

Memorial Resource Development Corp.
Form 4
June 22, 2015

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
Roane Kyle N

2. Issuer Name and Ticker or Trading Symbol
Memorial Resource Development Corp. [MRD]

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)

(Last) (First) (Middle)
500 DALLAS STREET, SUITE 1800
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
06/18/2015

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
SVP & General Counsel

HOUSTON, TX 77002

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
			Code	V Amount or (D) Price			
Common Stock	06/18/2015		F	7,128 (1) \$ 19.7	133,906	D	
Common Stock					10,000	I (2)	By Emma Victoria Roane 2014 Trust

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Reporting Transaction (Instr. 5)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Roane Kyle N 500 DALLAS STREET, SUITE 1800 HOUSTON, TX 77002			SVP & General Counsel	

Signatures

/s/ Kyle N. 06/22/2015
Roane

**Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
 - ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) The reporting person delivered 7,128 shares of common stock to satisfy tax withholding liabilities incident to the vesting of restricted shares issued in accordance with Rule 16b-3.
- Mr. Roane disclaims beneficial ownership of the reported securities in excess of his pecuniary interest in the securities. This report shall not be deemed an admission that the reporting person is the beneficial owner of the reported securities for purposes of Section 16 or for any other purpose.
- Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number. X" align=center>**Statement of Corporate Governance Disclosure**¹

1. Board of Directors

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The Board of Directors is currently composed of six directors, a majority of whom are independent directors. The Board has determined that four of its directors (Dr. Roger Guy, Paul McDonald, Randall Lanham and Dr. David Morse) meet the requisite standard of independence as set out in applicable securities laws, rules and regulations, such as the *Sarbanes-Oxley Act*, the NASDAQ rules, and National Instrument 58-101 *Disclosure of Corporate Governance Practices*. The other two directors are not independent: Dr. Paul Averback is the President and CEO of the Corporation and Mr. Jack Gemmell is a member of the senior management of the Corporation.

None of the directors are presently a director of another reporting issuer.

Since the last Annual Meeting of Shareholders held on June 20, 2008, in order to facilitate open and candid discussion among its independent directors, the independent directors arranged to meet at least three times both informally (in person and by telephone) and in executive sessions following Audit Committee meetings when non-independent directors and members of management were not in attendance.

The Board appoints the Chairman of the Board. The current Chairman of the Board, Dr. Paul Averback, is not independent as he is the President and CEO of the Corporation. The Corporation's Lead Director is Randall Lanham.

The following table sets out the attendance record of each director for all Board of Directors meetings since the Corporation's last Annual Meeting of the Shareholders:

Name of Director	Board of Directors (4 meetings)
Dr. Paul Averback	4/4
Mr. Jack Gemmell	4/4
Randall Lanham	4/4
Paul McDonald	4/4
Dr. Roger Guy	4/4
Dr. David Morse	4/4

2. Board Mandate

The Board's written mandate is as follows:

Explanation of Responses:

The Board of Directors of Nymox Pharmaceutical Corporation is responsible for supervising the management of the business and affairs of the company with a view to the best interests of the company and its shareholders generally.

The Board reviews and approves matters relating to the strategic direction, business and operations and the organizational structure of the company. The Board's specific responsibilities include submitting any matter requiring shareholder approval to the shareholders, recommending candidates for election or appointment to the Board, approving the issuance of any securities and any related transactions, reviewing financings, investments, acquisitions, dispositions and other transactions not in the ordinary course of business, reviewing the compensation and performance of the company's officers, approving the issuance of any stock options pursuant to the company's stock option plan, reviewing, approving and supervising the company's accounting principles and practices, financial statements and security filings, approving the annual budget, ensuring the proper and timely disclosure of material matters and appropriate communications with the shareholders, reviewing the corporate governance of the company and the Board, including compliance with relevant legal and ethical standards, and reviewing management practices and processes with respect to risk assessment and management and internal controls and audit functions.

