

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) December 5, 2016

Matador Resources Company
(Exact name of registrant as specified in its charter)

Texas
(State or other jurisdiction
of incorporation)

001-35410
(Commission
File Number)

27-4662601
(IRS Employer
Identification No.)

5400 LBJ Freeway, Suite 1500, Dallas, Texas
(Address of principal executive offices)

75240
(Zip Code)

Registrant's telephone number, including area code: (972) 371-5200

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)
- 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 7.01 Regulation FD Disclosure.

On December 5, 2016, Matador Resources Company (the “Company”) issued a press release (the “Equity Offering Press Release”) announcing the commencement of an underwritten public offering of 5,000,000 shares of its common stock (the “Equity Offering”). A copy of the Equity Offering Press Release is furnished as Exhibit 99.1 to this Current Report on Form 8-K.

On December 5, 2016, the Company issued a press release (the “Notes Offering Press Release”) announcing the commencement of an offering of \$150 million aggregate principal amount of its 6.875% Senior Notes due 2023 (the “Additional Notes”) in a private placement to eligible purchasers. The Additional Notes are being offered as additional notes to the Company’s existing \$400 million aggregate principal amount of 6.875% Senior Notes due 2023 that the Company issued in a private placement on April 14, 2015. A copy of the Notes Offering Press Release is furnished as Exhibit 99.2 to this Current Report on Form 8-K.

On December 6, 2016, the Company issued a press release announcing the upsize and pricing of the Equity Offering (the “Equity Offering Upsize Press Release”). A copy of the Equity Offering Upsize Press Release is furnished as Exhibit 99.3 to this Current Report.

The information furnished pursuant to this Item 7.01, including Exhibits 99.1, 99.2 and 99.3, shall not be deemed to be “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, and will not be incorporated by reference into any filing under the Securities Act of 1933, as amended, unless specifically identified therein as being incorporated therein by reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

Exhibit No.	Description of Exhibit
99.1	Equity Offering Press Release, dated December 5, 2016.
99.2	Notes Offering Press Release, dated December 5, 2016.
99.3	Equity Offering Upsize Press Release, dated December 6, 2016.

SIGNATURE

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.

MATADOR RESOURCES COMPANY

Date: December 6, 2016

By: /s/ Craig N. Adams
Name: Craig N. Adams
Title: Executive Vice President

Exhibit Index

Exhibit No.	Description of Exhibit
99.1	Equity Offering Press Release, dated December 5, 2016.
99.2	Notes Offering Press Release, dated December 5, 2016.
99.3	Equity Offering Upsize Press Release, dated December 6, 2016.

**MATADOR RESOURCES COMPANY ANNOUNCES
COMMENCEMENT OF PUBLIC OFFERING OF COMMON STOCK**

DALLAS, December 5, 2016 - Matador Resources Company (NYSE: MTDR) (“Matador”) announced today that it has commenced an underwritten public offering of 5,000,000 shares of its common stock.

Matador intends to use the net proceeds from this offering to fund the aggregate purchase price for approximately 4,600 net leasehold acres and estimated current net production of approximately 1,150 barrels of oil equivalent per day from wells producing on this acreage in Eddy and Lea Counties, New Mexico as well as approximately 475 net mineral acres in Eddy and Lea Counties, New Mexico, to fund the capital expenditures for a number of midstream initiatives in the Delaware Basin that are either in progress or that we expect to begin by the end of the first quarter of 2017, to repay outstanding borrowings under our revolving credit facility and for general corporate purposes, including capital expenditures associated with the addition of a fourth drilling rig.

BofA Merrill Lynch is acting as book-running manager for the offering. The underwriters may offer the shares of Matador’s common stock from time to time for sale in one or more transactions on the New York Stock Exchange, in the over-the-counter market, through negotiated transactions or otherwise at market prices prevailing at the time of sale, at prices related to prevailing market prices or at negotiated prices.

When available, copies of the preliminary prospectus supplement, prospectus supplement and accompanying base prospectus relating to the offering may be obtained free of charge on the Securities and Exchange Commission’s website at www.sec.gov or by sending a request to:

BofA Merrill Lynch
NC1-004-03-43
200 North College Street, 3rd floor
Charlotte, NC 28255-0001
Attn: Prospectus Department
E-mail: dg.prospectus_requests@baml.com

The shares of common stock will be offered and sold pursuant to an effective shelf registration statement on Form S-3 previously filed with the Securities and Exchange Commission. This press release does not constitute an offer to sell or the solicitation of an offer to buy the securities described herein, nor shall there be any sale of these securities in any state or jurisdiction in which such an offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such jurisdiction. The offering is being made only by means of a prospectus and related prospectus supplement meeting the requirements of Section 10 of the Securities Act of 1933, as amended (the “Securities Act”).

