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

SCHEDULE 13D

Under the Securities Exchange Act of 1934
(Amendment No. 2)*

Antero Midstream Corporation

(Name of Issuer)

Common Stock, par value \$0.01 per share
(Title of Class of Securities)

03676B 102
(CUSIP Number)

c/o Yorktown Partners LLC
410 Park Avenue, 19th Floor
New York, New York 10022
Attention: W. Howard Keenan, Jr.

With a copy to:

Ann Marie Cowdrey
Jesse E. Betts
Thompson & Knight LLP
One Arts Plaza
1722 Routh Street, Suite 1500
Dallas, Texas 75201

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

September 5, 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 13D because of Rule 13d-1(e), 13d-1(f) or 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 Rule 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 (the "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).

1	Name of Reporting Person Yorktown Energy Partners V, L.P.	
2	Check the Appropriate Box if a Member of a Group (A): <input type="checkbox"/> (B): <input checked="" type="checkbox"/>	
3	SEC Use Only	
4	Source of Funds OO	
5	Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(D) or 2(E) <input type="checkbox"/>	
6	Citizenship or Place of Organization Delaware	
Number of Shares Beneficially Owned by Each Reporting Person with	7	Sole Voting Power 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) <input type="checkbox"/>	
13	Percent of Class Represented by Amount in Row (11) 0.0%	
14	Type of Reporting Person PN	

1	Name of Reporting Person Yorktown V Company LLC	
2	Check the Appropriate Box if a Member of a Group (A): <input type="checkbox"/> (B): <input checked="" type="checkbox"/>	
3	SEC Use Only	
4	Source of Funds OO	
5	Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(D) or 2(E) <input type="checkbox"/>	
6	Citizenship or Place of Organization Delaware	
Number of Shares Beneficially Owned by Each Reporting Person with	7	Sole Voting Power 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) <input type="checkbox"/>	
13	Percent of Class Represented by Amount in Row (11) 0.0%	
14	Type of Reporting Person OO	

1	Name of Reporting Person Yorktown Energy Partners VI, L.P.	
2	Check the Appropriate Box if a Member of a Group (A): <input type="checkbox"/> (B): <input checked="" type="checkbox"/>	
3	SEC Use Only	
4	Source of Funds OO	
5	Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(D) or 2(E) <input type="checkbox"/>	
6	Citizenship or Place of Organization Delaware	
Number of Shares Beneficially Owned by Each Reporting Person with	7	Sole Voting Power 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) <input type="checkbox"/>	
13	Percent of Class Represented by Amount in Row (11) 0.0%	
14	Type of Reporting Person PN	

1	Name of Reporting Person Yorktown VI Company LP	
2	Check the Appropriate Box if a Member of a Group (A): <input type="checkbox"/> (B): <input checked="" type="checkbox"/>	
3	SEC Use Only	
4	Source of Funds OO	
5	Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(D) or 2(E) <input type="checkbox"/>	
6	Citizenship or Place of Organization Delaware	
Number of Shares Beneficially Owned by Each Reporting Person with	7	Sole Voting Power 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) <input type="checkbox"/>	
13	Percent of Class Represented by Amount in Row (11) 0.0%	
14	Type of Reporting Person PN	

1	Name of Reporting Person Yorktown VI Associates LLC	
2	Check the Appropriate Box if a Member of a Group (A): <input type="checkbox"/> (B): <input checked="" type="checkbox"/>	
3	SEC Use Only	
4	Source of Funds OO	
5	Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(D) or 2(E) <input type="checkbox"/>	
6	Citizenship or Place of Organization Delaware	
Number of Shares Beneficially Owned by Each Reporting Person with	7	Sole Voting Power 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) <input type="checkbox"/>	
13	Percent of Class Represented by Amount in Row (11) 0.0%	
14	Type of Reporting Person OO	

1	Name of Reporting Person Yorktown Energy Partners VII, L.P.	
2	Check the Appropriate Box if a Member of a Group (A): <input type="checkbox"/> (B): <input checked="" type="checkbox"/>	
3	SEC Use Only	
4	Source of Funds OO	
5	Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(D) or 2(E) <input type="checkbox"/>	
6	Citizenship or Place of Organization Delaware	
Number of Shares Beneficially Owned by Each Reporting Person with	7	Sole Voting Power 3,412,464
	8	Shared Voting Power 0
	9	Sole Dispositive Power 3,412,464
	10	Shared Dispositive Power 0
11	Aggregate Amount Beneficially Owned by Each Reporting Person 3,412,464	
12	Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) <input type="checkbox"/>	
13	Percent of Class Represented by Amount in Row (11) 0.67%(1)	
14	Type of Reporting Person PN	

(1) Based on 506,896,640 Shares outstanding as of September 5, 2019.

