

Memorial Resource Development Corp.
Form 8-K
May 16, 2016

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): May 16, 2016 (May 13, 2016)

MEMORIAL RESOURCE DEVELOPMENT CORP.

(Exact Name of Registrant as Specified in Charter)

Delaware
(State or Other Jurisdiction of
Incorporation or Organization)

001-36490
(Commission File Number)

46-4710769
(I.R.S. Employer Identification No.)

500 Dallas Street, Suite 1800
Houston, Texas
(Address of Principal Executive Offices)

77002
(Zip Code)

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 5.07. Submission of Matters to a Vote of Security Holders.

On May 13, 2016, Memorial Resource Development Corp. (the Company) held its 2016 Annual Meeting of Stockholders (the Annual Meeting). The proposals voted upon at the Annual Meeting and the final voting results are indicated below. For additional information on these proposals, please see the Company's definitive proxy statement filed with the Securities and Exchange Commission on April 1, 2016.

Proposal 1 Election of Directors

Tony R. Weber, Jay C. Graham, Scott A. Gieselman, Kenneth A. Hersh, Robert A. Innamorati, Carol L. O'Neill and Pat Wood, III were elected to continue to serve as the Company's directors until the 2017 Annual Meeting of Stockholders and until their respective successors are elected. Votes regarding the persons elected as directors were as follows:

Nominee	For	Withhold	Broker Non-Votes
Tony R. Weber	142,102,966	43,746,723	9,238,008
Jay C. Graham	149,660,027	36,189,662	9,238,008
Scott A. Gieselman	142,534,184	43,315,505	9,238,008
Kenneth A. Hersh	142,535,128	43,314,561	9,238,008
Robert A. Innamorati	182,952,740	2,896,949	9,238,008
Carol L. O'Neill	182,952,422	2,897,267	9,238,008
Pat Wood, III	182,872,902	2,976,787	9,238,008

Proposal 2 Ratification of the Appointment of KPMG LLP

The appointment of KPMG LLP as the Company's independent auditor for 2016 was ratified. The voting results were as follows:

For	Against	Abstain
195,066,082	17,741	3,874

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: May 16, 2016

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