

Memorial Resource Development Corp.  
Form S-8  
June 18, 2014

As filed with the Securities and Exchange Commission on June 18, 2014

Registration No. 333-

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

**FORM S-8**  
**REGISTRATION STATEMENT**  
***UNDER***  
***THE SECURITIES ACT OF 1933***

**MEMORIAL RESOURCE DEVELOPMENT CORP.**

**(Exact name of registrant as specified in its charter)**

**Delaware**  
**(State or other jurisdiction of**  
**incorporation or organization)**

**1301 McKinney Street, Suite 2100**

**46-4710769**  
**(I.R.S. Employer**

**Identification No.)**

**Houston, Texas 77010**

**(713) 588-8300**

**(Address, including zip code, and telephone number, including area code, or registrants of principal executive offices)**

**Memorial Resource Development Corp. 2014 Long Term Incentive Plan**

**(Full title of the plan)**

**Kyle N. Roane**

**Memorial Resource Development Corp.**

**1301 McKinney Street, Suite 2100**

**Houston, Texas 77010**

**(713) 588-8300**

**(Name, address, including zip code, and telephone number, including area code, of agent for service)**

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Securities Exchange Act of 1934, as amended (the Exchange Act ).

Large accelerated filer

Non-accelerated filer

Accelerated filer

Smaller Reporting Company

**CALCULATION OF REGISTRATION FEE**

<b>Title of securities to be registered</b>	<b>Amount to be registered (1)</b>	<b>Proposed maximum offering price per share (2)</b>	<b>Proposed maximum aggregate offering price (2)</b>	<b>Amount of registration fee</b>
Common Stock, \$0.01 par value per share	19,250,000 shares	\$23.20	\$446,600,000	\$57,522

- (1) Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the Securities Act), this Registration Statement shall also cover any additional shares of Memorial Resource Development Corp. (the Company or the Registrant) common stock, \$0.01 par value per share (Common Stock), that become issuable under the Company's 2014 Long Term Incentive Plan by reason of any stock dividend, stock split, recapitalization or any other similar transaction effected without the receipt of consideration that results in an increase in the number of the Registrant's outstanding shares of Common Stock.
- (2) Estimated solely for purposes of calculating the registration fee in accordance with Rules 457(c) and 457(h) under the Securities Act. The maximum offering price per share and the maximum aggregate offering price are based on a price of \$23.20 per share, which is the average of the high and low sales prices of shares of Common Stock on the NASDAQ Global Market on June 17, 2014.

## INTRODUCTION

The Company will send or give to all participants in the Memorial Resource Development Corp. 2014 Long Term Incentive Plan (the Plan ) the document(s) containing information required by Part I of Form S-8, as specified in Rule 428(b)(1) promulgated by the Securities and Exchange Commission (the SEC ) under the Securities Act of 1933, as amended (the Securities Act ). In accordance with the note to Part I of Form S-8 and Rule 428 of the Securities Act, the Registrant has not filed such document(s) with the SEC, but such documents (along with the documents incorporated by reference into this Form S-8 Registration Statement (the Registration Statement ) pursuant to Item 3 of Part II hereof) shall constitute a prospectus that meets the requirements of Section 10(a) of the Securities Act.

### PART I

#### INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

The documents containing the information specified in Part I of Form S-8 will be sent or given to Plan participants as specified by Rule 428(b)(1) of the Securities Act.

### PART II

#### INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

##### **Item 3. Incorporation of Documents by Reference.**

Except to the extent that information is deemed furnished and not filed pursuant to securities laws and regulations, the following documents have been filed by the Company with the SEC and are incorporated by reference into this Registration Statement and will be deemed to be a part hereof:

- (a) The Company's prospectus filed pursuant to Rule 424(b) under the Securities Act filed with the SEC on June 16, 2014, relating to the Registrant's Registration Statement on Form S-1 (File No. 333-195062), originally filed with the SEC on April 4, 2014;
- (b) The Company's Current Report on Form 8-K (File No. 001-36490) filed with the SEC on June 16, 2014;
- (c) The description of the Common Stock contained in the Company's Registration Statement on Form 8-A (File No. 001-36490) filed with the SEC on June 12, 2014 (including any amendments or reports filed for the purpose of updating such description); and
- (d) All other reports filed pursuant to Section 13(a) or 15(d) of the Exchange Act since June 13, 2014.

Except to the extent that information is deemed furnished and not filed pursuant to securities laws and regulations, all documents subsequently filed by the Registrant pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act prior to the filing of a post-effective amendment that indicates that all securities offered have been sold or that deregisters all securities then remaining unsold shall also be deemed to be incorporated by reference herein and to be a part hereof from the dates of filing of such documents. Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or in any other subsequently filed document which also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

**Item 4. Description of Securities.**

Not applicable.

**Item 5. Interests of Named Experts and Counsel.**

Not applicable.

