

Eclipse Resources Corp  
Form SC 13D/A  
February 06, 2019

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

**SCHEDULE 13D**  
**Under the Securities Exchange Act of 1934**  
**(Amendment No. 7)\***

**Eclipse Resources Corporation**

**(Name of Issuer)**

**Common Stock, par value \$0.01 per share**

**(Title of Class of Securities)**

**27890G 100**

**(CUSIP Number)**

**D. Martin Phillips**

**EnCap Investments L.P.**

**1100 Louisiana Street, Suite 4900**

**Houston, Texas 77002**

**(713) 659-6100**

*Copies to:*

**Michael K. Pierce**

**Vinson & Elkins LLP**

**1001 Fannin, Suite 2500**

**Houston, TX 77002**

**(713) 758-2222**

**(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)**

**February 4, 2019**

**(Date of Event which Requires Filing of this Statement)**

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box.

**Note:** Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See §240.13d-7 for other parties to whom copies are to be sent.

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 ( Act ) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).



CUSIP No. 27890G 100

**1** Name of Reporting Person

ENCAP ENERGY CAPITAL FUND VIII, L.P.

**2** Check the Appropriate Box if a Member of a Group (See Instructions)

(A):

(B):

**3** SEC Use Only

**4** Source of Funds (See Instructions)

OO

**5** Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(D) or 2(E)

**6** Citizenship or Place of Organization

Texas

Number of Shares **7** Sole Voting Power

Beneficially  
Owned by Each  
Reporting Person

with 59,687,619

**8** Shared Voting Power

0

**9** Sole Dispositive Power

59,687,619

**10** Shared Dispositive Power

0

**11** Aggregate Amount Beneficially Owned by Each Reporting Person

59,687,619

**12** Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

**13** Percent of Class Represented by Amount in Row (11)

19.7% <sup>(1)</sup>

**14** Type of Reporting Person (See Instructions)

PN

(1) Based on (i) 302,535,938 shares of common stock, \$0.01 par value ( **Common Stock** ) issued and outstanding as of November 1, 2018, as set forth in the Issuer's Quarterly Report on Form 10-Q, filed with the Securities and Exchange Commission (the **SEC** ) on November 1, 2018.

CUSIP No. 27890G 100

**1** Name of Reporting Person

ENCAP ENERGY CAPITAL FUND VIII CO-INVESTORS, L.P.

**2** Check the Appropriate Box if a Member of a Group (See Instructions)

(A):

(B):

**3** SEC Use Only

**4** Source of Funds (See Instructions)

OO

**5** Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(D) or 2(E)

**6** Citizenship or Place of Organization

Texas

Number of Shares **7** Sole Voting Power

Beneficially  
Owned by Each  
Reporting Person

with 40,420,114

**8** Shared Voting Power

0

**9** Sole Dispositive Power

40,420,114

**10** Shared Dispositive Power

0

**11** Aggregate Amount Beneficially Owned by Each Reporting Person

40,420,114

**12** Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

**13** Percent of Class Represented by Amount in Row (11)

13.4% <sup>(1)</sup>

**14** Type of Reporting Person (See Instructions)

PN

(1) Based on (i) 302,535,938 shares of Common Stock issued and outstanding as of November 1, 2018, as set forth in the Issuer's Quarterly Report on Form 10-Q, filed with the SEC on November 1, 2018.

CUSIP No. 27890G 100

**1** Name of Reporting Person

ENCAP ENERGY CAPITAL FUND IX, L.P.

**2** Check the Appropriate Box if a Member of a Group (See Instructions)

(A):

(B):

