

UNITED STATES OF AMERICA
Before the
SECURITIES AND EXCHANGE COMMISSION

SECURITIES ACT OF 1933
Release No. 9426 / July 17, 2013

In the Matter of

Eclipse Resources Inc.

Registration No. 333-185227

ORDER DENYING
WITHDRAWAL OF
REGISTRATION STATEMENT
UNDER THE SECURITIES ACT
OF 1933

1. Eclipse Resources Inc. (“Eclipse”) filed a Form S-1 registration statement with the Commission on December 3, 2012 (the “Registration Statement”). The Registration Statement is still pending. The Registration Statement was filed with respect to 9 million shares of common stock of Eclipse.

2. On July 5, 2013 Eclipse filed an application to withdraw its Registration Statement under Rule 477 of Regulation C of the Commission’s General Rules and Regulations under the Securities Act of 1933 (“Securities Act”), 17 C.F.R. § 230.477.

3. After considering Eclipse’s application, the Commission has determined that the granting of the withdrawal request is not consistent with the public interest and the protection of investors. Accordingly, it is hereby:

ORDERED that Eclipse’s application to withdraw its registration statement on Form S-1 filed on December 3, 2012 is denied in accordance with Rule 477.

By the Commission.

Elizabeth M. Murphy
Secretary