Memorial Resource Development Corp.

Form 3 June 12, 2014

## FORM 3

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

**OMB APPROVAL** 

**OMB** Number:

Expires:

3235-0104

January 31, 2005

0.5

Estimated average burden hours per

response...

INITIAL STATEMENT OF 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 \*

À Venghaus Dennis G

(Last)

(First)

1301 MCKINNEY, SUITE 2100

(Street)

(Middle)

Statement

(Month/Day/Year)

06/12/2014

2. Date of Event Requiring 3. Issuer Name and Ticker or Trading Symbol

Memorial Resource Development Corp. [MRD]

4. Relationship of Reporting Person(s) to Issuer

5. If Amendment, Date Original

Filed(Month/Day/Year)

(Check all applicable)

Director 10% Owner \_X\_\_ Officer Other

Chief Accounting Officer

(give title below) (specify below)

Filing(Check Applicable Line) \_X\_ Form filed by One Reporting

6. Individual or Joint/Group

Person

Form filed by More than One

Reporting Person

HOUSTON, TXÂ 77010

(City) (State)

1. Title of Security

(Instr. 4)

(Zip)

Table I - Non-Derivative Securities Beneficially Owned 2. Amount of Securities

Beneficially Owned (Instr. 4)

Ownership Form:

4. Nature of Indirect Beneficial Ownership

Direct (D) or Indirect

(Instr. 5)

(I) (Instr. 5)

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

SEC 1473 (7-02)

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

1. Title of Derivative Security 2. Date Exercisable and 3. Title and Amount of 4. 5. 6. Nature of Indirect Ownership (Instr. 4) **Expiration Date** Securities Underlying Conversion Beneficial Ownership (Month/Day/Year) **Derivative Security** or Exercise Form of (Instr. 5) (Instr. 4) Price of Derivative Derivative Security: Expiration Date Security Direct (D) Exercisable Date Amount or or Indirect Title Number of (I) Shares (Instr. 5)

## **Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Venghaus Dennis G 1301 MCKINNEY, SUITE 2100	â	Â	Chief Accounting	Â
HOUSTON, TX 77010	А	Л	Officer	А

# **Signatures**

/s/ Dennis G.
Venghaus

\*\*Signature of Reporting Person

O6/12/2014

Date

## **Explanation of Responses:**

### No securities are beneficially owned

- \* If the form is filed by more than one reporting person, see Instruction 5(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).

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#### **Remarks:**

Exhibit 24 - Power of Attorney

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.

Reporting Owners 2