1	Name of Reporting Person Yorktown VII Company LP	
2	Check the Appropriate Box if a Member of a Group (A): <input type="checkbox"/> (B): <input checked="" type="checkbox"/>	
3	SEC Use Only	
4	Source of Funds OO	
5	Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(D) or 2(E) <input type="checkbox"/>	
6	Citizenship or Place of Organization Delaware	
Number of Shares Beneficially Owned by Each Reporting Person with	7	Sole Voting Power 3,412,464
	8	Shared Voting Power 0
	9	Sole Dispositive Power 3,412,464
	10	Shared Dispositive Power 0
11	Aggregate Amount Beneficially Owned by Each Reporting Person 3,412,464	
12	Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) <input type="checkbox"/>	
13	Percent of Class Represented by Amount in Row (11) 0.67%(1)	
14	Type of Reporting Person PN	

(1) Based on 506,896,640 Shares outstanding as of September 5, 2019.

1	Name of Reporting Person Yorktown VII Associates LLC	
2	Check the Appropriate Box if a Member of a Group (A): <input type="checkbox"/> (B): <input checked="" type="checkbox"/>	
3	SEC Use Only	
4	Source of Funds OO	
5	Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(D) or 2(E) <input type="checkbox"/>	
6	Citizenship or Place of Organization Delaware	
Number of Shares Beneficially Owned by Each Reporting Person with	7	Sole Voting Power 3,412,464
	8	Shared Voting Power 0
	9	Sole Dispositive Power 3,412,464
	10	Shared Dispositive Power 0
11	Aggregate Amount Beneficially Owned by Each Reporting Person 3,412,464	
12	Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) <input type="checkbox"/>	
13	Percent of Class Represented by Amount in Row (11) 0.67%(1)	
14	Type of Reporting Person OO	

(1) Based on 506,896,640 Shares outstanding as of September 5, 2019.

1	Name of Reporting Person Yorktown Energy Partners VIII, L.P.	
2	Check the Appropriate Box if a Member of a Group (A): <input type="checkbox"/> (B): <input checked="" type="checkbox"/>	
3	SEC Use Only	
4	Source of Funds OO	
5	Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(D) or 2(E) <input type="checkbox"/>	
6	Citizenship or Place of Organization Delaware	
Number of Shares Beneficially Owned by Each Reporting Person with	7	Sole Voting Power 5,266,099
	8	Shared Voting Power 0
	9	Sole Dispositive Power 5,266,099
	10	Shared Dispositive Power 0
11	Aggregate Amount Beneficially Owned by Each Reporting Person 5,266,099	
12	Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) <input type="checkbox"/>	
13	Percent of Class Represented by Amount in Row (11) 1.04%(1)	
14	Type of Reporting Person PN	

(1) Based on 506,896,640 Shares outstanding as of September 5, 2019.

1	Name of Reporting Person Yorktown VIII Company LP	
2	Check the Appropriate Box if a Member of a Group (A): <input type="checkbox"/> (B): <input checked="" type="checkbox"/>	
3	SEC Use Only	
4	Source of Funds OO	
5	Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(D) or 2(E) <input type="checkbox"/>	
6	Citizenship or Place of Organization Delaware	
Number of Shares Beneficially Owned by Each Reporting Person with	7	Sole Voting Power 5,266,099
	8	Shared Voting Power 0
	9	Sole Dispositive Power 5,266,099
	10	Shared Dispositive Power 0
11	Aggregate Amount Beneficially Owned by Each Reporting Person 5,266,099	
12	Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) <input type="checkbox"/>	
13	Percent of Class Represented by Amount in Row (11) 1.04%(1)	
14	Type of Reporting Person PN	

(1) Based on 506,896,640 Shares outstanding as of September 5, 2019.

