposals is set forth below:

Proposal 1: Conversion Proposal

AMGP Shareholders approved the Conversion Proposal. The following are the tabulated votes “For” and “Against” this proposal, as well as the number of “Abstentions”:

FOR	AGAINST	ABSTENTIONS	BROKER NON-VOTES
170,693,261	523,209	80,751	1,000

Proposal 2: AMGP Transaction Proposal

Disinterested AMGP Shareholders approved the AMGP Transaction Proposal. The following are the tabulated votes “For” and “Against” this proposal, as well as the number of “Abstentions”:

FOR	AGAINST	ABSTENTIONS	BROKER NON-VOTES
62,415,516	521,408	80,668	1,000

Proposal 3: LTIP Proposal

AMGP Shareholders approved the LTIP Proposal. The following are the tabulated votes “For” and “Against” this proposal, as well as the number of “Abstentions”:

FOR	AGAINST	ABSTENTIONS	BROKER NON-VOTES
170,348,340	870,137	79,744	0

Proposal 4: Issuance Proposal

AMGP Shareholders approved the Issuance Proposal. The following are the tabulated votes “For” and “Against” this proposal, as well as the number of “Abstentions”:

FOR	AGAINST	ABSTENTIONS	BROKER NON-VOTES
170,691,959	523,284	81,977	1,001

Item 8.01 Other Events.

On March 11, 2019, AMGP and Antero Midstream issued a joint press release announcing (i) the results of the AMGP Special Meeting, (ii) the results of the special meeting of holders of common units of Antero Midstream, (iii) the proration results for the merger consideration to be received by the holders of Antero Midstream common units pursuant to the Merger and (iv) the expected closing date. A copy of the press release is filed as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated by reference into this Item 8.01.

Item 9.01 Financial Statements and Exhibits.

(a) Exhibits

Exhibit Number	Description
99.1	Antero Midstream GP LP and Antero Midstream Partners LP press release, dated March 11, 2019.

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.

ANTERO MIDSTREAM GP LP

By: AMGP GP LLC,
its general partner

Date: March 11, 2019

By: /s/ Glen C. Warren, Jr.
Name: Glen C. Warren, Jr.
Title: President and Secretary



Antero Midstream and AMGP Announce Approval of Simplification Transaction and Proration Results

Denver, Colorado, March 11, 2019—**Antero Midstream Partners LP (NYSE: AM)** (“AM,” “Antero Midstream” or the “Partnership”) and **Antero Midstream GP LP (NYSE: AMGP)** (“AMGP”) announced today that at special meetings of Antero Midstream common unitholders and AMGP shareholders, Antero Midstream’s unitholders and AMGP’s shareholders voted to approve the previously announced simplification transaction between Antero Midstream and AMGP. In addition, Antero Midstream and AMGP have received the merger consideration proration results from American Stock Transfer & Trust Company, LLC.

The previously announced simplification transaction was subject to, among other things, the approval of holders of a majority of the shares held by AMGP Shareholders and the approval of holders of a majority of the AMGP shares held by AMGP’s shareholders excluding the original private equity sponsors, Series B holders, and affiliates of AMGP’s general partner. The transaction was also subject to the approval of holders of a majority of the AM units held by AM unitholders and the approval of holders of a majority of the AM units held by AM unitholders other than Antero Resources Corporation (“Antero Resources”), the original private equity sponsors, the Series B holders and affiliates of AM’s general partner. The simplification transaction is expected to close on March 12, 2019. In connection with closing, AMGP will change its name to “Antero Midstream Corporation” (“New AM”) and its common stock is expected to begin trading on the New York Stock Exchange under the “AM” ticker symbol on March 13, 2019. Antero Midstream common units and AMGP common shares will no longer be publicly traded after the completion of the simplification transaction.

Special Meetings Voting Results

Based on the results from Antero Midstream’s special meeting to approve the simplification agreement and the related transactions, approximately 93.9% of the outstanding AM common units were voted in person or by proxy. Approximately 93.8% of the outstanding AM common units voted to approve the simplification agreement and related transactions, including 86.8% of the outstanding AM common units held by AM unitholders other than Antero Resources, the original private equity sponsors, the Series B holders and affiliates of AM’s general partner.

Based on the results from AMGP’s special meeting to approve the simplification agreement and the related transactions, approximately 91.9% of the outstanding AMGP common shares were voted in person or by proxy. Approximately 80.0% of the outstanding AMGP common shares held by AMGP shareholders other than the original private equity sponsors, the Series B holders and affiliates of AMGP’s general partner voted to approve the simplification agreement and related transactions.

