

Matador Resources Co  
Form 4  
August 03, 2015

**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

OMB  
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Yates George M

(Last) (First) (Middle)

5400 LBJ FREEWAY, SUITE 1500

(Street)

DALLAS, TX 75240

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol  
Matador Resources Co [MTDR]

3. Date of Earliest Transaction  
(Month/Day/Year)  
07/30/2015

4. If Amendment, Date Original  
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

☒ Director ☐ 10% Owner  
☐ Officer (give title below) ☐ Other (specify below)

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
☒ Form filed by One Reporting Person  
☐ Form filed by More than One Reporting  
Person

**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 Ownership (Instr. 4)
Common Stock	07/30/2015		A	1,089 (1)	A \$ 0 1,990	D	
Common Stock					4,800,000 (2) (3)	I	Represents shares held by HEYCO Energy Group, Inc. (4)
Common Stock					2,500 (3)	I	Represents shares held by Spiral, Inc. (5)

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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 (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Report Transaction (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

## Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Yates George M 5400 LBJ FREEWAY SUITE 1500 DALLAS, TX 75240	X

## Signatures

/s/ George M. Yates, by Kyle A. Ellis as  
attorney-in-fact

08/03/2015

\_\_\_\_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).

Represents restricted stock units granted to the reporting person on July 30, 2015. Such restricted stock units will vest, and an equal number of shares of common stock will be deliverable to the reporting person, in equal annual installments on the first, second and third anniversaries of the date of grant.

Represents shares acquired as consideration in the merger (the "Merger") of Harvey E. Yates Company, a wholly-owned subsidiary of HEYCO Energy Group, Inc. ("HEYCO"), with and into a wholly-owned subsidiary of the Issuer. Includes 1,250,000 shares of common stock which are being held in an escrow account pursuant to the Merger. As Chairman and Chief Executive Officer of HEYCO, the reporting person will have ultimate voting and dispositive power with respect to all shares held by HEYCO.

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- The reporting person states that neither the filing of this statement nor anything herein shall be deemed an admission that such person is,
- (3) for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or otherwise, the beneficial owner of these shares. The reporting person disclaims beneficial ownership of these shares, except to the extent of his pecuniary interest therein.
- HEYCO is owned 51.167461% by Explorers Petroleum Corporation and 45.353507% by Spiral, Inc. The reporting person owns
- (4) 51.002744% of Explorers Petroleum Corporation, and the reporting person's family owns 25% of Spiral, Inc. through a series of trusts of which the reporting person is the sole trustee.
  - (5) The reporting person's family owns 25% of Spiral, Inc., an entity owned through a series of trusts of which the reporting person is the sole trustee.

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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