

MRD Holdco LLC
 Form 4
 November 24, 2014

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549**

OMB APPROVAL

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
 MRD Holdco LLC

2. Issuer Name and Ticker or Trading Symbol
 Memorial Resource Development Corp. [MRD]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 500 DALLAS STREET, SUITE 1800
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 11/21/2014

___ Director ___X___ 10% Owner
 ___ Officer (give title below) ___X___ Other (specify below)
 Director by Deputization

HOUSTON, TX 77002

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 ___ Form filed by One Reporting Person
 ___X___ Form filed by More than One Reporting Person

(City) (State) (Zip)

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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock, par value \$0.01	11/21/2014		S ⁽¹⁾		3,341,938	D	\$ 22.25
					74,407,005	I	

See footnote (2) (3)

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

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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 Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Transaction (Instr. 5)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MRD Holdco LLC 500 DALLAS STREET SUITE 1800 HOUSTON, TX 77002		X		Director by Deputization
Natural Gas Partners VIII, L.P. 5221 N. O'CONNOR BLVD., SUITE 1100 IRVING, TX 75039		X		Director by Deputization
Natural Gas Partners IX, L.P. 5221 N. O'CONNOR BLVD., SUITE 1100 IRVING, TX 75039		X		Director by Deputization
NGP IX Offshore Holdings, L.P. 5221 N. O'CONNOR BLVD., SUITE 1100 IRVING, TX 75039		X		Director by Deputization
GFW VIII, L.L.C. 5221 N. O'CONNOR BLVD., SUITE 1100 IRVING, TX 75039		X		Director by Deputization
G.F.W. Energy VIII, L.P. 5221 N. O'CONNOR BLVD., SUITE 1100 IRVING, TX 75039		X		Director by Deputization
GFW IX, L.L.C. 5221 N. O'CONNOR BLVD., SUITE 1100 IRVING, TX 75039		X		Director by Deputization
G.F.W. ENERGY IX, L.P. 5221 N. O'CONNOR BLVD., SUITE 1100		X		Director by Deputization

IRVING, TX 75039

NGP Energy Capital Management, L.L.C.
5221 N. O'CONNOR BLVD., SUITE 1100
IRVING, TX 75039

X

Director by
Deputization

Signatures

/s/ Kyle N. Roane, Vice President, General Counsel & Corporate Secretary of MRD Holdco LLC	11/24/2014
__Signature of Reporting Person	Date
/s/ Kenneth A. Hersh, Authorized Member of GFW VIII, L.L.C., general partner of G.F.W. Energy VIII, L.P., general partner of Natural Gas Partners VIII, L.P.	11/24/2014
__Signature of Reporting Person	Date
/s/ Kenneth A. Hersh, Authorized Member of GFW VIII, L.L.C., general partner of G.F.W. Energy VIII, L.P.	11/24/2014
__Signature of Reporting Person	Date
/s/ Kenneth A. Hersh, Authorized Member of GFW VIII, L.L.C.	11/24/2014
__Signature of Reporting Person	Date
/s/ Kenneth A. Hersh, Authorized Member of GFW IX, L.L.C., general partner of G.F.W. Energy IX, L.P., general partner of NGP IX Offshore Holdings, L.P.	11/24/2014
__Signature of Reporting Person	Date
/s/ Kenneth A. Hersh, Authorized Member of GFW IX, L.L.C., general partner of G.F.W. Energy IX, L.P., general partner of Natural Gas Partners IX, L.P.	11/24/2014
__Signature of Reporting Person	Date
/s/ Kenneth A. Hersh, Authorized Member of GFW IX, L.L.C., general partner of G.F.W. Energy IX, L.P.	11/24/2014
__Signature of Reporting Person	Date
/s/ Kenneth A. Hersh, Authorized Member of GFW IX, L.L.C.	11/24/2014
__Signature of Reporting Person	Date
/s/ Kenneth A. Hersh, Chief Executive Officer of NGP Energy Capital Management, L.L.C.	11/24/2014
__Signature of Reporting Person	Date

Explanation of Responses:

- * 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).
- (1) MRD Holdco LLC ("MRD Holdco") sold these shares pursuant to the Issuer's effective registration statement on Form S-1, initially filed with the Securities and Exchange Commission on October 1, 2014 (File No. 333-199103), as amended.

This form is jointly filed by MRD Holdco, Natural Gas Partners VIII, L.P. ("NGP VIII"), Natural Gas Partners IX, L.P. ("NGP IX"), NGP IX Offshore Holdings, L.P. ("NGP IX Offshore"), GFW VIII, L.L.C. ("GFW VIII"), G.F.W. Energy VIII, L.P. ("GFW Energy VIII"), GFW IX, L.L.C. ("GFW IX"), G.F.W. Energy IX, L.P. ("GFW Energy IX") and NGP Energy Capital Management, L.L.C. ("NGP ECM"). NGP VIII, NGP IX and NGP IX Offshore own a controlling interest in MRD Holdco. GFW VIII is the sole general partner of GFW Energy VIII, which is the general partner of NGP VIII, and GFW IX is the sole general partner of GFW Energy IX, which is the general partner of NGP IX and NGP IX Offshore. Accordingly, each of MRD Holdco, NGP VIII, NGP IX, NGP IX Offshore, GFW VIII, GFW Energy VIII, GFW IX and GFW Energy IX may be deemed to share voting and dispositive power over the reported securities, and as a result may also be deemed to be the beneficial owners of these securities.
- (3)

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GFW VIII has delegated full power and authority to manage NGP VIII, and GFW IX has delegated full power and authority to manage NGP IX and NGP IX Offshore, respectively, to NGP ECM and accordingly, NGP ECM may be deemed to share voting and dispositive power over these securities, and as result may be deemed to beneficially own these reported securities. MRD Holdco, NGP VIII, NGP IX, NGP IX Offshore, GFW VIII, GFW Energy VIII, GFW IX, GFW Energy IX and NGP ECM each disclaim beneficial ownership of the reported securities in excess of such entity's pecuniary interest in the securities. This report shall not be deemed an admission that the reporting persons are beneficial owners of the reported securities for purposes of Section 16 or for any other purpose.

Remarks:

MRD Holdco LLC has the right to appoint up to three of the directors of the Board of Directors of the Issuer. Therefore, MRD

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

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