About Matador Resources Company

Matador is an independent energy company engaged in the exploration, development, production and acquisition of oil and natural gas resources in the United States, with an emphasis on oil and natural gas shale and other unconventional plays. Its current operations are focused primarily on the oil and liquids-rich portion of the Wolfcamp and Bone Spring plays in the Delaware Basin in Southeast New Mexico and West Texas. Matador also operates in the Eagle Ford shale play in South Texas and the Haynesville shale and Cotton Valley plays in Northwest Louisiana and East Texas. Additionally, Matador conducts midstream operations in support of its exploration, development and production operations and provides

natural gas processing, natural gas, oil and salt water gathering services and salt water disposal services to third parties on a limited basis.

Forward-Looking Statements

This press release includes “forward-looking statements” within the meaning of Section 27A of the Securities Act, and Section 21E of the Securities Exchange Act of 1934, as amended. “Forward-looking statements” are statements related to future, not past, events. Forward-looking statements are based on current expectations and include any statement that does not directly relate to a current or historical fact. In this context, forward-looking statements often address expected future business and financial performance, and often contain words such as “could,” “believe,” “would,” “anticipate,” “intend,” “estimate,” “expect,” “may,” “should,” “continue,” “plan,” “predict,” “potential,” “project,” “hypothetical,” “forecasted” and similar expressions that are intended to identify forward-looking statements, although not all forward-looking statements contain such identifying words. Actual results and future events could differ materially from those anticipated in such statements, and such forward-looking statements may not prove to be accurate. These forward-looking statements involve certain risks and uncertainties, including, but not limited to, the following risks related to financial and operational performance: general economic conditions; Matador’s ability to execute its business plan, including whether its drilling program is successful; changes in oil, natural gas and natural gas liquids prices and the demand for oil, natural gas and natural gas liquids; its ability to replace reserves and efficiently develop current reserves; costs of operations; delays and other difficulties related to producing oil, natural gas and natural gas liquids; its ability to integrate acquisitions, including the merger with Harvey E. Yates Company; its ability to make other acquisitions on economically acceptable terms; availability of sufficient capital to execute its business plan, including from future cash flows, increases in its borrowing base and otherwise; weather and environmental conditions; and other important factors which could cause actual results to differ materially from those anticipated or implied in the forward-looking statements. For further discussions of risks and uncertainties, you should refer to Matador’s filings with the Securities and Exchange Commission (the “SEC”), including the “Risk Factors” section of Matador’s most recent Annual Report on Form 10-K and any subsequent Quarterly Reports on Form 10-Q. Matador undertakes no obligation and does not intend to update these forward-looking statements to reflect events or circumstances occurring after the date of this press release, except as required by law, including the securities laws of the United States and the rules and regulations of the SEC. You are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date of this press release. All forward-looking statements are qualified in their entirety by this cautionary statement.

Contact Information

Mac Schmitz
Capital Markets Coordinator
(972) 371-5225
investors@matadorresources.com

MATADOR RESOURCES COMPANY ANNOUNCES OFFERING OF \$150 MILLION OF ADDITIONAL SENIOR NOTES DUE 2023

DALLAS, December 5, 2016 - Matador Resources Company (NYSE: MTDR) (“Matador”) announced today that, subject to market conditions, it intends to offer \$150 million aggregate principal amount of its 6.875% Senior Notes due 2023 (the “Additional Notes”) in a private placement to eligible purchasers (the “Notes Offering”). The Additional Notes are being offered as additional notes to Matador’s existing \$400 million aggregate principal amount of 6.875% Senior Notes due 2023 that Matador issued in a private placement on April 14, 2015. The Additional Notes and the notes issued on April 14, 2015 will be treated as a single class of debt securities and will have identical terms, other than the issue date.

Matador intends to use the net proceeds from this offering to fund the aggregate purchase price for approximately 4,600 net leasehold acres and estimated current net production of approximately 1,150 barrels of oil equivalent per day from wells producing on this acreage in Eddy and Lea Counties, New Mexico as well as approximately 475 net mineral acres in Eddy and Lea Counties, New Mexico, to fund the capital expenditures for a number of midstream initiatives in the Delaware Basin that are either in progress or that we expect to begin by the end of the first quarter of 2017, to repay outstanding borrowings under our revolving credit facility and for general corporate purposes, including capital expenditures associated with the addition of a fourth drilling rig. The Additional Notes have not been registered under the Securities Act of 1933, as amended (the “Securities Act”), or applicable state securities laws and may not be offered or sold in the United States absent registration or an applicable exemption from the registration requirements of the Securities Act and applicable state securities laws. The Additional Notes may be resold by the initial purchasers pursuant to Rule 144A and Regulation S under the Securities Act.

This press release is being issued pursuant to Rule 135c under the Securities Act, and is neither an offer to sell nor a solicitation of an offer to buy any of these securities, nor shall there be any sale of these securities in any state or jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such state or jurisdiction.

