

Matador Resources Co
Form DEF 14A
April 21, 2017
[Table of Contents](#)

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

Matador Resources Company
(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:

Edgar Filing: Matador Resources Co - Form DEF 14A

- 2) Aggregate number of securities to which transaction applies:

- 3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

- 4) Proposed maximum aggregate value of transaction:

- 5) Total fee paid:

Fee paid previously with preliminary materials.

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.

- 1) Amount Previously Paid:

- 2) Form, Schedule or Registration Statement No.:

- 3) Filing Party:

- 4) Date Filed:

Table of Contents

One Lincoln Centre
5400 LBJ Freeway, Suite 1500
Dallas, Texas 75240
www.matadorresources.com

NOTICE OF ANNUAL MEETING OF SHAREHOLDERS

To Be Held on June 1, 2017

To the Matador Resources Company Shareholders:

Please join us for the 2017 Annual Meeting of Shareholders of Matador Resources Company. The meeting will be held at the Westin Galleria, Dallas Ballroom, 13340 Dallas Parkway, Dallas, Texas 75240, on **Thursday, June 1, 2017, at 9:30 a.m.**, Central Daylight Time.

At the meeting, you will hear a report on our business and act on the following matters:

- (1) Election of the six nominees for director named in the attached Proxy Statement;
- (2) Approval of an amendment to Matador Resources Company's amended and restated certificate of formation to (i) increase the amount of authorized shares of common stock from 120,000,000 shares to 160,000,000 shares and (ii) increase the total number of shares of capital stock that Matador Resources Company is authorized to issue to reflect such increase in the authorized shares of common stock;
- (3) Advisory vote to approve the compensation of our named executive officers as described in the attached Proxy Statement;
- (4) Ratification of the appointment of KPMG LLP as the Company's independent registered public accounting firm for the year ending December 31, 2017; and
- (5) Any other matters that may properly come before the meeting.

All shareholders of record at the close of business on April 7, 2017 are entitled to vote at the meeting or any postponement or adjournment of the meeting. A list of the shareholders of record is available at the Company's offices in Dallas, Texas.

By Order of the Board of Directors,

Joseph Wm. Foran
Chairman and Chief Executive Officer

April 21, 2017

YOUR VOTE IS IMPORTANT!

Edgar Filing: Matador Resources Co - Form DEF 14A

Whether or not you will attend the meeting, please vote as promptly as possible by using the Internet or telephone or by signing, dating and returning your proxy card to the address listed on the card.

Important Notice Regarding the Availability of Proxy Materials for the

Annual Meeting of Shareholders to Be Held on June 1, 2017:

Our Proxy Statement and the Annual Report to Shareholders for the fiscal year ended December 31, 2016 are available for viewing, printing and downloading at <https://materials.proxyvote.com/576485>.