1	Name of Reporting Person Yorktown VIII Associates LLC	
2	Check the Appropriate Box if a Member of a Group (A): <input type="checkbox"/> (B): <input checked="" type="checkbox"/>	
3	SEC Use Only	
4	Source of Funds OO	
5	Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(D) or 2(E) <input type="checkbox"/>	
6	Citizenship or Place of Organization Delaware	
Number of Shares Beneficially Owned by Each Reporting Person with	7	Sole Voting Power 5,266,099
	8	Shared Voting Power 0
	9	Sole Dispositive Power 5,266,099
	10	Shared Dispositive Power 0
11	Aggregate Amount Beneficially Owned by Each Reporting Person 5,266,099	
12	Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) <input type="checkbox"/>	
13	Percent of Class Represented by Amount in Row (11) 1.04%(1)	
14	Type of Reporting Person OO	

(1) Based on 506,896,640 Shares outstanding as of September 5, 2019.

This Amendment No. 2 amends and supplements the Schedule 13D relating to the shares of common stock, par value \$0.01 per share (the “Shares”), issued by Antero Midstream Corporation, a Delaware corporation (the “Issuer”), filed on March 15, 2019, as amended by Amendment No. 1 thereto filed on May 24, 2019 (the “Schedule 13D”). On March 12, 2019, the Issuer was formed as a result of the conversion of Antero Midstream GP LP (“AMGP”) from a limited partnership to a corporation under the laws of the State of Delaware. Capitalized terms used herein without definition shall have the meanings given to such terms in the Schedule 13D.

Item 5. Interest in Securities of the Issuer.

This Item 5 shall be deemed to amend and restate Item 5 to the Schedule 13D in its entirety:

The aggregate number and percentage of Shares beneficially owned by each Reporting Person and, for each Reporting Person, the number of Shares as to which there is sole power to vote or to direct the vote, shared power to vote or to direct the vote, sole power to dispose or to direct the disposition, or shared power to dispose or to direct the disposition, are set forth on rows 7 through 11 and row 13 of the cover pages of this Schedule 13D and are incorporated herein by reference.

As a result of the Stockholders’ Agreement, the Reporting Persons and the Other Persons (collectively, the “Stockholders’ Agreement Parties”) may be deemed to have formed a Section 13(d) group. If the Stockholders’ Agreement Parties are deemed to have formed a Section 13(d) group, such group may be deemed to beneficially own an aggregate of 188,287,026 Shares for the purpose of Rule 13d-3 under the Act, which would constitute approximately 37.1% of the issued and outstanding Shares and total voting power of the Issuer as of immediately following the consummation of the Transactions. The Warburg Entities have filed a separate Schedule 13D with respect to their interests and Messrs. Rady and Warren and AR Sub have filed a separate Schedule 13D with respect to their interests. Each of the Stockholders’ Agreement Parties disclaims beneficial ownership of Shares owned by the other Stockholders’ Agreement Parties except to the extent of its pecuniary interest therein.

Each of the Reporting Persons and the Other Persons listed below has the following beneficial ownership of Shares (percentages are based on 506,896,640 Shares outstanding as of September 5, 2019):

- i. Yorktown VII is the record owner of 3,412,464 Shares of the Issuer, representing 0.67% of the outstanding Shares of the Issuer. Because Yorktown VII Company is the sole general partner of Yorktown VII, it may be deemed to beneficially own 3,412,464 Shares of the Issuer based on its relationship with Yorktown VII Company. Because Yorktown VII Associates is the sole general partner of Yorktown VII Company, it may be deemed to beneficially own 3,412,464 Shares of the Issuer based on its relationship with Yorktown VII. Yorktown VII Company and Yorktown VII Associates disclaim beneficial ownership of these Shares except to the extent of their pecuniary interest therein. Yorktown VIII is the record owner of 5,266,099 Shares of the Issuer, representing 1.04% of the outstanding Shares of the Issuer. Because Yorktown VIII Company is the sole general partner of Yorktown VIII, it may be deemed to beneficially own 5,266,099 Shares of the Issuer based on its relationship with Yorktown VIII. Because Yorktown VIII Associates is the sole general partner of Yorktown VIII Company, it may be deemed to beneficially own 5,266,099 Shares of the Issuer based on its relationship with Yorktown VIII Company. Yorktown VIII Company and Yorktown VIII Associates disclaim beneficial ownership of these Shares except to the extent of their pecuniary interest therein.
- ii. WP X O&G is the record owner of 22,253,508 Shares of the Issuer, representing 4.39% of the outstanding Shares of the Issuer.
- iii. Warburg Pincus X Partners, L.P. is the record owner of 711,929 Shares of the Issuer, representing 0.14% of the outstanding Shares of the Issuer.
- iv. Paul M. Rady is the record owner of 9,634,883 Shares of the Issuer, representing 1.9% of the outstanding Shares of the Issuer. Because Mr. Rady owns a 3.68% limited liability company interest in Mockingbird Investment LLC (“Mockingbird”), and a trust under his control owns the remaining 96.32% in Mockingbird, he may be deemed to beneficially own an additional 19,180,821 Shares of the Issuer owned of record by Mockingbird based on his relationship with Mockingbird. Mr. Rady disclaims beneficial ownership of these Shares except to the extent of his pecuniary interest therein.