**3** SEC Use Only

**4** Source of Funds (See Instructions)

OO

**5** Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(D) or 2(E)

**6** Citizenship or Place of Organization

Texas

Number of Shares **7** Sole Voting Power

Beneficially  
Owned by Each  
Reporting Person

with 110,670,890 <sup>(1)</sup>

**8** Shared Voting Power

0

**9** Sole Dispositive Power

110,670,890 <sup>(1)</sup>

**10** Shared Dispositive Power



0

**11** Aggregate Amount Beneficially Owned by Each Reporting Person

110,670,890 <sup>(1)</sup>

**12** Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

**13** Percent of Class Represented by Amount in Row (11)

36.6% <sup>(2)</sup>

**14** Type of Reporting Person (See Instructions)

PN

- (1) Includes 72,847,294 shares of Common Stock of Eclipse Resources Corporation, a Delaware corporation (the **Issuer** or the **Company**), owned directly by EnCap Energy Capital Fund IX, L.P. ( **EnCap Fund IX** ) and 37,823,596 shares of Common Stock of the Issuer owned by TPR Residual Assets, LLC ( **TPR Residual** ). TPR Residual is member-managed by EnCap Fund IX. As a result, EnCap Fund IX may be deemed to have the power to vote or direct the vote or to dispose or direct the disposition of the shares owned by TPR Residual. EnCap Fund IX disclaims beneficial ownership of the securities owned by TPR Residual in excess of its pecuniary interest therein and this statement shall not be deemed an admission that EnCap Fund IX is the beneficial owner of the Common Stock owned directly by TPR Residual for the purposes of Section 13(d) of the Securities Exchange Act of 1934, as amended (the **Exchange Act** ), or any other purpose.
- (2) Based on (i) 302,535,938 shares of Common Stock issued and outstanding as of November 1, 2018, as set forth in the Issuer's Quarterly Report on Form 10-Q, filed with the SEC on November 1, 2018.

CUSIP No. 27890G 100

**1** Name of Reporting Person

TRAVIS PEAK RESOURCES, LLC

**2** Check the Appropriate Box if a Member of a Group (See Instructions)

(A):

(B):

**3** SEC Use Only

**4** Source of Funds (See Instructions)

OO

**5** Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(D) or 2(E)

**6** Citizenship or Place of Organization

Delaware

Number of Shares **7** Sole Voting Power

Beneficially  
Owned by Each  
Reporting Person

with 0

**8** Shared Voting Power

0

**9** Sole Dispositive Power

0

**10** Shared Dispositive Power

0

**11** Aggregate Amount Beneficially Owned by Each Reporting Person

0

**12** Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

**13** Percent of Class Represented by Amount in Row (11)

0.0%<sup>(1)</sup>

**14** Type of Reporting Person (See Instructions)

OO

(1) Based on (i) 302,535,938 shares of Common Stock issued and outstanding as of November 1, 2018, as set forth in the Issuer's Quarterly Report on Form 10-Q, filed with the SEC on November 1, 2018.

CUSIP No. 27890G 100

**1** Name of Reporting Person

TPR RESIDUAL ASSETS, LLC

**2** Check the Appropriate Box if a Member of a Group (See Instructions)

(A):

(B):

**3** SEC Use Only

**4** Source of Funds (See Instructions)

OO

**5** Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(D) or 2(E)

**6** Citizenship or Place of Organization

Delaware

Number of Shares **7** Sole Voting Power

Beneficially  
Owned by Each  
Reporting Person

with 37,823,596

**8** Shared Voting Power

0

**9** Sole Dispositive Power

37,823,596

**10** Shared Dispositive Power

0

**11** Aggregate Amount Beneficially Owned by Each Reporting Person

37,823,596

**12** Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

**13** Percent of Class Represented by Amount in Row (11)

12.5%<sup>(1)</sup>

**14** Type of Reporting Person (See Instructions)

OO

(1) Based on (i) 302,535,938 shares of Common Stock issued and outstanding as of November 1, 2018, as set forth in the Issuer's Quarterly Report on Form 10-Q, filed with the SEC on November 1, 2018.

CUSIP No. 27890G 100

**1** Name of Reporting Person

ENCAP PARTNERS GP, LLC

**2** Check the Appropriate Box if a Member of a Group (See Instructions)

(A):

(B):

**3** SEC Use Only

**4** Source of Funds (See Instructions)

OO

**5** Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(D) or 2(E)

**6** Citizenship or Place of Organization

Delaware

Number of Shares **7** Sole Voting Power

Beneficially

Owned by Each  
Reporting Person

with

0

**8** Shared Voting Power

210,778,623<sub>(1)</sub>

**9** Sole Dispositive Power

0

**10** Shared Dispositive Power

210,778,623<sup>(1)</sup>

**11** Aggregate Amount Beneficially Owned by Each Reporting Person

210,778,623<sup>(1)</sup>

**12** Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

**13** Percent of Class Represented by Amount in Row (11)

69.7%<sup>(2)</sup>

**14** Type of Reporting Person (See Instructions)

OO

(1) Includes 37,823,596 shares of Common Stock of the Issuer owned directly by TPR Residual. TPR Residual is member-managed by EnCap Fund IX. As a result, EnCap Fund IX may be deemed to have the power to vote or direct the vote or to dispose or direct the disposition of the shares owned by TPR Residual.

