Memorial Resource Development Corp.

Form 4

September 16, 2016

## FORM 4 UNITED

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

OMB APPROVAL

OMB
3235-0287

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Number: January 31, 2005

0.5

Form 4 or Form 5 obligations Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,

Estimated average burden hours per response...

may continue. *See* Instruction

Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person ** Forney Larry R			2. Issuer Name <b>and</b> 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, SUITE 1800			3. Date of Earliest Transaction (Month/Day/Year) 09/16/2016	Director 10% Owner Officer (give title Other (specify below) Senior Vice President and COO			
(Street)			4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting			
HOUSTON, 7	IX 77002			Person			

(City)	(State) (	(Zip) Table	I - Non-D	erivative Se	curiti	es Acqu	uired, Disposed of	, or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)			of (D)	5. Amount of Securities Form: Direct Beneficially (D) or Owned Indirect (I) Following (Instr. 4)		7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)		
Common Stock	09/16/2016		D	284,380 (3)	D	<u>(1)</u> <u>(2)</u>	0	D	
Common Stock	09/16/2016		F	100,096	D	<u>(4)</u>	0	D	

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

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SEC 1474

(9-02)

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

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title	and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	onNumber	Expiration D	Expiration Date		t of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underly	ying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securit	ies	(Instr. 5)	Bene
	Derivative				Securities			(Instr. 3	3 and 4)		Own
	Security				Acquired						Follo
	•				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									A manuat		
									Amount		
						Date	Expiration		Or Number		
						Exercisable Date	Date		Number		
				C + V	(A) (D)				of		
				Code V	(A) (D)				Shares		

## **Reporting Owners**

Relationships Reporting Owner Name / Address

> Other Director 10% Owner Officer

Forney Larry R 500 DALLAS, SUITE 1800 HOUSTON, TX 77002

Senior Vice President and COO

#### **Signatures**

/s/ Kyle N. Roane, Attorney-in-Fact

09/16/2016

\*\*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).
- On September 16, 2016, pursuant to the Agreement and Plan of Merger dated as of May 15, 2016 (the "Merger Agreement"), by and among Memorial Resource Development Corp. (the "Company"), Range Resources Corporation ("Range") and Medina Merger Sub, Inc. ("Merger Sub"), Merger Sub merged with and into the Company (the "Merger"), with the Company surviving the Merger and continuing as a wholly-owned subsidiary of Range.
  - Pursuant to the Merger Agreement, each share of Company common stock issued and outstanding immediately prior to the effective time of the Merger owned by the Reporting Person was converted at such time into the right to receive 0.375 of a share of Range common stock, or in the case of fractional shares of Range common stock, cash (without interest) in an amount equal to the product of (i) such fractional part of a share of Range common stock multiplied by (ii) the volume weighted average price of Range common stock for the
- five consecutive trading days immediately prior to the closing date of the Merger as reported by Bloomberg, L.P. (the "Merger Consideration"). The closing price per share of Range common stock on the day prior to the effective date of the merger was \$39.37. Includes 238,606 shares of restricted Company common stock that were granted to the Reporting Person under the Company 2014
- Long-Term Incentive Plan that, pursuant to the Merger Agreement, vested immediately prior to the effective time of the Merger and the restrictions with respect thereto lapsed, and each such share of restricted Company common stock was converted at the effective time of the Merger into the right to receive the Merger Consideration.
- The reporting person delivered 100,096 shares of common stock to satisfy tax withholding liabilities incident to the vesting of restricted shares pursuant to the Merger in accordance with Rule 16b-3.

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