
**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) April 15, 2015

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))
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Item 1.01 Entry into a Material Definitive Agreement.

On February 27, 2015, Matador Resources Company (“Matador”) and its wholly-owned subsidiary MRC Delaware Resources, LLC (“MRC Delaware”) consummated the previously disclosed transactions contemplated by that certain Agreement and Plan of Merger, dated as of January 19, 2015 (as amended, the “Merger Agreement”), among Matador, MRC Delaware, HEYCO Energy Group, Inc. (the “Seller”) and its wholly-owned subsidiary, Harvey E. Yates Company (the “Target”). Pursuant to the terms of the Merger Agreement, the Target merged with and into MRC Delaware (the “Merger”), with MRC Delaware continuing as a wholly-owned subsidiary of Matador and holding all of the assets of the Target.

On April 15, 2015, Matador, MRC Delaware and Seller entered into an amendment to the Merger Agreement (the “Merger Agreement Amendment”) pursuant to which the appointment of Mr. George M. Yates as a member of Matador’s Board of Directors was delayed. The Merger Agreement previously provided that Mr. Yates would be appointed to Matador’s Board of Directors as a Class I director upon the earlier of (i) consummation of certain joint ventures with two entities that are affiliated with Mr. Yates to develop certain properties owned by such entities located in Lea and Eddy Counties, New Mexico (the “Joint Ventures”) and (ii) April 15, 2015. On April 15, 2015, Matador’s Board of Directors deferred Mr. Yates’ appointment as a Class I director until the earlier of consummation of the Joint Ventures and April 28, 2015.

The description of the Merger Agreement Amendment set forth above is qualified in its entirety by reference to the Merger Agreement Amendment, a copy of which is filed as Exhibit 2.1 to this Current Report and is incorporated herein by reference.

Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers

The information set forth under Item 1.01 of this Current Report regarding the appointment of Mr. George M. Yates to Matador’s Board of Directors is incorporated herein by reference. Information regarding Mr. Yates’ background was previously provided in a Current Report on Form 8-K filed with the SEC on January 20, 2015 and is incorporated herein by reference.

Item 7.01 Regulation FD Disclosure.

On April 15, 2015, Matador issued a press release announcing the commencement of an underwritten public offering of 7,000,000 shares of its common stock. A copy of the press release is furnished as Exhibit 99.1 to this Current Report on Form 8-K.

The information furnished pursuant to this Item 7.01, including Exhibit 99.1, 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**

<u>Exhibit No.</u>	<u>Description of Exhibit</u>
2.1	Amendment No. 5 to Agreement and Plan of Merger, dated as of April 15, 2015, by and among HEYCO Energy Group, Inc., Matador Resources Company and MRC Delaware Resources, LLC.
99.1	Press Release, dated April 15, 2015.

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: April 15, 2015

By: /s/ Craig N. Adams

Name: Craig N. Adams

Title: Executive Vice President

Exhibit Index

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99.1	Press Release, dated April 15, 2015.

**AMENDMENT NO. 5
TO AGREEMENT AND PLAN OF MERGER**

THIS AMENDMENT NO. 5 to Agreement and Plan of Merger (this "**Amendment**"), dated as of April 15, 2015, is made by and among HEYCO Energy Group, Inc., a Delaware corporation (the "**Sole Shareholder**"), Matador Resources Company, a Texas corporation ("**Parent**"), and MRC Delaware Resources, LLC, a Texas limited liability company and wholly owned subsidiary of Parent ("**MRC Delaware**").

WHEREAS, the Sole Shareholder, Harvey E. Yates Company, a New Mexico corporation (the "**Company**"), MRC Delaware and Parent entered into that certain Agreement and Plan of Merger, dated as of January 19, 2015, as amended by that certain Amendment No. 1 to the Agreement and Plan of Merger dated as of January 26, 2015, as amended by that certain Amendment No. 2 to the Agreement and Plan of Merger dated as of February 2, 2015, as amended by that certain Amendment No. 3 to the Agreement and Plan of Merger dated as of February 6, 2015, and as amended by that certain Amendment No. 4 to the Agreement and Plan of Merger dated as of February 27, 2015 (as amended, the "**Merger Agreement**");

WHEREAS, on February 27, 2015, the transactions contemplated by the Merger Agreement were consummated and the Company merged with and into MRC Delaware;

WHEREAS, Parent and MRC Delaware are in negotiations with each of Spiral, Inc., a Delaware corporation ("**Spiral**"), Explorers Petroleum Corporation, a Delaware corporation ("**Explorers**"), and Laurelind Corporation, a Texas corporation ("**Laurelind**"), to form joint ventures to develop certain properties owned by Spiral, Explorers and Laurelind, as applicable, located in Lea and Eddy Counties, New Mexico, and to enter into definitive transaction documents relating to such joint ventures and the contribution of assets thereto (the "**JV Transaction Documents**");