Table of Contents

TABLE OF CONTENTS

	Page
<u>Proxy Statement</u>	1
<u>Proxy Summary</u>	3
<u>Information About the Annual Meeting</u>	5
<u>Proposal 1 Election of Directors</u>	9
<u>Nominees</u>	9
<u>Vote Required</u>	11
<u>Directors Continuing in Office</u>	12
<u>Special Board Advisors</u>	13
<u>Corporate Governance</u>	17
<u>Independence of Directors</u>	17
<u>Majority Vote in Director Elections</u>	17
<u>Board Leadership Structure</u>	18
<u>Board Committees</u>	19
<u>Board's Role in Risk Oversight</u>	23
<u>Compensation Committee Interlocks and Insider Participation</u>	23
<u>Communications with Directors</u>	23
<u>Executive Officers and Other Senior Officers of the Company</u>	24
<u>Proposal 2 Approval of the Amendment to the Amended and Restated Certificate of Formation to Increase the Amount of Authorized Common Stock</u>	29
<u>Purpose of the Proposed Amendment</u>	29
<u>Text of the Proposed Amendment</u>	29
<u>Potential Effects of the Proposed Amendment</u>	30
<u>Appraisal Rights</u>	30
<u>Timing of the Proposed Amendment</u>	30
<u>Vote Required</u>	30
<u>Proposal 3 Advisory Vote to Approve Named Executive Officer Compensation</u>	31
<u>Vote Required</u>	31
<u>Proposal 4 Ratification of the Appointment of KPMG LLP</u>	33
<u>Fees of Independent Registered Public Accounting Firm for Fiscal Years 2016 and 2015</u>	33
<u>Report of the Audit Committee</u>	34
<u>Vote Required</u>	35
<u>Executive Compensation</u>	36
<u>Compensation Discussion and Analysis</u>	36
<u>Compensation Committee Report</u>	48
<u>Summary Compensation Table</u>	49
<u>Grants of Plan-Based Awards Table</u>	50
<u>Discussion Regarding Summary Compensation Table and Grants of Plan-Based Awards Table</u>	50
<u>Outstanding Equity Awards at December 31, 2016</u>	52
<u>Option Exercises and Stock Vested</u>	53
<u>Potential Payments Upon Termination or Change in Control</u>	54
<u>Director Compensation</u>	57
<u>Compensation for 2016</u>	57
<u>Compensation for 2017</u>	58
<u>Director Ownership Guidelines</u>	58
<u>Special Board Advisor Compensation</u>	59
<u>Securities Authorized for Issuance Under Equity Compensation Plans</u>	59
<u>Transactions with Related Persons</u>	60
<u>Security Ownership of Certain Beneficial Owners and Management</u>	64
<u>Additional Information</u>	67
<u>Section 16(a) Beneficial Ownership Reporting Compliance</u>	67
<u>Shareholder Proposals for the 2018 Proxy Statement</u>	67
<u>Director Nominations or Other Business for Presentation at the 2018 Annual Meeting</u>	67
<u>Annual Report on Form 10-K</u>	67

Table of Contents

Matador Resources Company

One Lincoln Centre

5400 LBJ Freeway, Suite 1500

Dallas, Texas 75240

www.matadorresources.com

PROXY STATEMENT

For

ANNUAL MEETING OF SHAREHOLDERS

To Be Held on June 1, 2017

This Proxy Statement is being mailed on or about April 21, 2017 to the shareholders of Matador Resources Company (Matador or the Company) in connection with the solicitation of proxies by the Board of Directors (the Board) of the Company to be voted at the Annual Meeting of Shareholders of the Company to be held at the Westin Galleria, Dallas Ballroom, 13340 Dallas Parkway, Dallas, Texas 75240, on June 1, 2017, at 9:30 a.m., Central Daylight Time (the Annual Meeting), or at any postponement or adjournment thereof, for the purposes set forth in the accompanying Notice of Annual Meeting of Shareholders. The address of the Company s principal executive office is One Lincoln Centre, 5400 LBJ Freeway, Suite 1500, Dallas, Texas 75240.

If you are a shareholder of record, you may vote in person by attending the meeting, by completing and returning a proxy by mail or by using the Internet or telephone. You may vote your proxy by mail by marking your vote on the enclosed proxy card and following the instructions on the card. To vote your proxy using the Internet or telephone, see the instructions on the proxy form and have the proxy form available when you access the Internet website or place your telephone call.

The named proxies will vote your shares according to your directions. If you sign and return your proxy but do not make any of the selections, the named proxies will vote your shares: (i) FOR the election of the six nominees for director as set forth in this Proxy Statement, (ii) FOR the proposed amendment to the Company s amended and restated certificate of formation to (A) increase the amount of authorized shares of common stock, \$0.01 par value per share (Common Stock) from 120,000,000 shares to 160,000,000 shares and (B) increase the total number of shares of capital stock that the Company is authorized to issue to reflect such increase in the Company s authorized common stock (the Proposed Amendment), (iii) FOR the approval, on an advisory basis, of the compensation of the Company s named executive officers as disclosed in this Proxy Statement and (iv) FOR the ratification of KPMG LLP as the independent registered public accounting firm of the Company for the year ending December 31, 2017. The proxy may be revoked at any time before it is exercised by filing with the Company a written revocation addressed to the Corporate Secretary, by executing a proxy bearing a later date or by attending the Annual Meeting and voting in person.

