

MERIDIAN RESOURCE CORP
Form DEFA14A
March 12, 2010

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
SCHEDULE 14A**

Proxy Statement Pursuant to Section 14(a) of the Securities
Exchange Act of 1934 (Amendment No.)

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to §240.14a-12

The Meridian Resource Corporation

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.
 - (1) Title of each class of securities to which transaction applies:

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- o Fee paid previously with preliminary materials.
- o Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

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NEWS

**MERIDIAN PROVIDES UPDATE TO
POSSIBLE COMPETING OFFERS FOR COMPANY**

Houston, Texas March 12, 2010 The Meridian Resource Corporation (NYSE: TMR) today reported an update on events related to the announced merger proposal between itself and Alta Mesa Holding.

In the proxy statement filed by the Company on February 8, 2010, Meridian reported that on February 4, 2010, its board of directors received an unsolicited, non-binding preliminary indication of interest from a third party. The preliminary indication of interest contemplated the acquisition of all of Meridian's common stock at a purchase price of not less than \$0.30 per share, subject to, among other things, confirmatory due diligence. The Company entered into a confidentiality agreement with the third party and provided extensive due diligence information to them. On March 10, 2010, the third party notified us that they were not prepared to make a binding offer that would provide greater value to Meridian and its shareholders than the value that would be provided under the Alta Mesa agreement. On February 19, 2010, Meridian's board received another unsolicited, non-binding preliminary indication of interest from another third party. The preliminary indication of interest contemplated the acquisition of all of our common stock at a purchase price of not less than \$0.31 per share, subject to, among other things, confirmatory due diligence. The Company entered into a confidentiality agreement with the third party and provided extensive due diligence information to them. At this time, the board has not received a binding offer from this particular third party. If a binding offer is submitted, the board will consider all of its alternatives consistent with its fiduciary duties under applicable law and subject to the terms and conditions of the merger agreement with Alta Mesa Holdings. At this time our board continues to recommend that our shareholders vote to adopt the merger agreement with Alta Mesa

Forward-Looking Statements

Statements identified by the words *expects*, *plans*, and certain of the other foregoing statements may be deemed forward-looking statements. Although Meridian believes that the expectations reflected in such forward-looking statements are reasonable, these statements involve risks and uncertainties regarding the transactions described that may cause actual future activities and results to be materially different from those suggested or described in this press release. Risks and uncertainties regarding the proposed merger with Alta Mesa Holdings, LP and the other transactions described include, but are not limited to, the possibility that the closing of the merger does not occur, either due to the failure of closing conditions, including the approval of the shareholders of Meridian, rights of the parties to terminate the merger agreement, or other reasons, risks that the merger disrupts current plans and operations and the potential difficulties in employee retention as a result of the merger, the outcome of legal proceedings that have been, or may be, initiated against Meridian related to the merger and the amount of the costs, fees, expenses and charges related to the merger. Other risks relating to

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Meridian are described in Meridian's documents and reports, available from the U.S. Securities and Exchange Commission, including the report filed on Form 10-K, as amended, for the year ended December 31, 2008 and any updates to those factors set forth in our subsequent Quarterly Reports on Form 10-Q, including risks associated with our default under our credit facility and other lending arrangements.

About Meridian

The Meridian Resource Corporation is an independent oil and natural gas company that explores for, acquires and develops oil and natural gas properties. Through its wholly owned subsidiaries, Meridian holds interests primarily in the onshore oil and natural gas regions of south Louisiana and Texas and offshore in the Gulf of Mexico.

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The Meridian Resource Corporation Website: www.tmrc.com

Click here to join our email alert list

<http://www.b2i.us/irpass.asp?BzID=1440&to=ea&s=0>

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