

UNITED STATES OF AMERICA
Before the
SECURITIES AND EXCHANGE COMMISSION

SECURITIES ACT OF 1933
Release No. 9527 / February 3, 2014

ADMINISTRATIVE PROCEEDING
File No. 3-15719

In the Matter of

the Registration Statement of

**Eclipse Resources Inc.,
Business Filings Incorporated
311 South Division Street
Carson City, NV 89703**

Respondent.

**ORDER FIXING TIME AND PLACE
OF PUBLIC HEARING AND
INSTITUTING PROCEEDINGS
PURSUANT TO SECTION 8(d) OF THE
SECURITIES ACT OF 1933**

I.

The Commission's public official files disclose that:

On December 3, 2012, Respondent filed a Form S-1 registration statement seeking to register management's common shares for resale in a \$18,000 public offering (the "Registration Statement").

II.

After an investigation, the Division of Enforcement alleges that:

A. RESPONDENT

1. Respondent is a Nevada corporation headquartered in Winnipeg, Manitoba, Canada.

B. MATERIAL MISSTATEMENTS AND OMISSIONS

2. In the Registration Statement, Respondent claims that it is engaged in the exploration for certain metals and other minerals, but is currently in an exploration stage, is without known reserves, and has not yet begun actual mining.

3. According to the Registration Statement, Respondent's management consists of one person who "control[s]" and "solely govern[s]" Respondent as its sole executive officer and director. In the Registration Statement, Respondent identifies by name its sole officer and director.

4. Further, the Registration Statement states that other than a management agreement between Respondent and its sole executive officer, "there are no, and have not been since inception, any other material agreements or proposed transactions, whether direct or indirect, with . . . any promoters."

5. Respondent's Registration Statement includes untrue statements of material facts and omits to state material facts necessary to make the statements contained therein not misleading. Among other things, Respondent stated that its executive officer and director controls Respondent when in fact Respondent is controlled and/or promoted by an undisclosed control person and/or promoter, who was previously charged with fraud in SEC v. Golden Apple Oil and Gas, Inc., et al., Civil Action No. 09-Civ-7580 (SDNY) (HB) and barred from appearing before the Commission in In the Matter of John Briner, Exchange Act Release No. 63371 (Nov. 24, 2010). Further, Respondent failed to disclose material agreements or proposed transactions with its undisclosed control person and/or promoter.

C. FAILURE TO COOPERATE WITH SECTION 8(e) EXAMINATION

6. On June 17, 2013, the staff issued a subpoena to Respondent requiring the production of documents by June 28, 2013 and testimony on July 8, 2013. Respondent failed to respond to the subpoena by the June 28 deadline or anytime thereafter. On July 2, 2013, the staff attempted to contact Respondent by phone, with no success. Respondent failed to appear for testimony on July 8, 2013.

7. On July 5, 2013, Respondent filed a letter seeking to withdraw its Registration Statement. On July 5, 2013, staff attempted to contact Respondent's executive officer to inform Respondent that it should cooperate with the staff's examination of Respondent, withdraw its letter, and that the failure to withdraw its letter may be grounds for issuance of a stop order under Section 8(d) of the Securities Act. Staff was not successful in contacting respondent. Respondent did not withdraw its letter and, on July 17, 2013, the Commission denied Respondent's request to withdraw its Registration Statement.

8. Respondent's failure to respond to the subpoena and seeking to withdraw its Registration Statement constitutes a failure to cooperate with, refusal to permit, and obstruction of the staff's examination under Section 8(e) of the Securities Act.

III.

The Commission, having considered the aforesaid, deems it appropriate and in the public interest that public proceedings pursuant to Section 8(d) of the Securities Act of 1933 ("Securities Act") be instituted with respect to the Registration Statement to determine whether the allegations of the Division of Enforcement are true; to afford the Respondent with an opportunity to establish

any defenses to these allegations; and to determine whether a stop order should issue suspending the effectiveness of the Registration Statement referred to herein.

Accordingly, IT IS ORDERED that public proceedings be and hereby are instituted under Section 8(d) of the Securities Act, such hearing to be commenced at 9:30 a.m. on February 18, 2014, at the Commission's offices at 100 F Street N.E., Washington, DC 20549, and to continue thereafter at such time and place as the hearing officer may determine.

IT IS FURTHER ORDERED that these proceedings shall be presided over by an Administrative Law Judge to be designated by further order, who is authorized to perform all the duties of an Administrative Law Judge as set forth in the Commission's Rules of Practice or as otherwise provided by law.

IT IS FURTHER ORDERED that the Respondent shall file an Answer to the allegations contained in this Order within ten (10) days after service of this Order, pursuant to Rule 220 of the Commission's Rules of Practice, 17 C.F.R. § 201.220. If the Respondent fails to file the directed answer, or fails to appear at a hearing after being duly notified, the Respondent may be deemed in default and the proceedings may be determined against the Respondent upon consideration of this Order, the allegations of which may be deemed to be true as provided by Rules 155(a), 220(f), 221(f) and 310 of the Commission's Rules of Practice, 17 C.F.R. §§201.155(a), 201.220(f), 221(f) and 201.310. This Order shall be served forthwith upon the Respondent in accordance with Rule 141 of the Commission's Rules of Practice, 17 C.F.R. §201.141.

IT IS FURTHER ORDERED that the Administrative Law Judge shall issue an initial decision no later than 120 days from the date of service of this Order, pursuant to Rule 360(a)(2) of the Commission's Rules of Practice. In the absence of an appropriate waiver, no officer or employee of the Commission engaged in the performance of investigative or prosecuting functions in this or any factually related proceeding will be permitted to participate or advise in the decision of this matter, except as witness or counsel in proceedings held pursuant to notice. Since this proceeding is not "rule making" within the meaning of Section 551 of the Administrative Procedure Act, it is not deemed subject to the provisions of Section 553 delaying the effective date of any final Commission action.

By the Commission.

Elizabeth M. Murphy
Secretary