

Memorial Resource Development Corp.  
Form 8-K  
March 11, 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): March 11, 2015 (March 11, 2015)

**MEMORIAL RESOURCE DEVELOPMENT CORP.**

(Exact Name of Registrant as Specified in Charter)

|  |  |   |
|--|--|---|
| <b>Delaware</b><br>(State or Other Jurisdiction of<br>Incorporation or Organization) | <b>001-36490</b><br>(Commission File Number) | <b>46-4710769</b><br>(I.R.S. Employer Identification No.) |
|--|--|---|

**500 Dallas Street, Suite 1800**  
**Houston, Texas**

**77002**

(Zip Code)

(Address of Principal Executive Offices)

Registrant's telephone number, including area code: **(713) 588-8300**

**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)

Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

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- “ 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 2.02. Results of Operations and Financial Condition.**

A press release issued by Memorial Resource Development Corp. (the Company ) on March 11, 2015 regarding the Company s financial and operational results for the quarter and year ended December 31, 2014 is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

**Item 7.01. Regulation FD Disclosure.**

The Company has posted on its website, as of March 11, 2015, a supplemental presentation. The presentation entitled Fourth Quarter & Full-Year 2014 Earnings Call Supplemental Slides, dated March 11, 2015, may be accessed by going to [www.memorialrd.com](http://www.memorialrd.com), selecting Investor Relations, then selecting Events and Presentations.

The Company has also posted on its website, as of March 11, 2015, a hedging overview presentation. The hedging presentation includes hedging transactions with respect to the years 2015 through 2018. The presentation entitled Commodity Hedging Overview, dated March 11, 2015, may be accessed by going to [www.memorialrd.com](http://www.memorialrd.com), selecting Investor Relations, then selecting Events and Presentations.

The information in this Current Report on Form 8-K, including the attached Exhibit 99.1, is being furnished pursuant to General Instruction B.2 of Form 8-K and shall not be deemed to be filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities of that section, and is not incorporated by reference into any Company filing, whether made before or after the date hereof, regardless of any general incorporation language in such filing.

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

*(d) Exhibits.*

| <b>Exhibit Number</b> | <b>Description</b>                 |
|-----------------------|------------------------------------|
| 99.1                  | Press release dated March 11, 2015 |

**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: March 11, 2015

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

**EXHIBIT INDEX**

| <b>Exhibit Number</b> | <b>Description</b>                 |
|-----------------------|------------------------------------|
| 99.1                  | Press release dated March 11, 2015 |