

Memorial Resource Development Corp.  
Form 8-K  
October 23, 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): October 23, 2015 (October 22, 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)	<b>77002</b> (Zip Code)
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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 8.01. Other Events**

On October 22, 2015, Memorial Resource Development Corp. (the Company) issued a press release announcing, among other things, the closing of its previously announced acquisition of certain oil and natural gas properties in Louisiana (the Acquisition) and reserve estimates associated with the Acquisition and 6,521 net acres acquired by the Company's leasing efforts in and around the Acquisition acreage (the combined acreage being referred to herein as the Acquisition Acreage). A copy of this press release is filed as Exhibit 99.1 to this Current Report on Form 8-K and incorporated in this Item 8.01 by reference.

The Company has received a reserve report prepared by Netherland, Sewell & Associates, Inc., the Company's independent reserve engineers, with respect to the proved and possible reserves as of July 31, 2015 attributable to the Acquisition Acreage, a summary of which is filed as Exhibit 99.2 to this Current Report on Form 8-K.

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

(d) *Exhibits.*

<b>Exhibit Number</b>	<b>Description</b>
23.1	Consent of Netherland, Sewell & Associates, Inc.
99.1	Press release dated October 22, 2015.
99.2	Report of Netherland, Sewell & Associates, Inc.

**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: October 23, 2015

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

**EXHIBIT INDEX**

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