**Item 6. Indemnification of Directors and Officers.**

*Delaware General Corporation Law*

Section 145 of the Delaware General Corporation Law ( DGCL ) provides that a corporation may indemnify any person who was or is a party, or is threatened to be made a party, to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the corporation, by reason of the fact that he is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation, as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the corporation and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. A similar standard is applicable in the case of derivative actions (i.e., actions by or in the right of the corporation), except that indemnification extends only to expenses, including attorneys' fees, incurred in connection with the defense or settlement of such action and the statute requires court approval before there can be any indemnification where the person seeking indemnification has been found liable to the corporation.

*The Company's Amended and Restated Certificate of Incorporation and Amended and Restated Bylaws*

The Company's amended and restated certificate of incorporation and amended and restated bylaws contain provisions that limit the liability of the directors and officers for monetary damages to the fullest extent permitted by the DGCL. Consequently, pursuant to Section 102(b)(7) of the DGCL, the Company's directors will not be personally liable to the Company or its stockholders for monetary damages for breach of fiduciary duty as a director, except liability: (i) for any breach of the director's duty of loyalty to the Company or its stockholders; (ii) for any act or omission not in good faith or that involve intentional misconduct or knowing violation of law; (iii) under Section 174 of the DGCL regarding unlawful dividends and stock purchases; or (iv) for any transaction from which the director derived an improper personal benefit.

Any amendment to, or repeal of, these provisions will not eliminate or reduce the effect of these provisions in respect of any act, omission or claim that occurred or arose prior to that amendment or repeal. If the DGCL is amended to provide for further limitations on the personal liability of directors or officers of corporations, then the personal liability of the Company's directors and officers will be further limited to the fullest extent permitted by the DGCL.

In addition, the Company intends to enter into indemnification agreements with its current directors and officers containing provisions that are in some respects broader than the specific indemnification provisions contained in the DGCL. These indemnification agreements will require the Company, among other things, to indemnify the directors against certain liabilities that may arise by reason of their status or service as directors and to advance their expenses incurred as a result of any proceeding against them as to which they could be indemnified. The Company also intends to enter into indemnification agreements with future directors and officers.

The Company intends to maintain liability insurance policies that indemnify directors and officers against various liabilities, including certain liabilities under arising under the Securities Act and the Exchange Act that may be incurred by them in their capacity as such.

**Item 7. Exemption from Registration Claimed.**

Not applicable.

**Item 8. Exhibits.**

Unless otherwise indicated below as being incorporated by reference to another filing of the Company with the SEC, each of the following exhibits that is listed in the Exhibits Index below is filed herewith.

**EXHIBITS INDEX**

**Exhibit**

<b>Number</b>	<b>Description</b>
4.1	Amended and Restated Certificate of Incorporation of Memorial Resource Development Corp. (incorporated by reference to Exhibit 3.1 to the Company's Form 8-K (File No. 001-36490) filed on June 16, 2014)
4.2	Amended and Restated Bylaws of Memorial Resource Development Corp. (incorporated by reference to Exhibit 3.2 to the Company's Form 8-K (File No. 001-36490) filed on June 16, 2014)
4.3	Form of Voting Agreement among Memorial Resource Development Corp., MRD Holdco LLC and certain former management members of WildHorse Resources, LLC (incorporated by reference to Exhibit 10.3 to Amendment No. 2 to the Company's Form S-1 (File No. 333-195062) filed on May 27, 2014)
4.4	Form of Registration Rights Agreement among Memorial Resource Development Corp. and certain stockholders (incorporated by reference to Exhibit 10.4 to Amendment No. 2 to the Company's Form S-1 (File No. 333-195062) filed on May 27, 2014)
4.5#	Memorial Resource Development Corp. 2014 Long Term Incentive Plan (incorporated by reference to Exhibit 10.1 to the Company's Form 8-K (File No. 001-36490) filed on June 16, 2014)
4.6*#	Form of Restricted Stock Agreement
5.1*	Opinion of Akin Gump Strauss Hauer & Feld LLP as to the legality of the securities being registered
23.1*	Consent of KPMG LLP, an independent registered public accounting firm
23.2*	Consent of Netherland, Sewell & Associates, Inc.
23.3*	Consent of Akin Gump Strauss Hauer & Feld LLP (contained in Exhibit 5.1)
24.1*	Power of Attorney (included on the signature pages of this Registration Statement)

\* filed herewith

# compensatory plan, contract or arrangement

**Item 9. Undertakings.**

(a) The undersigned Registrant hereby undertakes:

1. To file, during any period in which offers or sales are being made, a post-effective amendment to this Registration Statement:

- (i) To include any prospectus required by Section 10(a)(3) of the Securities Act;
- (ii) To reflect in the prospectus any facts or events arising after the effective date of the Registration Statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the Registration Statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed



that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the SEC pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than 20% change in the maximum aggregate offering price set forth in the Calculation of Registration Fee table in the effective registration statement; and

(iii) To include any material information with respect to the plan of distribution not previously disclosed in the Registration Statement or any material change to such information in the Registration Statement;

*provided, however,* that paragraphs (a)(1)(i) and (a)(1)(ii) do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in periodic reports filed with or furnished to the SEC by the Registrant pursuant to Section 13 or Section 15(d) of the Exchange Act that are incorporated by reference in the Registration Statement.

