
**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): **April 5, 2019**

ANTERO MIDSTREAM CORPORATION

(Exact Name of Registrant as Specified in its Charter)

Delaware
(State or Other Jurisdiction
of Incorporation)

001-38075
(Commission File Number)

61-1748605
(IRS Employer
Identification No.)

1615 Wynkoop Street
Denver, Colorado 80202
(Address of Principal Executive Offices) (Zip Code)

Registrant's Telephone Number, including Area Code **(303) 357-7310**

Not Applicable
(Former Name or Former Address, If Changed Since Last Report)

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 1.01 Entry Into a Material Definitive Agreement.

In connection with the appointment of David H. Keyte as a member of the board of directors (the “Board”) of Antero Midstream Corporation (the “Company”), the Company entered into an Indemnification Agreement with Mr. Keyte pursuant to which the Company will be required to indemnify Mr. Keyte to the fullest extent permitted under Delaware law against liability that may arise by reason of his service to the Company and to advance him expenses incurred as a result of any proceeding against him to which he could be indemnified.

The foregoing description is qualified in its entirety by reference to the full text of the Indemnification Agreement, the form of which is filed as Exhibit 10.1 to this Current Report on Form 8-K and incorporated in this Item 1.01 by reference.

Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On April 8, 2019, the Company announced that the Board, upon the recommendation of its Nominating and Governance Committee, appointed David H. Keyte to the Board as a Class III director, effective as of April 5, 2019. Also effective April 5, 2019, Mr. Keyte was appointed to serve on the Board’s Conflicts Committee, Nominating & Governance Committee and Compensation Committee. Further, Mr. Keyte will serve as Chairman of the Board’s Compensation Committee. The Board determined that Mr. Keyte meets the independence requirements under the rules of the New York Stock Exchange and the Company’s independence standards, and that there are no transactions between the Company and Mr. Keyte that would require disclosure under Item 404(a) of Regulation S-K. There are no understandings or arrangements between Mr. Keyte and any other person pursuant to which Mr. Keyte was selected to serve as a director of the Board.

Mr. Keyte will receive the standard non-employee director compensation for serving on the Board. Mr. Keyte will receive \$70,000, \$5,000 and \$5,000 per year for his membership on the Board, the Nominating & Governance Committee, and the Conflicts Committee, respectively. For his role as Chairman of the Compensation Committee, he will receive \$15,000 per year.

In connection with his appointment to the Board, the Company entered into an Indemnification Agreement with Mr. Keyte. The information included in Item 1.01 of this Current Report on Form 8-K is incorporated by reference into this Item 5.02 of this Current Report on Form 8-K.

Item 7.01. Regulation FD Disclosure.

A copy of the Company’s press release announcing the appointment of Mr. Keyte to the Board is attached as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein by reference.

The information in this Item 7.01 (including the exhibit) shall not be deemed to be “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise subject to the liabilities of that section, and is not incorporated by reference into any filing under the Securities Act of 1933, as amended, or the Exchange Act.

Item 9.01 Financial Statements and Exhibits

(d Exhibits.

<u>Exhibits</u>	<u>Description</u>
10.1	Form of Indemnification Agreement (incorporated by reference to Exhibit 10.1 to the Current Report on Form 8-K (Commission File No. 001-38075) filed on March 12, 2019).
99.1	Antero Midstream Corporation press release, dated April 8, 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 CORPORATION

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

Dated: April 8, 2019



Antero Midstream Announces Appointment of David Keyte to the Board of Directors

Denver, Colorado, April 8th, 2019—**Antero Midstream Corporation (NYSE: AM)** (“Antero Midstream” or the “Company”) today announced that David H. Keyte has been appointed to its board of directors (the “Board”), as a Class III director, effective as of April 5, 2019. Mr. Keyte is an independent director under the director independence standards set forth in the rules and regulations of the Securities and Exchange Commission and the applicable listing standards of the New York Stock Exchange.

Mr. Keyte is the Chairman of the board and Chief Executive Officer of Caerus Oil and Gas LLC, which he co-founded in November 2009. Prior to that, Mr. Keyte held senior executive positions at Forest Oil Corporation from November 1997 until November 2009, including the positions of Chief Financial Officer, Executive Vice President and Chief Accounting officer. Mr. Keyte served on the board of Regal Entertainment Group, a publicly held movie exhibition company, from 2006 until the company was sold in 2018. Mr. Keyte holds a B.S. degree in economics from the University of Pennsylvania’s Wharton School of Finance.

Paul M. Rady, Chairman and CEO of Antero Midstream commented, “We are very excited to add Dave to the Board of Antero Midstream. Dave’s extensive background in the oil and gas industry and his strong financial expertise will be a valuable asset to Antero Midstream and to our shareholders. Adding another independent director to the Board with Dave’s credentials further strengthens our commitment to strong corporate governance at Antero Midstream, something we highly value as evidenced by the simplification transaction.”

“I am excited to join the Board of Antero Midstream, a leading midstream services provider in Appalachia with an integrated business model and a forward-thinking management team. Antero Midstream’s leading infrastructure position in one of the lowest cost oil and gas basins in the world provides a tremendous opportunity to continue to generate attractive growth and returns. I look forward to representing the shareholders and working with the Board to oversee the execution of the company’s business plan,” said Keyte.

Mr. Keyte’s appointment increases the size of the Board to ten directors, eight of whom are independent directors under the director independence standards of the NYSE. Mr. Keyte will be a member of the Board’s Nominating & Corporate Governance Committee, Conflicts Committee, and will serve as Chairman of the Compensation Committee.

This release includes “forward-looking statements.” Such forward-looking statements are subject to a number of risks and uncertainties, many of which are not under Antero Midstream’s control. All statements, except for statements of historical fact, made in this release regarding activities, events or developments Antero Midstream expects, believes or anticipates will or may occur in the future, such as Antero Midstream’s ability to execute its business plan, are forward-looking statements within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934. All forward-looking statements speak only as of the date of this release. Although Antero Midstream believes that the plans, intentions and expectations reflected in or suggested by the forward-looking statements are reasonable, there is no assurance that these plans, intentions or expectations will be achieved. Therefore, actual outcomes and results could materially differ from what is expressed, implied or forecast in such statements. Antero Midstream expressly disclaims any obligation to and does not intend to publicly update or revise any forward-looking statements.

Antero Midstream cautions 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 control, incident to the exploration for and development, production, gathering and sale of natural gas, NGLs and oil. These risks include, but are not limited to, commodity price volatility, inflation, lack of availability of drilling and production equipment and services, environmental risks, drilling and other operating risks, regulatory changes, the uncertainty inherent in estimating natural gas and oil reserves and in projecting future rates of production, cash flow and access to capital, the timing of development expenditures, and the other risks described under the heading

“Item 1A. Risk Factors” in Antero Midstream’s Annual Report on Form 10-K for the year ended December 31, 2018.

Antero Midstream Corporation is a Delaware corporation 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 Corporation’s properties. The Company’s website is located at www.anteromidstream.com. For more information, contact Michael Kennedy — CFO of Antero Midstream Corporation, at (303) 357-6782 or mkennedy@anteroresources.com.