WHEREAS, George M. Yates is an affiliate of each of Spiral, Explorers and Laurelind;

WHEREAS, pursuant to Section 8.7 of the Merger Agreement, Mr. Yates was to be appointed to the board of directors of Parent (the "**Parent Board**") upon the earlier of (i) the date on which the transactions contemplated by the JV Transaction Documents are consummated and (ii) April 15, 2015;

WHEREAS, the parties desire to delay the appointment of Mr. Yates to the Parent Board pending the negotiation of the joint ventures with Spiral, Explorers and Laurelind and execution of the JV Transaction Documents;

WHEREAS, pursuant to Section 13.1 of the Merger Agreement, the parties desire to amend the Merger Agreement in the manner set forth below; and

WHEREAS, all capitalized terms used herein without definition shall have the respective meanings given to them in the Merger Agreement;

NOW THEREFORE, in consideration of the premises and mutual covenants and agreements contained herein and in the Merger Agreement, and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereto agree as follows:

1. Section 8.7 of the Merger Agreement is hereby amended and restated in its entirety as follows:

“8.7 **Sole Shareholder Representation on Parent Board**. Parent shall, subject to the fiduciary duties of Parent’s board of directors, cause the appointment of George M. Yates as a Class I director of Parent to become effective upon the earlier of (i) the date on which the transactions contemplated by the JV Transaction Documents are consummated and (ii) April 28, 2015 (in either case, the “**Appointment Time**”), for a term of office continuing until the next election of one or more directors by the shareholders of Parent and thereafter until the election and qualification of his respective successor or until his earlier death, retirement, resignation or removal from the board of directors of Parent. Prior to the Appointment Time, Parent shall (A) approve compensation for George M. Yates, in his capacity as a director, such that he shall receive the same annual retainer, meeting fees and equity awards generally provided to non-employee directors of Parent and (B) nominate George M. Yates for reelection at the Company’s 2015 annual meeting of shareholders.”

2. The parties acknowledge that, except as specifically amended hereby, all terms and conditions of the Merger Agreement remain unchanged and that the Merger Agreement, as amended hereby, is in full force and effect and confirmed in all respects.

3. The following provisions of the Merger Agreement are hereby incorporated into and specifically made applicable to this Amendment (*provided*, that, in construing such incorporated provisions, any reference to “this Agreement” shall be deemed to refer to this Amendment):

Section 13.1 Amendment and Modification
Section 13.2 Severability
Section 13.6 Counterparts
Section 13.11 Governing Law

[SIGNATURE PAGE FOLLOWS]

IN WITNESS WHEREOF, the undersigned have caused this Amendment to be signed, all as of the date first written above.

SOLE SHAREHOLDER:

HEYCO ENERGY GROUP, INC.

By: /s/ George M. Yates

Name: George M. Yates

Title: President

PARENT:

MATADOR RESOURCES COMPANY

By: /s/ David E. Lancaster

Name: David E. Lancaster

Title: Executive Vice President, Chief Operating Officer and
Chief Financial Officer

MERGER SUBSIDIARY:

MRC DELAWARE RESOURCES, LLC

By: /s/ David E. Lancaster

Name: David E. Lancaster

Title: Executive Vice President, Chief Operating Officer and
Chief Financial Officer



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

DALLAS, April 15, 2015 – Matador Resources Company (NYSE: MTDR) (“Matador”) announced today that it has commenced an underwritten public offering of 7,000,000 shares of its common stock.

Matador intends to use the net proceeds from this offering to repay outstanding borrowings under its revolving credit facility, to fund a portion of its future capital expenditures, including the possible addition of a third drilling rig in the Permian Basin in the next six to nine months and targeted acquisitions of additional acreage in the Permian Basin, as well as in the Eagle Ford shale and the Haynesville shale, and for other general working capital needs. Pending such uses, Matador intends to invest the funds in short-term marketable securities or apply them to the reduction of other short-term indebtedness.

RBC Capital Markets is acting as the sole underwriter of the offering. The underwriter 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 from the underwriter of the offering by sending a request to: RBC Capital Markets, Attn: Equity Syndicate, Three World Financial Center, 200 Vesey Street, 8th Floor, New York, New York 10281. By telephone (877) 822-4089.

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 Eagle Ford shale play in South Texas and the Wolfcamp and Bone Spring plays in the Permian Basin in Southeast New Mexico and West Texas. Matador

also operates in the Haynesville shale and Cotton Valley plays in Northwest Louisiana and East Texas. At April 15, 2015, Matador has two drilling rigs operating in Southeast New Mexico and West Texas.

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” 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 make acquisitions on economically acceptable terms; its ability to integrate acquisitions, including the HEYCO merger; 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, 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 Securities and Exchange Commission. 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

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