EnCap Energy Capital Fund VIII, L.P., a Texas limited partnership ( **EnCap Fund VIII** ), EnCap Energy Capital Fund VIII Co-Investors, L.P., a Texas limited partnership ( **EnCap Fund VIII Co-Invest** ) and together with EnCap Fund VIII and EnCap Fund IX, the **EnCap Funds** ) and EnCap Fund IX collectively directly hold the remaining shares of Common Stock. EnCap Partners GP, LLC ( **EnCap Partners GP** ) is the sole general partner of EnCap Partners, LP ( **EnCap Partners** ), which is the managing member of EnCap Investments Holdings, LLC ( **EnCap Holdings** ), which is the sole member of EnCap Investments Holdings Blocker, LLC ( **EnCap Holdings Blocker** ). EnCap Holdings Blocker is the sole member of EnCap Investments GP, L.L.C. ( **EnCap Investments GP** ), which is the sole general partner of EnCap Investments L.P. ( **EnCap Investments LP** ). EnCap Investments LP is the sole general partner of EnCap Equity Fund VIII

GP, L.P. ( **EnCap Fund VIII GP** ) and EnCap Equity Fund IX GP, L.P. ( **EnCap Fund IX GP** ). EnCap Fund VIII GP is the sole general partner of each of EnCap Fund VIII and EnCap Fund VIII Co-Invest. EnCap Fund IX GP is the sole general partner of EnCap Fund IX. Therefore, EnCap Partners GP may be deemed to share the right to direct the disposition of the Common Stock held by the EnCap Funds. EnCap Partners GP disclaims beneficial ownership of the reported Common Stock except to the extent of its pecuniary interest therein, and this statement shall not be deemed an admission that it is the beneficial owner of the reported Common Stock for the purposes of Section 13(d) of the Exchange Act or any other purpose.

- (2) Based on (i) 302,535,938 shares of Common Stock issued and outstanding as of November 1, 2018, as set forth in the Issuer's Quarterly Report on Form 10-Q, filed with the SEC on November 1, 2018.



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**Explanatory Note**

This Amendment No. 7 (this **Amendment**) amends the information provided in the Schedule 13D (the **Original Schedule 13D**) filed with the SEC by Eclipse Resources Holdings, L.P. (**Eclipse Holdings**), EnCap Fund VIII, EnCap Fund VIII Co-Invest, EnCap Fund IX, David B. Miller, D. Martin Phillips, Gary R. Petersen and Robert L. Zorich on July 7, 2014, as amended by that certain Amendment No. 1 filed on January 13, 2015, that certain Amendment No. 2 filed on February 2, 2015, that certain Amendment No. 3 filed on July 15, 2016, that certain Amendment No. 4 filed on September 30, 2016 (**Amendment No. 4**), that certain Amendment No. 5 filed on January 18, 2018 and that certain Amendment No. 6 filed on September 2, 2018. This Amendment amends the Original Schedule 13D on behalf of the undersigned to furnish the information set forth herein. Except as otherwise specified in this Amendment, all items left blank remain unchanged in all material respects and any items that are reported are deemed to amend and restate the corresponding items in the Original Schedule 13D. Capitalized terms used herein but not defined herein have the respective meanings ascribed to them in the Original Schedule 13D.

**Item 2. Identity and Background.**

Item 2 of the Original Schedule 13D is amended and restated in its entirety as follows:

This statement is jointly filed by EnCap Energy Capital Fund VIII, L.P., a Texas limited partnership (**EnCap Fund VIII**), EnCap Energy Capital Fund VIII Co-Investors, L.P., a Texas limited partnership (**EnCap Fund VIII Co-Invest**), EnCap Energy Capital Fund IX, L.P., a Texas limited partnership (**EnCap Fund IX**) and collectively with EnCap Fund VIII and EnCap Fund VIII Co-Invest, the **EnCap Funds**, EnCap Partners GP, LLC, a Delaware limited liability company (**EnCap Partners GP**), Travis Peak Resources, LLC, a Delaware limited liability company (**Travis Peak**), TPR Residual Assets, LLC, a Delaware limited liability company and a wholly owned subsidiary of EnCap Fund IX (**TPR Residual**), and collectively with the EnCap Funds, EnCap Partners GP, and Travis Peak, collectively, the **Reporting Persons**). As a result of the dissolution of Eclipse Resources Holdings, L.P. (**Eclipse Holdings**), Eclipse Holdings is no longer a joint filer and ceased to be a Reporting Person immediately after the filing of Amendment No. 4. As a result of the TPR Contribution (as defined in Item 3), Travis Peak shall cease to be a Reporting Person immediately after the filing of this Amendment. The remaining Reporting Persons will continue to file as a group statements on Schedule 13D with respect to their beneficial ownership of securities of the Issuer to the extent required by applicable law. Further, on April 6, 2017, EnCap Partners, LLC converted into a limited partnership with the name EnCap Partners, LP (**EnCap Partners**). In connection with the conversion, EnCap Partners GP was formed as the sole general partner of EnCap Partners. EnCap Partners GP replaced EnCap Partners, LLC as a Reporting Person and a joint filer.

The principal office and business address of each of the EnCap Funds, EnCap Partners GP and TPR Residual is 1100 Louisiana Street, Suite 4900, Houston, Texas 77002. The principal business of each of the EnCap Funds is investing in securities of energy companies. The principal business of EnCap Partners GP is indirectly managing the EnCap Funds. The principal business of TPR Residual is investing in the securities of energy companies and oil and gas interests ancillary thereto.

The principal office and business address of Travis Peak is 9020 North Capital of Texas Hwy, Building 1, Suite 170, Austin, Texas 78759. The principal business of Travis Peak is oil and gas exploration and production.

EnCap Partners GP is the sole general partner of EnCap Partners, which is the managing member of EnCap Investments Holdings, LLC (**EnCap Holdings**), which is the sole member of EnCap Investments Holdings Blocker, LLC (**EnCap Holdings Blocker**). EnCap Holdings Blocker is the sole member of EnCap Investments GP, L.L.C. (**EnCap Investments GP**), which is the sole general partner of EnCap Investments L.P. (**EnCap Investments LP**). EnCap Investments LP is the sole general partner of EnCap Equity Fund VIII GP, L.P. (**EnCap Fund VIII GP**) and

EnCap Equity Fund IX GP, L.P. ( **EnCap Fund IX GP** ). EnCap Fund VIII GP is the sole general partner of each of EnCap Fund VIII and EnCap Fund VIII Co-Invest. EnCap Fund IX GP is the sole general partner of EnCap Fund IX.

None of the Reporting Persons or the Control Persons (as defined below) has, during the last five years, been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors). Other than as set forth on Schedule 5 attached hereto, to the best of the Reporting Persons' knowledge, no Reporting Person or Control Person has, during the last five years, been a party to a civil proceeding of a judicial or administrative body of competent

jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws. Information regarding the executive officers, managers or other persons controlling EnCap Fund VIII, EnCap Fund VIII Co-Invest, EnCap Fund IX, EnCap Partners GP, Travis Peak and TPR Residual is set forth on Schedule 1, Schedule 2, Schedule 3, Schedule 4 and Schedule 5 attached hereto (collectively, the **Control Persons** ), which Schedules are hereby incorporated by reference. All such persons are citizens of the United States.

**Item 3. Source and Amount of Funds or Other Consideration.**

Item 3 of the Original Schedule 13D is amended to include the following after the final paragraph:

On February 4, 2019, Travis Peak contributed 37,823,596 shares of Class B Common Stock to TPR Residual (the **TPR Contribution** ) as a contribution to capital in connection with the closing of the transactions contemplated by that certain Contribution Agreement (the **TPR Contribution Agreement** ), dated as of February 4, 2019, by and between Travis Peak and TPR Residual.

**Item 4. Purpose of Transaction.**

Item 4 of the Original Schedule 13D is amended to include the following after the final paragraph:

***TPR Contribution Agreement***

On February 4, 2019, Travis Peak consummated the TPR Contribution Agreement, pursuant to which, among other things, Travis Peak and TPR Residual effected the TPR Contribution.

The foregoing description of the TPR Contribution Agreement does not purport to be complete and is qualified in its entirety by reference to the TPR Contribution Agreement, a copy of which is filed as Exhibit 2.11 to this Amendment and incorporated herein by reference.

