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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))

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:

Award Recipient	Number of Restricted Shares
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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