The cost of soliciting proxies will be borne by the Company. In addition to the use of postal services and the Internet, proxies may be solicited by directors, officers and employees of the Company (none of whom will receive any additional compensation for any assistance they may provide in the solicitation of proxies) in person or by telephone.

The outstanding voting securities of the Company consist of Common Stock. The record date for the determination of the shareholders entitled to notice of and to vote at the Annual Meeting, or any postponement or adjournment thereof, has been established by the Board as the close of business on April 7, 2017 (the Record Date). As of the Record Date, there were 100,142,297 shares of Common Stock outstanding and entitled to vote.

The presence, in person or by proxy, of the holders of record of a majority of the outstanding shares entitled to vote is necessary to constitute a quorum for the transaction of business at the Annual Meeting, but if a quorum should not be present, the meeting may be adjourned from time to time until a quorum is obtained. A holder of Common Stock will be entitled to one vote per share on each matter properly brought before the meeting. Cumulative voting is not permitted in the election of directors.

Table of Contents

The proxy card provides space for a shareholder to abstain with respect to any or all nominees for the Board. The affirmative vote of a majority of the votes cast by holders of shares present in person or represented by proxy and entitled to vote on the election of directors at the Annual Meeting is required for the election of each nominee for director. With respect to the election of directors in an uncontested election, such as that being held at the Annual Meeting, majority of the votes cast means the number of votes cast FOR the election as a director of such nominee exceeds the number of votes cast AGAINST such nominee. See Corporate Governance Majority Vote in Director Elections for additional information regarding election of directors.

The Proposed Amendment requires the affirmative vote of two-thirds of the outstanding shares of Common Stock. All other proposals require the affirmative vote of a majority of the shares of Common Stock present in person or represented by proxy and entitled to vote at the meeting. Shares held by a shareholder who abstains from voting on any or all proposals will be included for the purpose of determining the presence of a quorum. Other than with respect to the election of directors, an abstention will effectively count as a vote cast against each proposal. Broker non-votes on any matter, as to which the broker has indicated on the proxy that it does not have discretionary authority to vote, will be treated as shares not entitled to vote with respect to that matter. However, such shares will be considered present and entitled to vote for quorum purposes so long as they are entitled to vote on at least one other matter.

Table of Contents

PROXY SUMMARY

This summary highlights information contained elsewhere in this Proxy Statement. This summary does not contain all of the information that you should consider, and you should read the entire Proxy Statement carefully prior to voting. For more complete information regarding our 2016 performance, please review our Annual Report on Form 10-K for the year ended December 31, 2016.

2017 Annual Meeting of Stockholders

Date and Time: June 1, 2017, at 9:30 a.m., Central Daylight Time

Location: Westin Galleria, Dallas Ballroom, 13340 Dallas Parkway, Dallas, Texas 75240

Record Date: April 7, 2017

Voting: Shareholders as of the close of business on the Record Date are entitled to vote. Each share of Common Stock is entitled to one vote at the Annual Meeting.

Voting Matters and Board Recommendation

Proposal	Board Recommendation
Election of Six Director Nominees (page 9)	FOR
Approval of the Proposed Amendment (page 29)	FOR
Advisory Vote to Approve Named Executive Officer Compensation (page 31)	FOR
Ratification of the Appointment of KPMG LLP as the Company's Independent Registered Public Accounting Firm for 2017 (page 33)	FOR

2016 Business Highlights

In 2016, Matador achieved record oil, natural gas and average daily oil equivalent production. In addition, Matador increased its estimated total proved oil and natural gas reserves 24% as of December 31, 2016, as compared to December 31, 2015.

Business highlights achieved during 2016 include the following:

A 13% increase in oil production from 4.5 million barrels (Bbl) produced in 2015 to 5.1 million Bbl produced in 2016.

A 10% increase in natural gas production from 27.7 billion cubic feet (Bcf) of natural gas produced in 2015 to 30.5 Bcf of natural gas produced in 2016.