- v. Glen C. Warren, Jr. is the record owner of 16,860,517 Shares of the Issuer, representing 3.3% of the outstanding Shares of the Issuer. Because Mr. Warren is the sole member of Canton Investment Holdings LLC ("Canton"), he may be deemed to beneficially own an additional 3,966,804 Shares of the Issuer owned of record by Canton based on his relationship with Canton. Mr. Warren disclaims beneficial ownership of these Shares except to the extent of his pecuniary interest therein.
- vi. Antero Subsidiary Holdings LLC is the record owner of 107,000,001 Shares of the Issuer, representing 21.1% of the outstanding Shares of the Issuer. Because Antero Resources is the sole member of AR Sub, Antero Resources may be deemed to beneficially own all Shares of the Issuer owned by AR Sub based on its relationship with AR Sub. Antero Resources disclaims beneficial ownership of these Shares except to the extent of its pecuniary interest therein.

Information with respect to each of the Reporting Persons is given solely by such Reporting Person. No Reporting Person has responsibility for the accuracy or completeness of information supplied by another Reporting Person or the Other Persons. Information with respect to each of Other Persons is based on information provided to the Reporting Persons by the Other Persons.

On September 5, 2019, WP VIII sold 4,032,316 Shares, WP VIII CV I sold 116,879 Shares, WP-WPVIII Investors sold 11,688 Shares, WP X O&G sold 12,580,788 Shares and Warburg Pincus X Partners, L.P. sold 402,481 Shares, each such transaction on the open market and at a price of \$6.81 per Share. Separately, on September 5, 2019, Yorktown V sold 1,392,602 Shares and Yorktown VI sold 1,463,246 Shares, each such transaction on the open market and at a price of \$6.81 per Share. On September 5, 2019, each of Yorktown V, Yorktown V Company, Yorktown VI, Yorktown VI Company and Yorktown VI Associates ceased to beneficially own Shares of the Issuer.

Except as set forth in this Item 5 and for persons referred to in Item 2 above, no person is known to have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, the Shares that may be deemed to be beneficially owned by the Reporting Persons or the Other Persons.

YORKTOWN ENERGY PARTNERS VII, L.P.

By: Yorktown VII Company LP, its general partner
By: Yorktown VII Associates LLC, its general partner

By: /s/ Robert A. Signorino
Name: Robert A. Signorino
Title: Managing Member

Date: September 6, 2019

YORKTOWN VII COMPANY LP

By: Yorktown VII Associates LLC, its general partner

By: /s/ Robert A. Signorino
Name: Robert A. Signorino
Title: Managing Member

Date: September 6, 2019

YORKTOWN VII ASSOCIATES LLC

By: /s/ Robert A. Signorino
Name: Robert A. Signorino
Title: Managing Member

Date: September 6, 2019

YORKTOWN ENERGY PARTNERS VIII, L.P.

By: Yorktown VIII Company LP, its general partner
By: Yorktown VIII Associates LLC, its general partner

By: /s/ Robert A. Signorino
Name: Robert A. Signorino
Title: Managing Member

Date: September 6, 2019

YORKTOWN VIII COMPANY LP

By: Yorktown VIII Associates LLC, its general partner

By: /s/ Robert A. Signorino
Name: Robert A. Signorino
Title: Managing Member

Date: September 6, 2019

YORKTOWN VIII ASSOCIATES LLC

By: /s/ Robert A. Signorino
Name: Robert A. Signorino
Title: Managing Member

Date: September 6, 2019