The Board appoints the Chairman of the Board, establishes its Committees and appoints directors to serve as members of those Committees. The Board meets regularly as scheduled by the Board. Special meetings of the Board may be called by the Board, the Chairman of the Board, the President or CEO of the company or by any two Directors.

¹ This Statement is made pursuant to National Instrument 58-101 *Disclosure of Corporate Governance Practices* and Form 58-101F1 thereto.

3. Position Descriptions

The Board has adopted formal written position descriptions for the Chairman of the Board and the Chair of each Board committee. The Board has also adopted a formal written position description for the CEO.

4. Orientation and Continuing Education

It is anticipated that the Board will address in the current financial year what measures are needed to orient new directors regarding the role of the Board, its committees and its directors and the nature and operation of the Corporation's business. Orientation is currently provided on an informal basis through discussions with senior management about the nature and operation of the Corporation's business areas in the pharmaceutical and diagnostic industry and with other Board members about the role of the Board. The nature and extent of each director's orientation in these areas will depend on the extent to which director's experience, skills and training relate to the industry in general and the specific areas of research and product development the Corporation is engaged in. The Board has also developed written mandates for the Board and its committees, a Code of Business Conduct for directors, officers and employees of the Corporation and a Code of Ethics for Senior Financial Officers, which are available as guidance for new directors. Extensive information about the Corporation's business and financial situation is available through the Corporation's annual and quarterly reports and press releases.

The Board has relied on the prior experience and expertise of each director brought to the Board. It is anticipated that director training programs and continuing education will be provided for new directors to ensure that the directors acquire or maintain the necessary skill and knowledge to meet their obligations as directors and, where applicable, as members of the Audit Committee.

5. Ethical Business Conduct

The Board has adopted written codes for the directors, officers and employees in its Code of Ethics for Senior Financial Officers and its Code of Business Conduct for Officers, Directors and Employees. A copy is available at www.nymox.com/company/corporate_governance or by written request to the Corporation and has been filed on EDGAR and on SEDAR. The Board monitors compliance with these codes by requiring Board approval of waivers of the code by directors and executive officers and by adopting complaint procedures. Only the Audit Committee of the Board of Directors may authorize or approve any waiver of the Code of Ethics for Senior Financial Officers to the CEO and CFO and then only when truly necessary and warranted, and subject to any limitations and qualifications designed as to protect the Corporation to the greatest extent possible. Any such waiver must be disclosed promptly to

the shareholders and the public. Similarly, any waivers of the Code of Business Conduct for directors and executive officers must be approved by the Board of Directors. To promote and monitor compliance with its Codes, the Corporation operates an open door policy with respect to the reporting of violations of the Codes or of legal or ethical standards with reporting up to the CEO and the Board where appropriate. The Board has also adopted a specific complaints procedure for reports or complaints of questionable accounting, internal accounting controls or auditing matters to be handled by the Audit Committee, including the submission of anonymous and confidential complaints. This procedure is outlined in the Code of Business Conduct in Appendix A, Policies and Procedures about Handling Complaints Regarding Accounting, Internal Accounting Controls or Auditing Matters. Since the beginning of the most recently completed financial year, no material change report has been filed that pertains to the conduct of a director or executive officer that constitutes a departure from either Code.

The Board has taken steps to ensure that directors exercise independent judgment in considering transactions and agreements in respect of which a director or executive officer has a material interest. Under the terms of the Conflict of Interest provision of the Corporation's by-laws, a director is required to disclose the nature and extent of his or her interest in any material contract or proposed material contract with the Corporation if he or she is a party to the contract, is a director or officer of such a party or has a material interest in such a party. Under the Board's policy, any Director with such an interest or similar conflict of interest is required to excuse him or herself from participating in any discussion about the matter and to abstain from voting on it. As well, the Corporation's Code of Business Conduct requires officers of the Corporation to advise the CEO of any actual or potential conflict of interest situation. The CEO and CFO must advise the Audit Committee of the Board in accordance with the Code of Ethics for Senior Financial Officers.

