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- “ 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))

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**Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

On April 29, 2016, the Board of Directors of Memorial Resource Development Corp. (the *Company*) approved the grant of restricted shares (the *Restricted Shares*) pursuant to the *Company*'s 2014 Long-Term Incentive Plan to certain executive officers of the *Company* as indicated in the following table:

<b>Award Recipient</b>	<b>Number of Restricted Shares</b>
Andrew J. Cozby	152,905
Larry R. Forney	152,905
Kyle N. Roane	152,905
Gregory M. Robbins	152,905
Dennis G. Venghaus, Jr.	42,049

The grant of the *Restricted Shares* to certain executive officers and employees were made pursuant to a *Restricted Stock Agreement*, a form of which was previously filed with the *Company*'s Registration Statement on Form S-8, filed with the Securities and Exchange Commission (the *Commission*) on June 18, 2014 (the *Form S-8*), and will vest pro-rata over a three year period. The terms of the *Restricted Stock Agreement* are substantially the same as the terms set forth in the form of such agreement previously filed as Exhibit 4.6 to the *Form S-8*. The foregoing description is not complete and is qualified in its entirety by reference to the full text of the *Form of Restricted Stock Agreement*. A copy of the *Form of Restricted Stock Agreement* is filed as Exhibit 10.1 to this Current Report on Form 8-K and is incorporated in this Item 5.02 by reference.

**Item 8.01. Other Events.**

As of the date hereof, the *Company* owns Memorial Production Partners GP LLC ( *MEMP GP* ), which is the general partner of Memorial Production Partners LP ( *MEMP* ). *MEMP* is a publicly traded limited partnership (NASDAQ: *MEMP*) in which the *Company*'s only economic interest is its ownership of *MEMP GP*, which owns an approximate 0.1% general partner interest in *MEMP* and 50% of the incentive distribution rights in *MEMP*. Because the *Company* controls *MEMP*, the *Company* has historically reported the combined operations of *MEMP* and its subsidiaries in the *Company*'s financial statements as a separate reportable business segment.

On April 27, 2016, the *Company* entered into an agreement to sell *MEMP GP* to *MEMP* for \$0.75 million. The transaction is expected to close by the end of the second quarter of 2016, subject to customary closing conditions. Following completion of the transaction, the *Company* will no longer own any interest in *MEMP* and thereafter will report its operations as a single reportable business segment.

**Item 9.01. Financial Statements and Exhibits.**

(d) *Exhibits.*

**Exhibit Number**

**Description**

10.1

Form of Restricted Stock Agreement (incorporated by reference to Exhibit 4.6 of the Company's Registration Statement on Form S-8 (File No. 333-196855) filed on June 18, 2014)

**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.

**MEMORIAL RESOURCE DEVELOPMENT CORP.**

Date: May 2, 2016

By: /s/ Kyle N. Roane  
Kyle N. Roane  
Senior Vice President, General Counsel & Corporate Secretary

**EXHIBIT INDEX**

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