About Matador Resources Company

Matador is an independent energy company engaged in the exploration, development, production and acquisition of oil and natural gas resources in the United States, with an emphasis on oil and natural gas shale and other unconventional plays. Its current operations are focused primarily on the oil and liquids-rich portion of the Wolfcamp and Bone Spring plays in the Delaware Basin in Southeast New Mexico and West Texas. Matador also operates in the Eagle Ford shale play in South Texas and the Haynesville shale and Cotton Valley plays in Northwest Louisiana and East Texas. Additionally, Matador conducts midstream operations in support of its exploration, development and production operations and provides natural gas processing, natural gas, oil and salt water gathering services and salt water disposal services to third parties on a limited basis.

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“estimate,” “expect,” “may,” “should,” “continue,” “plan,” “predict,” “potential,” “project,” “hypothetical,” “forecasted” and similar expressions that are intended to identify forward-looking statements, although not all forward-looking statements contain such identifying words. Actual results and future events could differ materially from those anticipated in such statements, and such forward-looking statements may not prove to be accurate. These forward-looking statements involve certain risks and uncertainties, including, but not limited to, the following risks related to financial and operational performance: general economic conditions; the Company’s ability to execute its business plan, including whether its drilling program is successful; changes in oil, natural gas and natural gas liquids prices and the demand for oil, natural gas and natural gas liquids; its ability to replace reserves and efficiently develop current reserves; costs of operations; delays and other difficulties related to producing oil, natural gas and natural gas liquids; its ability to integrate acquisitions, including the merger with Harvey E. Yates Company; its ability to make other acquisitions on economically acceptable terms; availability of sufficient capital to execute its business plan, including from future cash flows, increases in its borrowing base and otherwise; weather and environmental conditions; and other important factors which could cause actual results to differ materially from those anticipated or implied in the forward-looking statements. For further discussions of risks and uncertainties, you should refer to Matador’s filings with the Securities and Exchange Commission (the “SEC”), including the “Risk Factors” section of Matador’s most recent Annual Report on Form 10-K and any subsequent Quarterly Reports on Form 10-Q. Matador undertakes no obligation and does not intend to update these forward-looking statements to reflect events or circumstances occurring after the date of this press release, except as required by law, including the securities laws of the United States and the rules and regulations of the SEC. You are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date of this press release. All forward-looking statements are qualified in their entirety by this cautionary statement.

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**MATADOR RESOURCES COMPANY ANNOUNCES
PRICING OF UPSIZED PUBLIC OFFERING OF COMMON STOCK**

DALLAS, December 6, 2016 - Matador Resources Company (NYSE: MTDR) (“Matador”) announced today that it has priced an upsized underwritten public offering of 6,000,000 shares of its common stock. Total gross proceeds of the offering, before estimated offering fees and expenses, are approximately \$147.9 million. The offering is expected to close on December 9, 2016, subject to customary closing conditions.

Matador intends to use the net proceeds from this offering to fund the aggregate purchase price for approximately 4,600 net leasehold acres and estimated current net production of approximately 1,150 barrels of oil equivalent per day from wells producing on this acreage in Eddy and Lea Counties, New Mexico as well as approximately 475 net mineral acres in Eddy and Lea Counties, New Mexico, to fund the capital expenditures for a number of midstream initiatives in the Delaware Basin that are either in progress or that we expect to begin by the end of the first quarter of 2017, to repay outstanding borrowings under our revolving credit facility and for general corporate purposes, including capital expenditures associated with the addition of a fourth drilling rig.

BofA Merrill Lynch is acting as book-running manager for the offering. The underwriters may offer the shares of Matador’s common stock from time to time for sale in one or more transactions on the New York Stock Exchange, in the over-the-counter market, through negotiated transactions or otherwise at market prices prevailing at the time of sale, at prices related to prevailing market prices or at negotiated prices.

When available, copies of the preliminary prospectus supplement, prospectus supplement and accompanying base prospectus relating to the offering may be obtained free of charge on the Securities and Exchange Commission’s website at www.sec.gov or by sending a request to:

BofA Merrill Lynch
NC1-004-03-43
200 North College Street, 3rd floor
Charlotte, NC 28255-0001
Attn: Prospectus Department
E-mail: dg.prospectus_requests@baml.com

The shares of common stock will be offered and sold pursuant to an effective shelf registration statement on Form S-3 previously filed with the Securities and Exchange Commission. This press release does not constitute an offer to sell or the solicitation of an offer to buy the securities described herein, nor shall there be any sale of these securities in any state or jurisdiction in which such an offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such jurisdiction. The offering is being made only by means of a prospectus and related prospectus supplement meeting the requirements of Section 10 of the Securities Act of 1933, as amended (the “Securities Act”).

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