***Joinder to EnCap Lock-Up Agreement***

On February 4, 2019, in connection with the TPR Contribution, TPR Residual entered in a joinder agreement (the **Lock-Up Agreement Joinder** ) whereby it became a party to the EnCap Lock-Up Agreement, pursuant to which the EnCap Funds and TPR Residual have agreed, among other things, not to sell or dispose of any shares of Common Stock for a 60-day period commencing on the Effective Time, subject to certain exceptions.

The foregoing description of the Lock-Up Agreement Joinder does not purport to be complete and is qualified in its entirety by reference to the Lock-Up Agreement Joinder, a copy of which is filed as Exhibit 2.12 to this Amendment and incorporated herein by reference.

**Item 5. Interest in Securities of the Issuer.**

Subparagraphs (a), (b), (c) and (e) of Item 5 of the Original Schedule 13D are amended and restated in their entirety as follows:

(a) The aggregate number and percentage of Common Stock beneficially owned by each Reporting Person is set forth in Items 7, 8, 9, 10, 11 and 13 of the cover pages to this Amendment relating to such Reporting Person and is

incorporated by reference herein.

(b) EnCap Partners GP is the sole general partner of EnCap Partners, which is the managing member of EnCap Holdings, which is the sole member of EnCap Holdings Blocker. EnCap Holdings Blocker is the sole member of EnCap Investments GP, which is the sole general partner of EnCap Investments LP. EnCap Investments LP is the sole general partner of EnCap Fund VIII GP and EnCap Fund IX GP. EnCap Fund VIII GP is the sole general partner of each of EnCap Fund VIII and EnCap Fund VIII Co-Invest. EnCap Fund IX GP is the sole general partner of EnCap Fund IX. EnCap Partners GP has the sole power to vote or to direct the vote and to dispose or to direct the disposition of Common Stock held by the EnCap Funds.

Travis Peak is member-managed by TPR Holding Company, LLC, a Delaware limited liability company ( **TPR Holding** ). TPR Holding is member-managed by EnCap Fund IX. As a result, EnCap Fund IX may be deemed to have the sole power to vote or direct the vote or to dispose or direct the disposition of the shares owned by Travis Peak.

TPR Residual is member-managed by EnCap Fund IX. As a result, EnCap Fund IX may be deemed to have the sole power to vote or direct the vote or to dispose or direct the disposition of the shares owned by TPR Residual.

(c) Other than as described in Item 3 or Item 4, no Reporting Person has effected any transactions in the shares of Common Stock during the 60 days preceding the date hereof.

(e) On February 4, 2019, Travis Peak ceased to be the beneficial owner of more than five percent of the outstanding shares of Common Stock.

**Item 6. Contracts, Arrangements, Understandings or Relationships With Respect to Securities of the Issuer.**

Item 6 of the Original Schedule 13D is amended to include the following after the final paragraph:

The descriptions of the TPR Contribution Agreement and the Lock-Up Agreement Joinder as set forth in Item 3 and Item 4 above are incorporated by reference herein in their entirety.

**Item 7. Material to Be Filed as Exhibits.**

Item 7 of the Original Schedule 13D is amended and restated in its entirety as follows:

Exhibit Number	Description
Exhibit 1.1	Joint Filing Agreement dated February 6, 2019.
Exhibit 1.2	Underwriting Agreement dated June 19, 2014 (filed as Exhibit 1.1 to the Issuer's Current Report on Form 8-K filed with the SEC on June 24, 2014, and incorporated by reference herein).
Exhibit 2.1	Master Reorganization Agreement dated June 6, 2014 (filed as Exhibit 10.9 to Amendment No. 2 to the Issuer's Registration Statement on Form S-1, and incorporated by reference herein).
Exhibit 2.2	Stockholders' Agreement dated June 25, 2014 (filed as Exhibit 10.1 to the Issuer's Current Report on Form 8-K filed with the SEC on June 30, 2014, and incorporated by reference herein).
Exhibit 2.3	Securities Purchase Agreement dated December 27, 2014 (filed as Exhibit 10.1 to the Issuer's Current Report on Form 8-K filed with the SEC on December 29, 2014, and incorporated by reference herein).
Exhibit 2.4	Amended and Restated Registration Rights Agreement dated January 28, 2015 (filed as Exhibit 10.1 to the Issuer's Current Report on Form 8-K filed with the SEC on January 29, 2015, and incorporated by reference herein).
Exhibit 2.5	Contribution Agreement dated January 28, 2015 (filed as Exhibit 2.8 to Amendment No. 2 to the Original Schedule 13D and incorporated by reference herein).
Exhibit 2.6	Purchase and Sale Agreement dated December 8, 2017 (filed as Exhibit 2.1 to the Issuer's Current Report on Form 8-K filed with the SEC on December 12, 2017, and incorporated by reference herein).