The Board has taken other steps to encourage and promote a culture of ethical business conduct. Every officer, director and employee has received a copy of the Code of Business Conduct. The Corporation has made it a positive duty for each employee and officer to report violations of the Code or the law and to investigate any reports of such violations.

6. Nomination of Directors

The Board has not established specific procedures for the identification of new candidates for nomination to the Board. As a matter of practice, new candidates for board nomination may be proposed by a director, by management, or by a shareholder. Under the *Canada Business Corporations Act*, a shareholder or group of shareholders owning or controlling 5% or more of the Corporation's shares may submit a proposal to nominate a director to be included in the management proxy circular, subject to certain time limits. Nominations may also be made at the annual meeting of shareholders.

The Corporate Governance Committee which consists of the independent directors of the Board acts as the nominating committee. Under its mandate, the Corporate Governance Committee is to review and approve director nominations to ensure each nominee meets the requisite requirements under applicable corporate and securities laws, rules and regulations and otherwise possesses the skills, judgment and independence appropriate for a director of a public corporation.

7. Compensation

The Board has not established specific procedures or guidelines for the determination of compensation for the Corporation's directors and officers. As a matter of practice, the Board's Human Resources and Compensation Committee determines the compensation arrangements for directors, executive officers and key employees. The compensation arrangements for the directors sitting on the Human Resources and Compensation Committee are determined by the other directors of the Board. It is anticipated that this is an area that the Board will be addressing in the current financial year.

The Human Resources and Compensation Committee of the Board consists of three independent directors of the Board. This Committee establishes and reviews overall policy and structure with respect to compensation and employment matters, including the determination of compensation arrangements for directors, executive officers and key employees of the Corporation. When considering the compensation arrangements for the CEO, the Committee's mandate requires the committee members to meet in executive session without the presence of the CEO. The Committee is also responsible for the administration and award of options to purchase shares pursuant to the Corporation's stock option plan.

Since the beginning of the Corporation's most recently completed financial year, no compensation consultant or advisor has been retained to assist in determining the compensation for any of the Corporation's directors and officers.

8. Other Board Committees

The Board has established two other committees other than the Audit Committee and the Human Resources and Compensation Committee. These are the Corporate Governance Committee (which also acts as the nominating committee) and the Communications Committee.

The Corporate Governance Committee consists of three independent directors of the Board. This Committee has the general mandate of providing an independent and regular review of the management, business and affairs of the Corporation and has regularly scheduled meetings in executive session. This Committee also reviews the corporate governance of the Corporation to ensure compliance, relevance and effectiveness.

The Corporate Governance Committee also reviews and approves director nominations to ensure each nominee meets the requisite requirements under applicable corporate and securities laws, rules and regulations and otherwise possesses the skills, judgment and independence appropriate for a director of a public corporation.

The Communications Committee establishes and reviews overall policy, practices and controls as they relate to the Corporation's communications to the public and its shareholders about its business and affairs other than financial statements and related security filings within the mandate of the Audit Committee.

9. Assessments

Currently, the Board, its Committees and individual directors are not regularly assessed with respect to their effectiveness and contribution. The Corporation relies on the individual experience, competence and expertise of each director, the written mandates of the Board and its committees, and informal assessments in gauging a director's effectiveness and contribution in light of the needs of the Board and the Corporation.

9th Floor, 100 University Avenue
Toronto, Ontario M5J 2Y1
www.computershare.com

Security Class

Holder Account Number

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Form of Proxy - Annual Meeting to be held on June 16, 2009

This Form of Proxy is solicited by and on behalf of Management.