A 12% increase in average daily oil equivalent production from 24,955 barrels of oil equivalent (BOE) per day, including 12,306 Bbl of oil per day and 75.9 million cubic feet (MMcf) of natural gas per day, in 2015 to 27,813 BOE per day, including 13,924 Bbl of oil per day and 83.3 MMcf of natural gas per day, in 2016.

A net loss (GAAP) of \$97.4 million and Adjusted EBITDA (non-GAAP) of \$157.9 million for the year ended December 31, 2016. For a definition of Adjusted EBITDA and a reconciliation of Adjusted EBITDA to our net loss and net cash provided by operating activities, see Schedule A to this Proxy Statement.

Edgar Filing: Matador Resources Co - Form DEF 14A

On March 11, 2016, we completed a public offering of 7,500,000 shares of our Common Stock. After deducting offering costs totaling approximately \$0.8 million, we received net proceeds of approximately \$141.5 million.

On December 9, 2016, we issued \$175.0 million of our 6.875% senior unsecured notes due 2023 in a private placement. We received net proceeds from the issuance of the notes of \$181.5 million, including the issue premium, but after deducting the initial purchasers discounts and estimated

Table of Contents

offering expenses and excluding accrued interest paid by buyers of the notes. Also on December 9, 2016, we completed a public offering of 6,000,000 shares of our Common Stock. After deducting offering costs totaling approximately \$0.4 million, we received net proceeds of approximately \$145.8 million.

Director Nominees (page 9)

Our Board currently has 12 members divided into three classes of directors, designated Class I, Class II and Class III. Directors are elected for three-year terms. The table below provides certain summary information about each nominee for director named in this Proxy Statement.

Name	Age	Director		Principal Occupation	Committee
		Since			Memberships
Joseph Wm. Foran	64	2003		Chairman and CEO, Matador Resources Company	E, OP, P
Reynald A. Baribault*	53	2014		Vice President / Engineering, NP Resources, LLC	A, C, CG, E, OP, P
R. Gaines Baty*	66	2016		CEO, R. Gaines Baty Associates, Inc.	C, CG
William M. Byerley*	63	2016		Retired Partner, PricewaterhouseCoopers (PwC)	A, CG
Julia P. Forrester*	57	2017		Associate Provost for Student Academic Services, Southern Methodist University	A, CG
Kenneth L. Stewart*	63	2017		Chair United States, Norton Rose Fulbright US LLP	C, CG

Lead Independent Director

* Independent Director

A Audit Committee

C Compensation Committee

CG Corporate Governance Committee

E Executive Committee

N Nominating Committee

OP Operations and Engineering Committee

P Prospect Committee

Executive Compensation Highlights (page 36)

Our compensation program is designed to reward, in both the short term and the long term, performance that contributes to the implementation of our business strategies, maintenance of our culture and values and the achievement of our objectives. In addition, we reward qualities that we believe help achieve our business strategies such as teamwork, individual performance in light of general economic and industry-specific conditions, relationships with shareholders and vendors, the ability to manage and enhance production from our existing assets, the ability to explore new opportunities to increase oil and natural gas production, the ability to identify and acquire additional acreage, the ability to increase year-over-year proved reserves, the ability to control unit production costs, level of job responsibility, industry experience and general professional growth.

Edgar Filing: Matador Resources Co - Form DEF 14A

Our Board has a pay for performance philosophy and recognizes the leadership of Mr. Joseph Wm. Foran, our Chairman and Chief Executive Officer, and our other executive officers in contributing to the Company's success in 2016. Accordingly, approximately 85% of Mr. Foran's 2016 total compensation was performance based with approximately 45% of his total compensation consisting of long-term incentive awards. Details of our executive compensation are shown in the 2016 Summary Compensation Table on page 49.

Table of Contents

INFORMATION ABOUT THE ANNUAL MEETING

We are furnishing you this Proxy Statement in connection with the solicitation of proxies by the Board to be used at the Annual Meeting and any adjournment thereof. The Annual Meeting will be held on Thursday, June 1, 2017, at 9:30 a.m., Central Daylight Time. We are sending this Proxy Statement to our shareholders on or about April 21, 2017.