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- Exhibit 2.7 Registration Rights Agreement dated as of January 18, 2018 (filed as Exhibit 10.1 to the Issuer's Current Report on Form 8-K filed with the SEC on January 22, 2018, and incorporated by reference herein).
- Exhibit 2.8 Agreement and Plan of Merger, dated as of August 25, 2018, among Eclipse Resources Corporation, Everest Merger Sub Inc., and Blue Ridge Mountain Resources, Inc. (filed as Exhibit 2.1 to the Issuer's Current Report on Form 8-K filed with the SEC on August 27, 2018, and incorporated by reference herein).
- Exhibit 2.9 Voting Agreement, dated as of August 25, 2018, among Eclipse Resources Corporation, Blue Ridge Mountain Resources, Inc. and the Stockholders of Eclipse Resources Corporation party thereto (filed as Exhibit 10.2 to the Issuer's Current Report on Form 8-K filed with the SEC on August 27, 2018, and incorporated by reference herein).

<b>Exhibit Number</b>	<b>Description</b>
Exhibit 2.10	Lock-Up Agreement, dated as of August 25, 2018, from the stockholders of Eclipse Resources Corporation party thereto (filed as Exhibit 10.3 to the Issuer's Current Report on Form 8-K filed with the SEC on August 27, 2018, and incorporated by reference herein).
Exhibit 2.11	Contribution Agreement, dated as of February 4, 2019, between Travis Peak Resources, LLC and TPR Residual Assets, LLC.
Exhibit 2.12	Joinder Agreement, dated as of February 4, 2019, from the stockholders of Eclipse Resources Corporation party thereto.

**SIGNATURE**

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: February 6, 2019

**EnCap Energy Capital Fund VIII, L.P.**

By: EnCap Equity Fund VIII GP, L.P.,  
its general partner

By: EnCap Investments L.P.,  
its general partner

By: EnCap Investments GP, L.L.C,  
its general partner

By: /s/ Douglas E. Swanson, Jr.  
Name: Douglas E. Swanson, Jr.  
Title: Managing Director

**EnCap Energy Capital Fund VIII  
Co-Investors, L.P.**

By: EnCap Equity Fund VIII GP, L.P.,  
its general partner

By: EnCap Investments L.P.,  
its general partner

By: EnCap Investments GP, L.L.C,  
its general partner

By: /s/ Douglas E. Swanson, Jr.  
Name: Douglas E. Swanson, Jr.  
Title: Managing Director

**EnCap Energy Capital Fund IX, L.P.**

By: EnCap Equity Fund IX GP, L.P.,  
its general partner

By: EnCap Investments L.P.,  
its general partner

By: EnCap Investments GP, L.L.C,



its general partner

By: /s/ Douglas E. Swanson, Jr.  
Name: Douglas E. Swanson, Jr.  
Title: Managing Director

**EnCap Partners GP, LLC**

By: /s/ Douglas E. Swanson, Jr.  
Name: Douglas E. Swanson, Jr.  
Title: Managing Partner

**Travis Peak Resources, LLC**

By: TPR Holding Company, LLC,  
its sole member

By: EnCap Equity Fund IX GP, L.P.,  
its sole member

By: EnCap Investments L.P.,  
its general partner

By: EnCap Investments GP, L.L.C.,  
its general partner

By: /s/ Douglas E. Swanson, Jr.  
Name: Douglas E. Swanson, Jr.  
Title: Managing Director

**TPR Residual Assets, LLC**

By: EnCap Energy Capital Fund IX, L.P.,  
its sole member

By: EnCap Equity Fund IX GP, L.P.,  
its general partner

By: EnCap Investments L.P.,  
its general partner

By: EnCap Investments GP, L.L.C.,  
its general partner

By: /s/ Douglas E. Swanson, Jr.  
Name: Douglas E. Swanson, Jr.  
Title: Managing Director

**Schedule 3****CONTROL PERSONS OF  
ENCAP PARTNERS GP**

The name, business address, present principal occupation or employment and the name, principal business and address of any corporation or other organization in which such employment is conducted, of the general partner and each of the other control persons of EnCap Partners GP are set forth below:

