

Memorial Resource Development Corp.  
Form 8-K  
January 13, 2015

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**  
**FORM 8-K**  
**CURRENT REPORT PURSUANT TO**  
**SECTION 13 OR 15(d) OF THE**  
**SECURITIES EXCHANGE ACT OF 1934**

Date of report (Date of earliest event reported): January 13, 2015 (January 9, 2015)

**MEMORIAL RESOURCE DEVELOPMENT CORP.**

(Exact Name of Registrant as Specified in Charter)

<b>Delaware</b> (State or Other Jurisdiction of Incorporation or  Organization)	<b>001-36490</b> (Commission File Number)	<b>46-4710769</b> (I.R.S. Employer Identification No.)
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<b>500 Dallas Street, Suite 1800</b>  <b>Houston, Texas</b> (Address of Principal Executive Offices) Registrant's telephone number, including area code: <b>(713) 588-8300</b>	<b>77002</b>  (Zip Code)
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**Not Applicable**

(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

.. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

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- “ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- “ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- “ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

On January 9, 2015, the Board of Directors of Memorial Resource Development Corp. (the Company) made the grant of 9,695 restricted shares (the Restricted Shares) to John A. Weinzierl, the Company's Chief Executive Officer pursuant to the Company's 2014 Long-Term Incentive Plan.

On January 9, 2015, the Board of Directors of Memorial Production Partners GP LLC (MEMP GP), the general partner of Memorial Production Partners LP (the Partnership), approved a grant of 11,327 restricted common units representing limited partner interests in the Partnership (the Restricted Units) to Mr. Weinzierl pursuant to MEMP GP's Long-Term Incentive Plan.

The grant of the Restricted Shares and the Restricted Units was in lieu of Mr. Weinzierl's annual cash bonus for 2014.

The grant of the Restricted Shares to Mr. Weinzierl was made pursuant to a Restricted Stock Agreement, a form of which was previously filed with the Company's Registration Statement on Form S-8, filed with the Securities and Exchange Commission (the Commission) on June 18, 2014 (the Form S-8), and will vest pro-rata over a three year period. The terms of the Restricted Stock Agreement are substantially the same as the terms set forth in the form of such agreement previously filed as Exhibit 4.6 to the Form S-8. The foregoing description is not complete and is qualified in its entirety by reference to the full text of the Form of Restricted Stock Agreement. A copy of the Form of Restricted Stock Agreement is filed as Exhibit 10.1 to this Current Report on Form 8-K and is incorporated in this Item 5.02 by reference.

The grant of the Restricted Units to Mr. Weinzierl was made pursuant to a Restricted Unit Agreement, a form of which was previously filed with the Partnership's Registration Statement on Form S-8, filed with the Commission on December 14, 2011 (the Partnership Form S-8), and will vest pro-rata over a three year period. The terms of the Restricted Unit Agreement are substantially the same as the terms set forth in the form of such agreement previously filed as Exhibit 4.6 to the Partnership Form S-8. The foregoing description is not complete and is qualified in its entirety by reference to the full text of the Form of Restricted Unit Agreement. A copy of the Form of Restricted Unit Agreement is filed as Exhibit 10.2 to this Current Report on Form 8-K and is incorporated in this Item 5.02 by reference.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits.

Exhibit Number	Description
10.1	Form of Restricted Stock Agreement (incorporated by reference to Exhibit 4.6 of the Company's Registration Statement on Form S-8 (File No. 333-196855) filed on June 18, 2014)
10.2	Form of Restricted Unit Agreement (incorporated by reference to Exhibit 4.6 of the Partnership's Registration Statement on Form S-8 (File No. 333-178493) filed on December 14, 2011)

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**MEMORIAL RESOURCE DEVELOPMENT CORP.**

Date: January 13, 2015

By: /s/ Kyle N. Roane  
Kyle N. Roane  
Senior Vice President, General Counsel & Corporate Secretary

**EXHIBIT INDEX**

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