
**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) August 21, 2018

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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 7.01 Regulation FD Disclosure.

On August 7, 2018, Matador Resources Company (the “Company”) announced the commencement of a cash tender offer (the “Tender Offer”) for any and all of its outstanding 6.875% senior notes due 2023 (the “Existing Notes”), of which \$575 million in aggregate principal amount are currently outstanding. On August 21, 2018, the Company issued a press release (the “Tender Offer Press Release”) announcing the expiration and the final results of its Tender Offer as of 5:00 p.m., New York City time, on August 20, 2018, the satisfaction or waiver of the conditions to the Tender Offer, and the acceptance by the Company of \$378,915,000 in aggregate principal amount of Existing Notes validly tendered and not validly withdrawn (not including \$2,190,000 in aggregate principal amount of Existing Notes tendered pursuant to the Guaranteed Delivery Procedures (as defined in the Offer to Purchase dated August 7, 2018 (the “Offer to Purchase”), for which delivery of Existing Notes must be made by the close of business on August 22, 2018). The terms and conditions of the Tender Offer are described in the Offer to Purchase and the Letter of Transmittal relating thereto. A copy of the Tender Offer Press Release is attached hereto as Exhibit 99.1 and incorporated into this Item 7.01 by reference.

The information furnished pursuant to this Item 7.01, including Exhibit 99.1, shall not be deemed to be “filed” for the 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>
99.1	Tender Offer Press Release, dated August 21, 2018

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: August 21, 2018

By: /s/ Craig N. Adams

Name: Craig N. Adams

Title: Executive Vice President

MATADOR RESOURCES COMPANY ANNOUNCES RESULTS OF ITS CASH TENDER OFFER FOR ITS 6.875% SENIOR NOTES DUE 2023

DALLAS—(BUSINESS WIRE)—August 21, 2018—Matador Resources Company (NYSE: MTDR) (“Matador”) announced today the expiration and final results as of 5:00 p.m., New York City time, on August 20, 2018 (the “Expiration Time”) of its cash tender offer to purchase any and all of its \$575 million in aggregate principal amount of outstanding 6.875% Senior Notes due 2023 (CUSIP No. 576485AB2 / ISIN US576485AB26) (the “Notes”). The tender offer is being made on the terms and subject to the conditions set forth in an Offer to Purchase, dated August 7, 2018 (the “Offer to Purchase”), and related Letter of Transmittal. As of the Expiration Time, \$378,915,000 million in aggregate principal amount of Notes had been validly tendered (and not validly withdrawn).

Additionally, \$2,190,000 aggregate principal amount of outstanding Notes was tendered pursuant to the Guaranteed Delivery Procedures (as defined in the Offer to Purchase), for which delivery of Notes must be made by the close of business on August 22, 2018.

The tender offer was subject to the satisfaction or waiver of certain conditions, as described in the Offer to Purchase. All conditions to the tender offer have been satisfied or waived.

Matador has accepted all Notes validly tendered (and not validly withdrawn) prior to the Expiration Time and expects to purchase and make payment for such accepted tendered Notes on the date hereof. The last day and time for holders to validly withdraw tenders of Notes expired at 5:00 p.m., New York City time, on August 20, 2018 and notes validly tendered may no longer be validly withdrawn, except under certain limited circumstances required by law.

Concurrently with the commencement of the tender offer, Matador issued a conditional notice of redemption to holders of the Notes to redeem any and all Notes that remain outstanding after completion of the tender offer. The remaining outstanding Notes not purchased in the Tender Offer will be redeemed at a redemption price equal to 105.156% of the aggregate principal amount thereof, plus accrued and unpaid interest on the Notes redeemed to, but not including, the redemption date, which is scheduled for September 6, 2018.

Matador has engaged BofA Merrill Lynch as the Dealer Manager for the tender offer. BofA Merrill Lynch can be contacted at (888) 292-0070 (toll-free) and (980) 386-6026 (collect).

The complete terms and conditions of the tender offer are set forth in the Offer to Purchase. Holders may obtain copies of the Offer to Purchase and the Letter of Transmittal from Global Bondholder Services Corporation, the Tender and Information Agent for the tender offer, at (212) 430-3774 (brokers and banks) and (866) 807-2200 (all others; toll-free) or at <http://gbsc-usa.com/Matador>.

This press release is for information purposes only and is not an offer to purchase or a solicitation of an offer to purchase with respect to any of the Notes. The tender offer is being made solely pursuant to the tender offer documents, including the Offer to Purchase that Matador distributed to holders of the Notes. The tender offer is not being made to holders of Notes in any jurisdiction in which the making or acceptance thereof would not be in compliance with the securities, blue sky or other laws of such jurisdiction.

Neither Matador, the Dealer Manager nor the Tender and Information Agent, nor any other person makes any recommendation as to whether holders of Notes should tender their Notes, and no one has been authorized to make such a recommendation.

Forward-Looking Statements

This press release includes “forward-looking statements” within the meaning of Section 27A of the Securities Act of 1933, as amended, 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. Such forward-looking statements include, but are not limited to, among other things, the completion of the tender offer. 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. 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 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.

Source: Matador Resources Company

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