

Memorial Resource Development Corp.  
Form 10-Q/A  
September 05, 2014

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**Form 10 Q/A**

**(Amendment No. 1)**

**Quarterly Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

**For the quarterly period ended June 30, 2014**

**OR**

**Transition Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

**For the transition period from \_\_\_ to \_\_\_.**

**Commission File Number: 001-36490**

**MEMORIAL RESOURCE DEVELOPMENT CORP.**

(Exact name of registrant as specified in its charter)

**Delaware**

(State or other jurisdiction of incorporation or organization)

**46-4710769**

(I.R.S. Employer Identification No.)

**1301 McKinney, Suite 2100, Houston, TX**

(Address of principal executive offices)

**77010**

(Zip Code)

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

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was

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required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§ 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes  No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See definition of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act. Check one:

Large accelerated filer

Accelerated filer

Non-accelerated filer  (Do not check if a smaller reporting company)

Smaller reporting company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes  No

As of July 31, 2014, the registrant had 193,568,422 shares of common stock, \$.01 par value, outstanding

### EXPLANATORY NOTE

Memorial Resource Development Corp. (the Company) is filing this Amendment No. 1 to Form 10-Q on Form 10-Q/A (Amendment No. 1) to amend the Company's Quarterly Report on Form 10-Q for the quarterly period ended June 30, 2014, which was filed with the Securities and Exchange Commission (SEC) on August 8, 2014 (the Original Form 10-Q).

The purpose of this Amendment No. 1 is solely to furnish the interactive data files on Exhibit 101 under Part II, Item 6. The interactive data files are machine-readable computer code that presents the financial statements and related notes in eXtensible Business Reporting Language (XBRL) electronic format. This Amendment No. 1 is being filed within the 30-day grace period provided by Rule 405(a)(2) of Regulation S-T. Those sections of the Original Form 10-Q that are unaffected by this Amendment No. 1 are not included herein.

No other changes have been made to the Original Form 10-Q. This Amendment No. 1 speaks as of the original filing date of the Original Form 10-Q, does not reflect events that may have occurred subsequent to the original filing date, and does not modify or update in any way disclosures made in the Original Form 10-Q. Accordingly, this Amendment No. 1 should be read in conjunction with the Original Form 10-Q, as well as the Company's other filings made with the SEC subsequent to the filing of the Original Form 10-Q.

Pursuant to Rule 406T of Regulation S-T, the interactive data files on Exhibit 101 hereto are deemed not filed or part of a registration statement or prospectus for purposes of Sections 11 or 12 of the Securities Act of 1933, as amended, are deemed not filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, and otherwise are not subject to liability under those sections.

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**PART II OTHER INFORMATION**
**ITEM 6. EXHIBITS.****Exhibit****Number****Description**

- 2.1## Purchase and Sale Agreement, dated as of May 2, 2014, among Merit Management Partners I, L.P., Merit Energy Partners III, L.P., Merit Pipeline Company, LLC and Merit Energy Company, LLC and Memorial Production Operating LLC (incorporated by reference to Exhibit 2.1 to Memorial Production Partners LP's Current Report on Form 8-K (File No. 001-35364) filed on May 5, 2014).
- 2.2## Purchase and Sale Agreement between Memorial Resource Development LLC and Memorial Production Operating LLC, dated as of July 15, 2013 (incorporated by reference to Exhibit 2.5 to Memorial Production Partners LP's Form 8-K (File No. 001-35364), filed with the SEC on July 16, 2013).
- 3.1 Amended and Restated Certificate of Incorporation dated June 10, 2014 (incorporated by reference to Exhibit 3.1 to the Company's Current Report on Form 8-K (File No. 001-36490) filed on June 16, 2014).
- 3.2 Amended and Restated Bylaws dated June 10, 2014 (incorporated by reference to Exhibit 3.2 to the Company's Current Report on Form 8-K (File No. 001-36490) filed on June 16, 2014).
- 4.1 Indenture, dated July 10, 2014, by and among Memorial Resource Development Corp., the subsidiary guarantors named therein and U.S. Bank National Association, as trustee (incorporated by reference to Exhibit 4.1 to the Company's Current Report on Form 8-K (File No. 001-36490) filed on July 16, 2014).
- 4.2 Form of 5.875% Senior Note due 2022 (incorporated by reference to Exhibit 4.2 to the Company's Current Report on Form 8-K (File No. 001-36490) filed on July 16, 2014).
- 4.3 Registration Rights Agreement, dated as of July 10, 2014, by and among Memorial Resource Development Corp., the several guarantors named therein and Citigroup Global Markets Inc., as representative of the initial purchasers named therein (incorporated by reference to Exhibit 4.3 to the Company's Current Report on Form 8-K (File No. 001-36490) filed on July 16, 2014).
- 4.4 Indenture, dated July 17, 2014, by and among Memorial Production Partners LP, Memorial Production Finance Corporation, the subsidiary guarantors named therein and U.S. Bank National Association, as trustee (incorporated by reference to Exhibit 4.1 to Memorial Production Partners LP's Current Report on Form 8-K (File No. 001-35364) filed on July 17, 2014).
- 4.5 Registration Rights Agreement, dated July 17, 2014, by and among Memorial Production Partners LP, Memorial Production Finance Corporation, the subsidiary guarantors named therein, and Barclays Capital Inc., as representative of the initial purchasers named therein (incorporated by reference to Exhibit 4.2 to Memorial Production Partners LP's Current Report on Form 8-K (File No. 001-35364) filed on July 17, 2014).
- 4.6# Form of Restricted Unit Agreement under the Memorial Production Partners GP LLC Long-Term