**EnCap Partners GP:**

<b>Name and Business Address</b>	<b>Capacity in which Serves</b>	<b>Principal Occupation</b>	<b>Name, Principal Business and Address of Organization in which Principal Occupation is Conducted</b>
David B. Miller 3811 Turtle Creek Blvd., Suite 2100 Dallas, Texas 75219	Managing Partner	Managing Partner	EnCap Partners GP, LLC 3811 Turtle Creek Blvd., Suite 2100 Dallas, Texas 75219
Gary R. Petersen 1100 Louisiana Street, Suite 4900, Houston, Texas 77002	Managing Partner	Managing Partner	EnCap Partners GP, LLC 1100 Louisiana Street, Suite 4900 Houston, Texas 77002
D. Martin Phillips 1100 Louisiana Street, Suite 4900, Houston, Texas 77002	Managing Partner	Managing Partner	EnCap Partners GP, LLC 1100 Louisiana Street, Suite 4900 Houston, Texas 77002
Robert L. Zorich 1100 Louisiana Street, Suite 4900, Houston, Texas 77002	Managing Partner	Managing Partner	EnCap Partners GP, LLC 1100 Louisiana Street, Suite 4900 Houston, Texas 77002
Jason M. DeLorenzo 1100 Louisiana Street, Suite 4900, Houston, Texas 77002	Managing Partner	Managing Partner	EnCap Partners GP, LLC 1100 Louisiana Street, Suite 4900 Houston, Texas 77002
Douglas E. Swanson, Jr.	Managing Partner	Managing Partner	EnCap Partners GP, LLC

1100 Louisiana Street, Suite  
4900, Houston, Texas 77002

1100 Louisiana Street, Suite 4900  
Houston, Texas 77002

**Schedule 5****CONTROL PERSONS OF****TPR RESIDUAL**

The name, business address, present principal occupation or employment and the name, principal business and address of any corporation or other organization in which such employment is conducted, of the sole member and each of the other control persons of TPR Residual Assets, LLC are set forth below:

**TPR Residual:**

<b>Name and Business Address</b>	<b>Capacity in which Serves</b>	<b>Principal Occupation</b>	<b>Name, Principal Business and Address of Organization in which Principal Occupation is Conducted</b>
EnCap Energy Capital Fund IX, L.P.  1100 Louisiana Street,  Suite 4900  Houston, Texas 77002	Sole Member of TPR Residual Assets, LLC	n/a	n/a
EnCap Equity Fund IX GP, L.P.  1100 Louisiana Street,  Suite 4900  Houston, Texas 77002	General Partner of EnCap Energy Capital Fund IX, L.P.	n/a	n/a
EnCap Investments L.P.  1100 Louisiana Street,  Suite 4900  Houston, Texas 77002	General Partner of EnCap Equity Fund V IX GP, L.P.	n/a	n/a
EnCap Investments GP, L.L.C.  1100 Louisiana Street,  Suite 4900  Houston, Texas 77002	General Partner of EnCap Investments L.P.	n/a	n/a

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EnCap Investments Holdings, LLC	Sole Member of EnCap Investments GP, L.L.C.	n/a	n/a
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1100 Louisiana Street,  
Suite 4900

Houston, Texas 77002

EnCap Partners, LP	Managing Member of EnCap Investments Holdings, LLC	n/a	n/a
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1100 Louisiana Street,  
Suite 4900

Houston, Texas 77002

EnCap Partners GP, LLC	General Partner of EnCap Partners, LP	n/a	n/a
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1100 Louisiana Street,  
Suite 4900

Houston, Texas 77002

On July 10, 2018, EnCap Investments L.P. entered into a settlement with the Securities and Exchange Commission ( **SEC** ) under which EnCap Investments L.P. consented to the entry of an order (the **Order** ) that found that EnCap Investments L.P. violated Section 206(4) under the Investment Advisers Act of 1940 (the **Advisers Act** ) and Rule 206(4)-5 thereunder. Solely for the purpose of settling the proceedings, EnCap Investments L.P. admitted to the SEC's jurisdiction, the subject matter of these proceedings and consented to the Order. The Order required EnCap Investments L.P. to cease and desist from committing or causing any violations and any future violations of Section 206(4) of the Advisers Act and Rule 206(4)-5 thereunder, to be censured, and to pay a civil monetary penalty in the amount of \$500,000 to the SEC.