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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)

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

OMB APPROVAL OMB Number: 3235-0287 Estimated average burden hours per response... 0.5

SEC 1474 (9-02)

### 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

(Thit of Type Responses)											
1. Name and Address of Reporting Person – Keenan W Howard JR			2. Issuer Name <b>and</b> Ticker or Trading Symbol Antero Midstream GP LP [AMGP]						5. Relationship of Reporting Person(s) to Issuer (Check all applicable) X Director 10% Owner		
(Last) C/O YORKTOWN PA AVENUE, 19TH FLC	3. Date of Earliest Trai 01/10/2018	nsaction (Mo	onth/D	ay/Year)			(specify below)				
NEW YORK, NY 100	2	4. If Amendment, Date	Original Fil	led(Mo	nth/Day/Year	)	6. Individual or Joint/Group Filing(Check Applicable Line) _X. Form filed by One Reporting Person Form filed by More than One Reporting Person				
(City)	(State)	(Zip)		Table I - N	lon-D	erivative	Securitie	s Acqu	ired, Disposed of, or Beneficially Owned		
(Instr. 3) Date		2. Transaction Date (Month/Day/Yea	Execution Date, if ar) any	(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)	Ownership of Form: Be	Beneficial
			(Month/Day/Year)	Code	v	Amount	(A) or (D)	Price			Ownership (Instr. 4)
Common shares represent partner interests	senting limited	01/10/2018		А		1,193	А	\$ 0	3,185	D	
Common shares represe partner interests	senting limited								1,875,802 (1)	I	See footnote (2)
Common shares represe partner interests	senting limited								1,970,846 (1)	I	See footnote (3)
Common shares represent partner interests	senting limited								4,596,064 (1)	I	See footnote (4)
Common shares represent partner interests	senting limited								7,091,699 <del>(1)</del>	I	See footnote (5)

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	2.	3. Transaction	3A. Deemed	4. Transact	ion	5. Numbe	er of	6. Date Exe	rcisable	7. Tit	le and Amount of	8. Price of	9. Number of	10.	11. Nature
Derivative	Conversion	Date	Execution Date, if	Code		Derivativ	e	and Expirati	ion Date	Unde	rlying Securities	Derivative	Derivative	Ownership	of Indirect
Security	or Exercise	(Month/Day/Year)	any	(Instr. 8)	Instr. 8) Securities		(Month/Day/Year)		(Instr. 3 and 4)		Security	Securities	Form of	Beneficial	
(Instr. 3)	Price of		(Month/Day/Year)			Acquired	(A) or					(Instr. 5)	Beneficially	Derivative	Ownership
	Derivative				Disposed of (D)						Owned	Security:	(Instr. 4)		
	Security				(Instr. 3, 4, and							Following	Direct (D)		
						5)							- <b>F</b>	or Indirect	
								<b>D</b> :	<b>m</b>		Amount or		Transaction(s)	< / L	
								Date	Expiration	Title	Amount or Number of		(Instr. 4)	(Instr. 4)	
				Code	V	(A)	(D)	Exercisable	Date		Shares				

## **Reporting Owners**

Dementing Original Name ( Address	Relationships						
Reporting Owner Name / Address	Director	10% Owner	Officer	Other			
Keenan W Howard JR C/O YORKTOWN PARTNERS LLC 410 PARK AVENUE, 19TH FLOOR NEW YORK, NY 10022	х						

## Signatures

/s/ Alvyn A. Schopp, as attorney-in-fact for W. Howard Keenan, Jr.	01/12/2018
**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).
- (1) The reporting person disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein, and this report shall not be deemed an admission that the reporting person is the beneficial owner of the securities for Section 16 or any other purpose.
- (2) These securities are owned directly by Yorktown Energy Partners V, L.P. ("Yorktown V"). The reporting person is a member and manager of Yorktown V Company LLC, the general partner of Yorktown V.
- (3) These securities are owned directly by Yorktown Energy Partners VI, L.P. ("Yorktown VI"). The reporting person is a member and manager of Yorktown VI Associates LLC, the general partner of Yorktown VI Company LP, the general partner of Yorktown VI.
- (4) These securities are owned directly by Yorktown Energy Partners VII, L.P. ("Yorktown VII"). The reporting person is a member and manager of Yorktown VII Associates LLC, the general partner of Yorktown VII Company LP, the general partner of Yorktown VII.
- (5) These securities are owned directly by Yorktown Energy Partners VIII, L.P. ("Yorktown VIII"). The reporting person is a member and manager of Yorktown VIII Associates LLC, the general partner of

#### Remarks:

The Issuer is a Delaware limited partnership, managed by the directors and officers of its general partner, AMGP GP LLC ("AMGP GP"). Mr. Keenan is a director of AMGP GP.

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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