All references in this Proxy Statement to we, our, us, Matador or the Company refer to Matador Resources Company, including our subsidiaries and affiliates.

What is the purpose of the Annual Meeting?

At the Annual Meeting, shareholders will act upon the matters outlined in the Annual Meeting notice, including the following:

the election of the six nominees for director named in this Proxy Statement;

the approval of an amendment to the Company's amended and restated certificate of formation to (i) increase the amount of authorized shares of Common Stock from 120,000,000 to 160,000,000 shares and (ii) increase the total number of shares of capital stock that the Company is authorized to issue to reflect such increase in the Company's authorized common stock (the Proposed Amendment);

an advisory vote to approve the compensation of our named executive officers as described herein;

the ratification of the appointment of KPMG LLP as the Company's independent registered public accounting firm for the year ending December 31, 2017; and

any other matters that may properly come before the meeting.

What are the Board's voting recommendations?

FOR the election of the six nominees for director named in this Proxy Statement;

FOR the Proposed Amendment;

FOR the approval, on an advisory basis, of the compensation of the Company's named executive officers; and

FOR the ratification of the appointment of KPMG LLP as the Company's independent registered public accounting firm for the year ending December 31, 2017.

Who is entitled to vote?

Shareholders as of the close of business on April 7, 2017 are eligible to vote their shares at the Annual Meeting. As of the Record Date, there were 100,142,297 shares of our Common Stock outstanding. Each share of Common Stock is entitled to one vote at the Annual Meeting.

Why did I receive a Notice Regarding the Internet Availability of Proxy Materials in the mail instead of a full set of proxy materials?

Edgar Filing: Matador Resources Co - Form DEF 14A

Securities and Exchange Commission (SEC) rules allow companies to furnish proxy materials over the Internet. We have elected to send a separate Notice of Internet Availability of Proxy Materials (the Notice) to most of our shareholders instead of a paper copy of the proxy materials. This approach conserves natural resources and reduces the costs of printing and distributing our proxy materials while providing shareholders

Table of Contents

with a convenient way to access our proxy materials. Instructions on how to access the proxy materials over the Internet or to request a paper copy of proxy materials, including a proxy card or voting instruction form, may be found in the Notice. In addition, shareholders may request to receive future proxy materials in printed form by mail or electronically by email by following the instructions in the Notice. A shareholder's election to receive proxy materials by mail or email will remain in effect until the shareholder terminates it.

How do I vote?

You may:

attend the Annual Meeting and vote in person; or

dial the toll-free number listed on the Notice, proxy card or voting instruction form provided by your broker. Easy-to-follow voice prompts allow you to vote your shares and confirm that your voting instructions have been properly recorded. Telephone voting will be available 24 hours a day and will close at 11:59 p.m., Eastern Daylight Time on May 31, 2017; or

go to the website www.proxyvote.com and follow the instructions, then confirm that your voting instructions have been properly recorded. If you vote using the website, you can request electronic delivery of future proxy materials. Internet voting will be available 24 hours a day and will close at 11:59 p.m., Eastern Daylight Time on May 31, 2017; or

if you received a paper copy of your proxy materials and elect to vote by written submission, mark your selections on the proxy card, date and sign it, and return the card in the pre-addressed, postage-paid envelope provided.

Why did I receive paper copies of proxy materials?

We are providing certain shareholders with paper copies of the proxy materials instead of a separate Notice. If you received a paper copy and would no longer like to receive printed proxy materials, you may consent to receive all future proxy materials electronically via email or the Internet. To sign up for electronic delivery, please follow the instructions provided in your proxy materials. When prompted, indicate that you agree to receive or access shareholder communications electronically in the future.

Will each shareholder in our household receive proxy materials?

Generally, no. To the extent you are receiving printed proxy materials, we try to provide only one set of proxy materials to be delivered to multiple shareholders sharing an address, unless you have given us other instructions. Any shareholder at a shared address may request delivery of single or multiple copies of printed proxy materials for future meetings by contacting us at:

Matador Resources Company

Attention: Corporate Secretary

5400 LBJ Freeway, Suite 1500

Dallas, Texas 75240

Email: investors@matadorresources.com

Telephone: (972) 371-5200

We undertake to deliver promptly, upon written or oral request, a copy of proxy materials to a shareholder at a shared address to which a single copy of the proxy materials was delivered. Requests should be directed to the Corporate Secretary at the address or phone number set forth above.