Notes to proxy

- 1. Every holder has the right to appoint some other person or company of their choice, who need not be a holder, to attend and act on their behalf at the meeting or any adjournment or postponement thereof. If you wish to appoint a person or company other than the persons whose names are printed herein, please insert the name of your chosen proxyholder in the space provided (see reverse).**
2. If the securities are registered in the name of more than one owner (for example, joint ownership, trustees, executors, etc.), then all those registered should sign this proxy. If you are voting on behalf of a corporation or another individual you must sign this proxy with signing capacity stated, and you may be required to provide documentation evidencing your power to sign this proxy.
3. This proxy should be signed in the exact manner as the name(s) appear(s) on the proxy.
4. If this proxy is not dated, it will be deemed to bear the date on which it is mailed by Management to the holder.
- 5. The securities represented by this proxy will be voted as directed by the holder, however, if such a direction is not made in respect of any matter, this proxy will be voted as recommended by Management.**
6. The securities represented by this proxy will be voted in favour or withheld from voting or voted against each of the matters described herein, as applicable, in accordance with the instructions of the holder, on any ballot that may be called for and, if the holder has specified a choice with respect to any matter to be acted on, the securities will be voted accordingly.
7. This proxy confers discretionary authority in respect of amendments or variations to matters identified in the Notice of Meeting or other matters that may properly come before the meeting or any adjournment or postponement thereof.
8. This proxy should be read in conjunction with the accompanying documentation provided by Management.

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Proxies submitted must be received by 5:00 pm, Eastern Time, on June 14, 2009.

VOTE USING THE TELEPHONE OR INTERNET 24 HOURS A DAY 7 DAYS A WEEK!

If you vote by telephone or the Internet, DO NOT mail back this proxy.

Voting by mail may be the only method for securities held in the name of a corporation or securities being voted on behalf of another individual.

Voting by mail or by Internet are the only methods by which a holder may appoint a person as proxyholder other than the Management nominees named on the reverse of this proxy. Instead of mailing this proxy, you may choose one of the two voting methods outlined above to vote this proxy.

To vote by telephone or the Internet, you will need to provide your CONTROL NUMBER, HOLDER ACCOUNT NUMBER and ACCESS NUMBER listed below.

CONTROL NUMBER

HOLDER ACCOUNT NUMBER

ACCESS NUMBER

Appointment of Proxyholder

I/We, being holder(s) of
**Nymox Pharmaceutical
Corporation Ltd.** hereby
appoint: Dr. Paul Averbach, or
in his place Mr. Roy Wolvin

**Print the name of the person you are
appointing if this person is someone
OR other than the Management Nominees listed herein.**

as my/our proxyholder with full power of substitution and to attend, act and to vote for and on behalf of the shareholder in accordance with the following direction (or if no directions have been given, as the proxyholder sees fit) and all other matters that may properly come before the Annual Meeting of shareholders of **Nymox Pharmaceutical Corporation Ltd.** to be held at the Hyatt Regency Montreal, on Tuesday, June 16, 2009 at 4:30p.m., and at any adjournment or postponement thereof.

VOTING RECOMMENDATIONS ARE INDICATED BY HIGHLIGHTED TEXT OVER THE BOXES.

	For	Withhold
1. Election of Directors		
Vote FOR or WITHHOLD for all nominees proposed by Management
		----- Fold

	For	Withhold
2. Appointment of Auditors		
Vote FOR or WITHHOLD from voting with respect to the appointment of the auditors.
		----- Fold

Authorized Signature(s) - This section must be completed for your instructions to be executed. Signature

I/We authorize you to act in accordance with my/our instructions set out above. I/We hereby revoke any proxy previously given with respect to the Meeting. **If no voting instructions are indicated above, this Proxy will be voted as recommended by Management.**

Interim Financial Statements - Mark this box if you would like to receive interim financial statements and accompanying Management's Discussion and Analysis by mail.

Annual Financial
** receive the Annual
Management's Dis

If you are not mailing back your proxy, you may register online to receive the above financial report(s) by mail at www.computershare.com/maillinglist.

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