2. That, for the purpose of determining any liability under the Securities Act, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

3. To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(b) The undersigned Registrant hereby undertakes that, for purposes of determining any liability under the Securities Act, each filing of the Registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Exchange Act (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Exchange Act) that is incorporated by reference in the Registration Statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(c) Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the Registrant pursuant to the foregoing provisions, or otherwise, the Registrant has been advised that in the opinion of the SEC such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Registrant of expenses incurred or paid by a director, officer or controlling person of the Registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by the Registrant is against public policy as expressed in the Securities Act and agrees to be governed by the final adjudication of such issue.

---

**SIGNATURES**

Pursuant to the requirements of the Securities Act, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Houston, State of Texas, on June 18, 2014.

MEMORIAL RESOURCE DEVELOPMENT CORP.

By: /s/ John A. Weinzierl  
John A. Weinzierl  
Chief Executive Officer

Each person whose signature appears below appoints John A. Weinzierl and Kyle N. Roane, and each of them, any of whom may act without the joinder of the other, as his or her true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him or her and in his name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement and any Registration Statement (including any amendment thereto) for this offering that is to be effective upon filing pursuant to Rule 462(b) under the Securities Act, and to file the same, with all exhibits thereto, and all other documents in connection therewith, with the SEC, granting unto said attorneys-in-fact and agents full power and authority to do and perform each and every act and thing requisite and necessary to be done, as fully to all intents and purposes as he or she might or would do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents or any of them or their or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act, this Registration Statement has been signed by the following persons in the capacities and on the date indicated.

<b>Signature</b>	<b>Title</b>	<b>Date</b>
/s/ Tony R. Weber Tony R. Weber	Chairman	June 18, 2014
/s/ John A. Weinzierl John A. Weinzierl	Chief Executive Officer and Director <i>(Principal Executive Officer)</i>	June 18, 2014
/s/ Andrew J. Cozby Andrew J. Cozby	Vice President and Chief Financial Officer <i>(Principal Financial Officer)</i>	June 18, 2014
/s/ Dennis G. Venghaus Dennis G. Venghaus	Chief Accounting Officer <i>(Principal Accounting Officer)</i>	June 18, 2014
/s/ Scott A. Gieselman Scott A. Gieselman	Director	June 18, 2014

/s/ Kenneth A. Hersh Kenneth A. Hersh	Director	June 18, 2014
/s/ Robert A. Innamorati Robert A. Innamorati	Director	June 18, 2014
/s/ Carol L. O Neill Carol L. O Neill	Director	June 18, 2014
/s/ Pat Wood, III Pat Wood, III	Director	June 18, 2014

**EXHIBITS INDEX**

<b>Exhibit Number</b>	<b>Description</b>
4.1	Amended and Restated Certificate of Incorporation of Memorial Resource Development Corp. (incorporated by reference to Exhibit 3.1 to the Company's Form 8-K (File No. 001-36490) filed on June 16, 2014)
4.2	Amended and Restated Bylaws of Memorial Resource Development Corp. (incorporated by reference to Exhibit 3.2 to the Company's Form 8-K (File No. 001-36490) filed on June 16, 2014)
4.3	Form of Voting Agreement among Memorial Resource Development Corp., MRD Holdco LLC and certain former management members of WildHorse Resources, LLC (incorporated by reference to Exhibit 10.3 to Amendment No. 2 to the Company's Form S-1 (File No. 333-195062) filed on May 27, 2014)
4.4	Form of Registration Rights Agreement among Memorial Resource Development Corp. and certain stockholders (incorporated by reference to Exhibit 10.4 to Amendment No. 2 to the Company's Form S-1 (File No. 333-195062) filed on May 27, 2014)
4.5#	Memorial Resource Development Corp. 2014 Long Term Incentive Plan (incorporated by reference to Exhibit 10.1 to the Company's Form 8-K (File No. 001-36490) filed on June 16, 2014)
4.6*#	Form of Restricted Stock Agreement
5.1*	Opinion of Akin Gump Strauss Hauer & Feld LLP as to the legality of the securities being registered
23.1*	Consent of KPMG LLP, an independent registered public accounting firm
23.2*	Consent of Netherland, Sewell & Associates, Inc.
23.3*	Consent of Akin Gump Strauss Hauer & Feld LLP (contained in Exhibit 5.1)
24.1*	Power of Attorney (included on the signature pages of this Registration Statement)

\* filed herewith

# compensatory plan, contract or arrangement