Commenting on the results, Paul Rady, Chairman and CEO, said “Today’s voting results from AM unitholders and AMGP shareholders reaffirm the benefits of the simplification transaction and demonstrate strong support for New AM’s outlook. Structured as a C-Corp for both governance and tax purposes, we believe New AM will be a best-in-class midstream infrastructure corporation with enhanced appeal to institutional investors and valuable shareholder rights.”

Consideration Proration Results

Based upon the consideration elections made by AM unitholders other than Antero Resources (“AM public unitholders”) pursuant to the simplification agreement, in exchange for each AM common unit held:

- AM public unitholders who elected to receive Public Mixed Consideration will receive \$3.415 in cash and 1.6350 shares of New AM common stock in exchange for each AM common unit.
- AM public unitholders who elected to receive Public Stock Consideration will receive 1.8926 shares of New AM common stock in exchange for each AM common unit.

- AM public unitholders who elected to receive the Public Cash Consideration will receive \$10.1364 in cash and 1.1279 shares of New AM common stock.
- AM public unitholders who failed to make an election by the election deadline will receive the consideration received the Public Mixed Consideration.
- Antero Resources will receive \$3.00 in cash and 1.6023 shares of New AM common stock.

Investors with questions regarding these proration results should contact MacKenzie Partners, Inc. at (212) 929-5500.

Antero Midstream is a limited partnership that owns, operates and develops midstream gathering, compression, processing and fractionation assets located in West Virginia and Ohio, as well as integrated water assets that primarily service Antero Resources' properties. Holders of AM Common Units will receive a Schedule K-1 with respect to distributions received on the AM Common Units during the period of 2019 that precedes the closing of the simplification transaction. Holders of AM Common Units who receive New AM common stock will receive a Form 1099 with respect to any dividends they receive on such New AM common stock following the closing of the simplification transaction.

AMGP is a Delaware limited partnership that has elected to be classified as an entity taxable as a corporation for U.S. federal income tax purposes. Holders of AMGP common shares receive a Form 1099 with respect to distributions received on their common shares and on any dividends they receive on New AM common stock following the closing of the simplification transaction. AMGP owns the general partner of Antero Midstream and indirectly owns the incentive distribution rights in Antero Midstream.

This release includes "forward-looking statements" within the meaning of federal securities laws. Such forward-looking statements are subject to a number of risks and uncertainties, many of which are beyond Antero Midstream's and AMGP's control. All statements, other than historical facts included in this release, are forward-looking statements. All forward-looking statements speak only as of the date of this release and are based upon a number of assumptions. Without limiting the generality of the foregoing, forward-looking statements contained in this press release specifically include the timing of consummation of the proposed simplification transaction, if at all, and statements regarding the transaction. Although Antero Midstream and AMGP each believe that the plans, intentions and expectations reflected in or suggested by the forward-looking statements are reasonable, there is no assurance that the assumptions underlying these forward-looking statements will be accurate or the plans, intentions or expectations expressed herein will be achieved. Therefore, actual outcomes and results could materially differ from what is expressed, implied or forecast in such statements.

Antero Midstream and AMGP caution you that these forward-looking statements are subject to all of the risks and uncertainties, most of which are difficult to predict and many of which are beyond Antero Midstream's and AMGP's control, incident to the gathering and processing and fresh water and waste water treatment businesses. These risks include, but are not limited to, the expected timing and likelihood of completion of the proposed simplification transaction, including the satisfaction of the conditions to the consummation of the proposed simplification transaction, risks that the proposed simplification transaction may not be consummated or the benefits contemplated therefrom may not be realized, the cost savings, tax benefits and any other synergies from the transaction may not be fully realized or may take longer to realize than expected, Antero Resources' expected future growth, Antero Resources' ability to meet its drilling and development plan, commodity price volatility, ability to execute Antero Midstream's business strategy, competition and government regulations, actions taken by third-party producers, operators, processors and transporters, inflation, environmental risks, drilling and completion and other operating risks, regulatory changes, the uncertainty inherent in projecting future rates of production, cash flow and access to capital, the timing of development expenditures, and the other risks described under "Risk Factors" in Antero Midstream's Annual Report on Form 10-K for the year ended December 31, 2018.

No Offer or Solicitation

This communication includes a discussion of a proposed business combination between Antero Midstream and AMGP. This communication is for informational purposes only and does not constitute an offer to sell or the solicitation of an offer to buy any securities or a solicitation of any vote or approval, in any jurisdiction, pursuant to the transaction or otherwise, nor shall there be any sale, issuance, exchange or transfer of the securities referred to in this document in any jurisdiction in contravention of applicable law. No offer of securities shall be made except by means of a prospectus meeting the requirements of Section 10 of the Securities Act of 1933, as amended.

For more information, contact Michael Kennedy — CFO of Antero Midstream and AMGP at (303) 357-6782 or mkenedy@anteroresources.com.