Who will be admitted to the Annual Meeting?

Admission to the Annual Meeting will be limited to our shareholders of record, persons holding proxies from our shareholders, beneficial owners of our Common Stock and our employees. If your shares are registered

Table of Contents

in your name, we will verify your ownership at the meeting in our list of shareholders as of the Record Date. If your shares are held through a broker, bank or other nominee, you must bring proof of your ownership of the shares. This proof could consist of, for example, a bank or brokerage firm account statement or a letter from your bank or broker confirming your ownership as of the Record Date. You may also send proof of ownership to us at Matador Resources Company, Attention: Corporate Secretary, 5400 LBJ Freeway, Suite 1500, Dallas, Texas 75240, or email: investors@matadorresources.com before the Annual Meeting, and we will send you an admission card.

If I vote via telephone or the Internet or by mailing my Proxy Card, may I still attend the Annual Meeting?

Yes.

What if I want to change my vote?

You may revoke your proxy before it is voted by submitting a new proxy with a later date (by mail, telephone or Internet), by voting at the Annual Meeting or by filing a written revocation with our Corporate Secretary. Your attendance at the Annual Meeting will not automatically revoke your proxy.

What constitutes a quorum?

A majority of the shares entitled to vote, present in person or represented by proxy, constitutes a quorum. If you vote by telephone or Internet or by returning your Proxy Card, you will be considered part of the quorum. The Inspector of Election will treat shares represented by a properly executed proxy as present at the meeting. Abstentions and broker non-votes will be counted for purposes of determining a quorum. A broker non-vote occurs when a nominee holding shares for a beneficial owner submits a proxy but does not vote on a particular proposal because the nominee does not have discretionary voting power for that item and has not received instructions from the beneficial owner.

How many votes will be required to approve a proposal?

The affirmative vote of a majority of the votes cast by holders of shares of Common Stock present in person or represented by proxy and entitled to vote on the election of directors at the Annual Meeting is required for the election of each nominee for director. With respect to the election of directors in an uncontested election, such as that being held at the Annual Meeting, majority of the votes cast means the number of votes cast FOR such nominee exceeds the number of votes cast AGAINST such nominee.

The Proposed Amendment requires the affirmative vote of two-thirds of the outstanding shares of Common Stock.

With respect to all other matters, the affirmative vote of the holders of a majority of the shares of Common Stock, present in person or by proxy, and entitled to vote at the Annual Meeting, is required.

Shares cannot be voted at the Annual Meeting unless the holder of record is present in person or by proxy.

Can brokers who hold shares in street name vote those shares if they have received no instructions?

Under the rules of the New York Stock Exchange (NYSE), brokers may not vote the shares held by them in street name for their customers and for which they have not received instructions, except with respect to a routine matter. The only matter to be voted on at the Annual Meeting that is considered routine for these purposes is the ratification of the appointment of our independent registered public accounting firm. Accordingly, brokers may not vote your shares on any other matter if you have not given specific instructions as to how to vote. Please be sure to give specific voting instructions to your broker so that your vote will be counted.

Table of Contents

How will you treat abstentions and broker non-votes?

Shares of a shareholder who abstains from voting on any or all proposals will be included for the purpose of determining the presence of a quorum. Other than with respect to the election of directors, an abstention will effectively count as a vote cast against each proposal. Broker non-votes on any matter, as to which the broker has indicated on the proxy that it does not have discretionary authority to vote, will be treated as shares not entitled to vote with respect to that matter. However, such shares will be considered present and entitled to vote for quorum purposes so long as they are entitled to vote on at least one other matter.

Who pays the solicitation expenses?

