

Eclipse Resources Corp  
Form 8-A12B  
June 19, 2014

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

**FORM 8-A**

**FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES**  
**PURSUANT TO SECTION 12(b) OR 12(g) OF**  
**THE SECURITIES EXCHANGE ACT OF 1934**

**Eclipse Resources Corporation**

**(Exact name of registrant as specified in its charter)**

**Delaware**  
**(State of incorporation or organization)**

**46-4812998**  
**(I.R.S. Employer Identification No.)**

**2121 Old Gatesburg Road, Suite 110**

**State College, Pennsylvania**  
**(Address of principal executive offices)**

**16803**  
**(Zip Code)**

**Securities to be registered pursuant to Section 12(b) of the Act:**

<b>Title of each class to be so registered</b>	<b>Name of each exchange on which each class is to be registered</b>
<b>Common Stock, par value \$0.01 per share</b>	<b>New York Stock Exchange</b>

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c), check the following box. ☒

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), check the following box. ☐

**Securities Act registration statement file number to which this form relates: 333-195679.**

**Securities to be registered pursuant to Section 12(g) of the Act: None.**

**Item 1. Description of Registrant's Securities to be Registered.**

The class of securities to be registered hereby is the common stock, par value \$0.01 per share (the "Common Stock"), of Eclipse Resources Corporation, a Delaware corporation (the "Company").

A description of the Common Stock is set forth under the caption "Description of Capital Stock" in the prospectus to be filed by the Company pursuant to Rule 424(b) under the Securities Act of 1933, as amended, which prospectus will constitute a part of the Company's Registration Statement on Form S-1, as amended (Registration No. 333-195679), initially filed with the Securities and Exchange Commission on May 5, 2014. Such prospectus, in the form in which it is so filed, shall be deemed to be incorporated herein by reference.

**Item 2. Exhibits.**

Pursuant to the Instructions as to Exhibits with respect to Form 8-A, no exhibits are required to be filed because no other securities of the Company are registered on the New York Stock Exchange and the securities registered hereby are not being registered pursuant to Section 12(g) of the Securities Exchange Act of 1934, as amended.

**SIGNATURE**

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

**ECLIPSE RESOURCES CORPORATION**

By: /s/ Christopher K. Hulburt  
Name: Christopher K. Hulburt  
Title: Executive Vice President, Secretary  
and General Counsel

Date: June 19, 2014