

Memorial Resource Development Corp.

Form 4

February 26, 2016

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

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Smith Gary Lee

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)
5907 LAGUNA FALLS CT.
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
02/23/2016

____ Director ____ 10% Owner
____ Officer (give title ____X____ Other (specify
below) below)
Member 13(d) group owning >10%

HOUSTON, TX 77041

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
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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(D)	Price

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

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SEC 1474
(9-02)

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

1. Title of Derivative Security	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		Date Exercisable	Expiration Date	Title	Amount Number Shares
			Code	V	(A)	(D)			
Variable Prepaid Forward Contract (put equivalent position)	\$ 0 <u>(1) (2)</u> <u>(3)</u>	02/23/2016	J <u>(1)(2)(3)</u>		534,971	<u>(1)(2)(3)</u>	<u>(1)(2)(3)</u>	Common Stock	534,9

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Smith Gary Lee
5907 LAGUNA FALLS CT.
HOUSTON, TX 77041

Member 13(d) group owning >10%

Signatures

/s/ Gary Lee
Smith 02/26/2016

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 February 23, 2016, the reporting person entered into a prepaid variable forward contract with an unaffiliated third party buyer pursuant to a master agreement dated March 19, 2015. The contract obligates the reporting person to deliver to the buyer up to 267,485 Common Shares and 267,486 Common Shares or an equivalent amount of cash (if elected by him) on the maturity dates of the contract (1) (February 15, 2018 and February 16, 2018, respectively, or such earlier dates as the parties determine). In exchange for assuming this obligation, the reporting person received a total cash payment of \$4,590,076.70 as of the date of entering into the contract. The reporting person pledged 534,971 shares of Common Stock ("Pledged Shares") to secure his obligations under the master agreement, and retained dividend and voting rights in the Pledged Shares during the period of the pledge.

The number of shares to be delivered to the buyer on the maturity date is to be determined as set forth in footnote (3) below, on the basis of prices of the shares of Common Stock that are subject to adjustment for certain dividends paid to the reporting person and other events specified in the Master Agreement.

(a) If the maturity date closing price (the "Final Price") is less than or equal to \$9.5594 (the "Floor Price"), the reporting person will deliver to the buyer the entire amount of Pledged Shares; (b) If the Final Price is between the Floor Price and \$12.7458 (the "Cap Price"), the reporting person will deliver to the buyer a number of shares determined by multiplying the number of Pledged Shares by the Floor Price divided by the Cap Price (the "Prepaid Percentage"); (c) If the Final Price is greater than the Cap Price, the reporting person would deliver to the buyer a number of shares determined by reference to a formula specified in the contract that would result in the reporting person being obligated to deliver fewer than the number of Pledged Shares. Alternatively, the reporting person may elect to deliver a cash settlement amount determined by reference to a formula specified in the contract.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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