

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

| OMB APPROVAL                                 |           |
|--|-----------|
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|   |         |          |   |  |  |  |  |  |  |
|---|---------|----------|---|--|--|--|--|--|--|
| 1. Name and Address of Reporting Person*<br><u>Yates George M</u> |         |          | 2. Issuer Name and Ticker or Trading Symbol<br><u>Matador Resources Co [ MTRD ]</u> |  |  | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)<br><input checked="" type="checkbox"/> Director 10% Owner<br>Officer (give title below) Other (specify below) |  |  |  |
| (Last)  | (First) | (Middle) | 3. Date of Earliest Transaction (Month/Day/Year)<br><u>06/01/2017</u>               |  |  | 6. Individual or Joint/Group Filing (Check Applicable Line)<br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br>Form filed by More than One Reporting Person    |  |  |  |
| 5400 LBJ FREEWAY<br>SUITE 1500                                    |         |          | 4. If Amendment, Date of Original Filed (Month/Day/Year)                            |  |  |  |  |  |  |
| (Street)  | (City)  | (State)  | (Zip)   |  |  |  |  |  |  |
| DALLAS  | TX      |          | 75240   |  |  |  |  |  |  |

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) |   | 4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5) |            |       | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4)             |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|------------|-------|---|--|---|
|                                 |                                      |  | Code                           | V | Amount  | (A) or (D) | Price |   |  |   |
| Common Stock                    | 06/01/2017                           |  | A                              |   | 5,923 <sup>(1)</sup>  | A          | \$0   | 18,558  | D  |   |
| Common Stock                    |                                      |  |                                |   |   |            |       | 4,800,000 <sup>(2)(3)</sup>   | I  | Represents shares held by HEYCO Energy Group, Inc. <sup>(4)</sup> |
| Common Stock                    |                                      |  |                                |   |   |            |       | 2,500 <sup>(2)</sup>  | I  | Represents shares held by Spiral, Inc. <sup>(5)</sup>             |

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) |   | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) |     | 6. Date Exercisable and Expiration Date (Month/Day/Year) |                 | 7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----|--|-----------------|---|--|--|---|--|
|  |  |                                      |  | Code                           | V | (A)  | (D) | Date Exercisable   | Expiration Date |   |  |  |   |  |

Explanation of Responses:

- Represents restricted stock units granted to the reporting person on June 1, 2017. Such restricted stock units will vest, and an equal number of shares of common stock will be deliverable to the reporting person, immediately prior to the election of the nominees for director at the 2018 annual meeting of shareholders of the Issuer, or if such election has not occurred earlier, on September 30, 2018.
- The reporting person states that neither the filing of this statement nor anything herein shall be deemed an admission that such person is, for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or otherwise, the beneficial owner of these shares. The reporting person disclaims beneficial ownership of these shares, except to the extent of his pecuniary interest therein.
- Represents shares acquired as consideration in the merger (the "Merger") of Harvey E. Yates Company, a wholly-owned subsidiary of HEYCO Energy Group, Inc. ("HEYCO"), with and into a wholly-owned subsidiary of the Issuer. Includes 166,667 shares of common stock which are being held in an escrow account pursuant to the Merger. As Chairman and Chief Executive Officer of HEYCO, the reporting person will have ultimate voting and dispositive power with respect to all shares held by HEYCO.
- HEYCO is owned 51.167461% by Explorers Petroleum Corporation and 45.353507% by Spiral, Inc. The reporting person owns 51.002744% of Explorers Petroleum Corporation, and the reporting person's family owns 25% of Spiral, Inc. through a series of trusts of which the reporting person is the sole trustee.
- The reporting person's family owns 25% of Spiral, Inc., an entity owned through a series of trusts of which the reporting person is the sole trustee.

Remarks:

/s/ George M. Yates, by Kyle A. Ellis as attorney-in-fact      06/05/2017  
 \*\* Signature of Reporting Person      Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.