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Incentive Plan (incorporated by reference to Exhibit 4.6 to Memorial Production Partners LP's Registration Statement on Form S-8 (File No. 333-178493) filed on December 14, 2011).

- 10.1 Memorial Resource Development Corp. 2014 Long Term Incentive Plan (incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K (File No. 001-36490) filed on June 16, 2014).
- 10.2 Credit Agreement by and among Memorial Resource Development Corp., as the Borrower, the Lenders party thereto, Bank of America, N.A., as Administrative Agent and Collateral Agent, and the other parties party thereto, dated as of June 18, 2014 (incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K (File No. 001-36490) filed on June 24, 2014).
- 10.3 Voting Agreement among Memorial Resource Development Corp., MRD Holdco LLC and certain former management members of WildHorse Resources, LLC, dated as of June 18, 2014 (incorporated by reference to Exhibit 10.2 to the Company's Current Report on Form 8-K (File No. 001-36490) filed on June 24, 2014).
- 10.4 Services Agreement among Memorial Resource Development Corp., WildHorse Resources, LLC and WildHorse Resources Management Company, LLC, dated as of June 18, 2014 (incorporated by reference to Exhibit 10.3 to the Company's Current Report on Form 8-K (File No. 001-36490) filed on June 24, 2014).
- 10.5 Registration Rights Agreement among Memorial Resource Development Corp. and certain stockholders, dated as of June 18, 2014 (incorporated by reference to Exhibit 10.4 to the Company's Current Report on Form 8-K (File No. 001-36490) filed on June 24, 2014).
- 10.6 Contribution Agreement among Memorial Resource Development LLC, MRD Holdco LLC and Memorial Resource Development Corp., dated as of June 18, 2014 (incorporated by reference to Exhibit 10.5 to the Company's Current Report on Form 8-K (File No. 001-36490) filed on June 24, 2014).
- 10.7 Contribution Agreement among the former management members of WildHorse Resources, LLC party thereto and Memorial Resource Development Corp., dated as of June 18, 2014 (incorporated by reference to Exhibit 10.6 to the Company's Current Report on Form 8-K (File No. 001-36490) filed on June 24, 2014).

