
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): **February 3, 2026**

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 Number)

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

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

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))

Securities registered pursuant to section 12(b) of the Act:

| Title of each class on which registered | Trading Symbol(s) | Name of each exchange |
|--|-------------------|-------------------------|
| Common Stock, par value \$0.01 Per Share | AM | New York Stock Exchange |

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. ☐

Introductory Note

On February 3, 2026, Antero Midstream Partners LP (“Antero Midstream Partners”), an indirect, wholly-owned subsidiary of Antero Midstream Corporation, completed the previously announced acquisition of HG Energy II Midstream Holdings, LLC (“HG Midstream”) from HG Energy II LLC (“HG Energy”) for cash consideration of approximately \$1.1 billion, as contemplated by the Membership Interest Purchase Agreement (the “Purchase Agreement”), dated December 5, 2025, by and among Antero Midstream Partners, HG Energy, HG Energy II Production Holdings, LLC, HG Midstream and Antero Resources Corporation (together, the “Parties”).

Item 2.01 Completion of Acquisition or Disposition of Assets.

The information contained in the Introductory Note is incorporated by reference into this Item 2.01.

Item 8.01 Other Events.

On December 22, 2025, the Parties entered into a First Amendment to the Purchase Agreement (the “Amendment”) in order to amend and restate certain annexes to the Purchase Agreement.

The foregoing description of the Amendment is not complete and is subject to and qualified in its entirety by reference to the Amendment, a copy of which is included as Exhibit 10.2 to this Current Report on Form 8-K and is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

| Exhibit Number | Description |
|------------------------------|---|
| <u>10.1*</u> | <u>Membership Interest Purchase Agreement, by and among HG Energy II LLC, HG Energy II Production Holdings, LLC, HG Energy II Midstream Holdings, LLC, Antero Resources Corporation and Antero Midstream Partners LP, dated as of December 5, 2025 (incorporated by reference to Exhibit 10.1 to the Current Report on Form 8-K filed by Antero Midstream Corporation on December 8, 2025).</u> |
| <u>10.2*</u> | <u>First Amendment to the Membership Interest Purchase Agreement, by and among HG Energy II LLC, HG Energy II Production Holdings, LLC, HG Energy II Midstream Holdings, LLC, Antero Resources Corporation and Antero Midstream Partners LP, dated as of December 22, 2025.</u> |
| 104 | Cover Page Interactive Data File (embedded with Inline XBRL document). |

* Certain of the schedules and exhibits to this Exhibit have been omitted pursuant to Item 601(a)(5) of Regulation S-K. A copy of any omitted schedule or exhibit will be furnished to the U.S. Securities and Exchange Commission upon request. Certain personally identifiable information has also been omitted from this Exhibit pursuant to Item 601(a)(6) of Regulation S-K.

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/ Justin Agnew
Name: Justin Agnew
Title: Chief Financial Officer, Vice President–Finance and Investor Relations

Date: February 3, 2026

FIRST AMENDMENT TO MEMBERSHIP INTEREST PURCHASE AGREEMENT

This **FIRST AMENDMENT TO MEMBERSHIP INTEREST PURCHASE AGREEMENT** (this "Amendment") is dated as of December 22, 2025, by and among HG Energy II LLC, a Delaware limited liability company ("Seller"), HG Energy II Production Holdings, LLC, a Delaware limited liability company ("HG II Production"), HG Energy II Midstream Holdings, LLC, a Delaware limited liability company ("HG II Midstream Holdings"), and together with HG II Production, the "Companies", and Antero Resources Corporation, a Delaware corporation ("AR"), and Antero Midstream Partners LP, a Delaware limited partnership ("AM", and together with AR, collectively the "Buyer"). Seller, the Companies and Buyer are sometimes referred to herein individually as a "Party" and, collectively, as the "Parties." Capitalized terms used but not defined in this Amendment shall have the meanings given to such terms in the Purchase Agreement (as hereinafter defined).

RECITALS

WHEREAS, the Parties entered into that certain Membership Interest Purchase Agreement, dated December 5, 2025 (as amended by this Amendment, and as may be further amended from time to time, the "Purchase Agreement"), whereby, among other things, Seller agreed to sell, and Buyer agreed to purchase, the Target Interests.

WHEREAS, the Parties desire to amend the Purchase Agreement as more specifically set forth in this Amendment.

AGREEMENT

NOW, THEREFORE, in consideration of the premises and of the mutual promises, representations, warranties, covenants, conditions, and agreements contained herein, and for other valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Parties, intending to be legally bound by the terms hereof, agree as follows:

1. Amendment to Annex A-1, Part 2. Effective as of the original Execution Date, Annex A-1, Part 2 (Leases and Fee Minerals (Unpooled)) to the Purchase Agreement is hereby amended and restated in its entirety with Annex I attached hereto.
2. Compliance with the Purchase Agreement. The Parties acknowledge and agree that this Amendment is in compliance with the Purchase Agreement, having been prepared pursuant to Section 14.3 of the Purchase Agreement, and constitutes a valid amendment, binding on the Parties.
3. Incorporation by Reference. Sections 14.2 (*Governing Law; Consent to Jurisdiction; Waiver of Jury Trial*), 14.3 (*Entire Agreement; Amendments and Waivers*), 14.5 (*Binding Effect, Assignment and Third-Party Beneficiaries*), 14.6 (*Severability*), 14.7 (*Interpretation*), 14.8 (*Headings*), and 14.9 (*Counterparts*) of the Purchase Agreement are incorporated herein by reference and shall apply to the terms and provisions of this Amendment and the Parties *mutatis mutandis*.

[Signature Pages Follow]

IN WITNESS WHEREOF, the Parties have executed this Amendment as of the date first set forth above.

SELLER:

HG ENERGY II LLC

Name: /s/ Jared Hall

By: Jared Hall

Title: Chief Executive Officer

COMPANIES:

HG ENERGY II PRODUCTION HOLDINGS, LLC

By: HG Energy II LLC, its sole member

Name: /s/ Jared Hall

By: Jared Hall

Title: Chief Executive Officer

HG ENERGY II MIDSTREAM HOLDINGS, LLC

By: HG Energy II LLC, its sole member

Name: /s/ Jared Hall

By: Jared Hall

Title: Chief Executive Officer

Signature Page to First Amendment to Membership Interest Purchase Agreement

BUYER:

ANTERO RESOURCES CORPORATION

Name: /s/ Brendan Krueger

By: Brendan Krueger

Title: Chief Financial Officer and Senior Vice President – Finance and Treasurer

ANTERO MIDSTREAM PARTNERS LP

By: Antero Midstream Partners GP LLC, as general partner of Antero Midstream Partners LP

Name: /s/ Justin Agnew

By: Justin Agnew

Title: Chief Financial Officer and Vice President – Finance and Investor Relations

Signature Page to First Amendment to Membership Interest Purchase Agreement