We will bear the cost of solicitation of proxies. Proxies may be solicited by mail or personally by our directors, officers or employees, none of whom will receive additional compensation for such solicitation. Those holding shares of Common Stock of record for the benefit of others, or nominee holders, are being asked to distribute proxy soliciting materials to, and request voting instructions from, the beneficial owners of such shares. We will reimburse nominee holders for their reasonable out-of-pocket expenses.

Where can I find the voting results of the Annual Meeting?

We will announce preliminary voting results at the Annual Meeting, and we will publish final results in a Current Report on Form 8-K that will be filed with the SEC within four business days of the Annual Meeting. You may obtain a copy of this and other reports free of charge at www.matadorresources.com, by contacting our Investor Relations Department at (972) 371-5200 or investors@matadorresources.com or by accessing the SEC's website at www.sec.gov.

Will the Company's independent registered public accounting firm be available at the Annual Meeting to respond to questions?

Yes. The Audit Committee of the Board has approved KPMG LLP to serve as our independent registered public accounting firm for the year ending December 31, 2017. Representatives of KPMG LLP will be present at the Annual Meeting. They will have an opportunity to make a statement, if they desire to do so, and will be available to respond to appropriate questions.

Where can I contact the Company?

Our mailing address is:

Matador Resources Company

Attention: Corporate Secretary

5400 LBJ Freeway, Suite 1500

Dallas, Texas 75240

Our telephone number is (972) 371-5200.

Table of Contents

PROPOSAL 1 ELECTION OF DIRECTORS

The Board currently consists of 12 members. Our Board is divided into three classes of directors, designated Class I, Class II and Class III, with the term of office of each director ending on the date of the third annual meeting following the annual meeting at which such director's class was elected. The number of directors in each class will be as nearly equal as possible. The current Class I directors are Ms. Julia P. Forrester and Messrs. William M. Byerley, Kenneth L. Stewart and George M. Yates. Ms. Forrester and Messrs. Byerley and Stewart were appointed to the Board following the 2016 Annual Meeting of Shareholders and are therefore Class I director nominees at the Annual Meeting, in each case, to hold office until the 2018 Annual Meeting of Shareholders or his or her earlier death, retirement, resignation or removal. Mr. Yates' term as a director will continue until the 2018 Annual Meeting of Shareholders or his earlier death, retirement, resignation or removal. The Class II directors are Messrs. R. Gaines Baty, Craig T. Burkert and Gregory E. Mitchell and Dr. Steven W. Ohnimus. Mr. Baty was appointed to the Board following the 2016 Annual Meeting of Shareholders and is therefore a Class II director nominee at the Annual Meeting, to hold office until the 2019 Annual Meeting of Shareholders or his earlier death, retirement, resignation or removal. The terms of each of Messrs. Burkert and Mitchell and Dr. Ohnimus will continue until the 2019 Annual Meeting of Shareholders or his earlier death, retirement, resignation or removal. The Class III directors are Messrs. Joseph Wm. Foran, Reynald A. Baribault, Joe A. Davis and David M. Laney. The term of Messrs. Davis and Laney will expire at the Annual Meeting, creating two vacancies on the Board. Messrs. Foran and Baribault are the Class II director nominees at the Annual Meeting, in each case, to hold office until the 2020 Annual Meeting of Shareholders or his earlier death, retirement, resignation or removal.

The Board believes that each of the director nominees possesses the qualifications described below in Corporate Governance Board Committees Nominating Committee. That is, the Board believes that each nominee possesses: (i) deep experience at the policy making level in business, government or education; (ii) the availability and willingness to devote adequate time to Board duties; (iii) the character, judgment and ability to make independent analytical, probing and other inquiries; (iv) a willingness to exercise independent judgment along with a willingness to listen and learn from others; (v) business knowledge and experience that provides a balance with the other directors; (vi) financial independence; and (vii) with respect to incumbent directors, excellent past performance on the Board.

The information provided below is biographical information about each of the nominees, as well as a description of the experience, qualifications, attributes or skills that led the Board to conclude that the individual should be nominated for election as a director of the Company.