- 10.8 Agreement and Plan of Merger merging Memorial Resource Development LLC with and into MRD Operating LLC, dated as of June 18, 2014 (incorporated by reference to Exhibit 10.7 to the Company's Current Report on Form 8-K (File No. 001-36490) filed on June 24, 2014).
- 10.9 Purchase Agreement and Assignment between WildHorse Resources, LLC and WildHorse Resources II, LLC, dated as of June 18, 2014 (incorporated by reference to Exhibit 10.8 to the Company's Current Report on Form 8-K (File No. 001-36490) filed on June 24, 2014).
- 10.10# Form of Indemnification Agreement between Memorial Resource Development Corp. and each of the officers and directors thereof (incorporated by reference to Exhibit 10.9 to the Company's Current Report on Form 8-K (File No. 001-36490) filed on June 24, 2014).
- 10.11# Form of Change in Control Agreement (incorporated by reference to Exhibit 10.10 to the Company's Current Report on Form 8-K (File No. 001-36490) filed on June 24, 2014).
- 10.12# Form of Restricted Stock Agreement (incorporated by reference to Exhibit 10.11 to the Company's Current Report on Form 8-K (File No. 001-36490) filed on June 24, 2014).
- 10.13 Omnibus Agreement dated as of December 14, 2011, by and among Memorial Production Partners LP, Memorial Production Partners GP LLC and Memorial Resource Development LLC (incorporated by reference to Exhibit 10.1 to Memorial Production Partners LP's Form 8-K (File No. 001-35364) filed on December 15, 2011).
- 10.14 Purchase Agreement, dated as of June 25, 2014, by and among Memorial Resource Development Corp., the subsidiary guarantors named therein and Citigroup Global Markets Inc., as representative of the initial purchasers named therein (incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K (File No. 001-36490) filed on June 26, 2014).
- 10.15 Service Agreement, dated as of May 1, 2014 between Classic Hydrocarbons Operating, LLC and Classic Pipeline & Gathering, LLC (incorporated by reference to Exhibit 10.11 to Amendment No. 2 to the Company's Registration Statement on Form S-1 (File No. 333-195062), filed on May 27, 2014).
- 10.16 Water Disposal Agreement, dated as of May 1, 2014, between Classic Hydrocarbons Operating, LLC and Classic Pipeline & Gathering, LLC (incorporated by reference to Exhibit 10.12 to Amendment No. 2 to the Company's Registration Statement on Form S-1 (File No. 333-195062), filed on May 27, 2014).
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- 10.18 Seventh Amendment to Credit Agreement, dated as of June 13, 2014, by and among Memorial Production Partners LP, Memorial Production Operating LLC, Wells Fargo Bank, National Association, as administrative agent for the lenders party thereto, JPMorgan Chase Bank, N.A., as syndication agent for the lenders party thereto, Royal Bank of Canada, The Royal Bank of Scotland plc, Union Bank, N.A. and Comerica Bank, as co-documentation agents for the lenders party thereto, and the other lenders party thereto (incorporated by reference to Exhibit 10.1 to Memorial Production Partners LP's Form 8-K (File No. 001-35364) filed on June 19, 2014).
- 31.1 Certification of Principal Executive Officer Pursuant to Rule 13a-14(a)/15d-14(a) of the Securities Exchange Act of 1934 (incorporated by reference to Exhibit 31.1 to the Company's Quarterly Report on Form 10-Q (File No. 001-36490) filed on August 8, 2014).

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31.2	Certification of Principal Financial Officer Pursuant to Rule 13a-14(a)/15d-14(a) of the Securities Exchange Act of 1934 (incorporated by reference to Exhibit 31.2 to the Company's Quarterly Report on Form 10-Q (File No. 001-36490) filed on August 8, 2014).
32.1	Certifications of Principal Executive Officer and Principal Financial Officer pursuant to 18. U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (incorporated by reference to Exhibit 32.1 to the Company's Quarterly Report on Form 10-Q (File No. 001-36490) filed on August 8, 2014).
101.CAL*	XBRL Calculation Linkbase Document
101.DEF*	XBRL Definition Linkbase Document
101.INS*	XBRL Instance Document
101.LAB*	XBRL Labels Linkbase Document
101.PRE*	XBRL Presentation Linkbase Document
101.SCH*	XBRL Schema Document

\* Furnished herewith. Pursuant to Rule 406T of Regulation S-T, the interactive data files on Exhibit 101 hereto are deemed not filed or part of a registration statement or prospectus for purposes of Sections 11 or 12 of the Securities Act of 1933, as amended, are deemed not filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, and otherwise are not subject to liability under those sections.

# Management contract or compensatory plan or arrangement.

## Pursuant to Item 601(b)(2) of Regulation S-K, the registrant agrees to furnish supplementally a copy of any omitted exhibit or schedule to the SEC upon request.

**SIGNATURES**

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

**Memorial Resource Development Corp.  
(Registrant)**

Date: September 5, 2014

By: /s/ Andrew J. Cozby  
Name: Andrew J. Cozby  
Title: Vice President and Chief Financial Officer



**EXHIBIT INDEX**

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