Nominees

Mr. Joseph Wm. Foran. Mr. Foran, age 64, founded Matador Resources Company in July 2003 and has served as Chairman of the Board, Chief Executive Officer and Secretary since our founding. He served as President from our founding until November 2013 and is also chair of the Board's Executive Committee. Mr. Foran began his career as an oil and natural gas independent in 1983 when he and his wife, Nancy, founded Foran Oil Company with \$270,000 in contributed capital from 17 of his closest friends and neighbors. Foran Oil Company was later contributed into Matador Petroleum Corporation upon its formation by Mr. Foran in 1988, and Mr. Foran served as Chairman and Chief Executive Officer of that company from inception until the time of its sale to Tom Brown, Inc. in June 2003 for an enterprise value of \$388 million in an all-cash transaction. Under Mr. Foran's guidance, Matador Petroleum realized a 21% average annual rate of return for its shareholders for 15 years. Mr. Foran is originally from Amarillo, Texas, where his family owned a pipeline construction business. From 1980 to 1983, he was Vice President and General Counsel of J. Cleo Thompson and James Cleo Thompson, Jr., Oil Producers. Prior to that time, he was a briefing attorney to Chief Justice Joe R. Greenhill of the Supreme Court of Texas. Mr. Foran graduated with a Bachelor of Science degree in Accounting from the University of Kentucky with highest honors and a law degree from the Southern Methodist University Dedman School of Law, where he was a Hatton W. Sumners scholar and the Leading Articles Editor of the Southwestern

Table of Contents

Law Review. He is currently active as a member of various industry and civic organizations, including his church and various youth activities. In 2002, Mr. Foran was honored as the Ernst & Young Entrepreneur of the Year for the Southwest Region. As the founder, Chairman of the Board and Chief Executive Officer of Matador Resources Company, Mr. Foran has provided leadership, experience and long relationships with many of our shareholders.

Mr. Reynald A. Baribault. Mr. Baribault, age 53, was elected to our Board in June 2014 and currently serves as lead independent director and is chair of the Board's Compensation Committee. He is Vice President / Engineering of NP Resources, LLC, a Denver-based exploration and production operator solely focused on the horizontal Bakken play in the North Dakota Williston Basin. In 2007, he co-founded NP Resources predecessor company, North Plains Energy, LLC, which developed and sold its North Dakota production and assets in 2012. In addition, he co-founded and serves as President and Chief Executive Officer of IPR Energy Partners, LLC, a Dallas-based oil and natural gas production operator with previous operations in Louisiana, Southeast New Mexico and North Central Texas and current operations in the Fort Worth Basin. Prior to co-founding North Plains Energy, NP Resources and IPR Energy Partners, Mr. Baribault served as Vice President, Supervisor and Petroleum Engineering Consultant of Netherland, Sewell & Associates, Inc. from 1990 to 2002. Mr. Baribault began his professional career with Exxon Company in 1985 and oversaw operations reservoir engineering matters for high-pressure natural gas fields in South Louisiana. Mr. Baribault received his Bachelor of Science degree in Petroleum Engineering from Louisiana State University in 1985 and is a Licensed Professional Engineer in the State of Texas. Mr. Baribault provides valuable insight to our Board on our drilling, completion and reservoir engineering operations, as well as growth strategies, midstream operations and administration.

Mr. R. Gaines Baty. Mr. Baty, age 66, was appointed to the Board in 2016. Mr. Baty is Founder and CEO of R. Gaines Baty Associates, Inc., an executive search firm he founded in 1982. Mr. Baty has over 30 years of experience as an executive search consultant. In this role, he has provided companies across the country and in a variety of industries, with executive search and advisory services. Mr. Baty has served as a two-term President of the Society of Executive Recruiting Consultants and a two-term President of the Independent Recruiter Group. Mr. Baty is also a published author. Mr. Baty received a Bachelor of Business Administration degree from Texas Tech University, where he was a letterman and captain of the football team. Mr. Baty's experience and expertise in executive leadership and development provide our Board with an important and unique perspective on these matters, and Mr. Baty assists the Board and the Company with recruitment, board administration, compensation and growth strategies.

Mr. William M. Byerley. Mr. Byerley, age 63,