

Matador Resources Co  
Form 8-K  
August 27, 2012

**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 27, 2012

**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.)

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**5400 LBJ Freeway, Suite 1500,**

**Dallas, Texas**

(Address of principal executive offices)

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

**75240**

(Zip Code)

**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 2.02 Results of Operations and Financial Condition.**

Matador Resources Company (the Company) expects to make presentations concerning its business to potential investors. The materials to be utilized during the presentations (the Materials) are furnished as Exhibit 99.1 hereto and incorporated herein by reference. The Materials include information regarding the quarter ended June 30, 2012.

The information furnished pursuant to this Item 2.02, 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 (the Exchange Act), and will not be incorporated by reference into any filing under the Securities Act of 1933, as amended (the Securities Act), unless specifically identified therein as being incorporated therein by reference.

In the Materials, the Company has included as non-GAAP financial measures, as defined in Item 10 of Regulation S-K of the Exchange Act, earnings before interest expense, income taxes, depletion, depreciation and amortization, accretion of asset retirement obligations, property impairments, unrealized derivative gains and losses, certain other non-cash items and non-cash stock-based compensation expense, including stock option and grant expense and restricted stock and restricted stock units expense, and net gain or loss on asset sales and inventory impairment ( Adjusted EBITDA ). In the Materials, the Company has provided reconciliations of the non-GAAP financial measures to the most directly comparable financial measures calculated and presented in accordance with generally-accepted accounting principles ( GAAP ) in the United States. In addition, in the Materials the Company has provided the reasons why the Company believes those non-GAAP financial measures provide useful information to the investors.

**Item 7.01 Regulation FD Disclosure.**

Attached hereto as Exhibit 99.1 are the Materials to be used by the Company in making presentations concerning its business to potential investors.

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 Exchange Act and will not be incorporated by reference into any filing under the Securities Act 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	Presentation Materials.

**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 27, 2012

By: /s/ Joseph Wm. Foran  
Name: Joseph Wm. Foran  
Title: Chairman, President & CEO

**Exhibit Index**

<b>Exhibit No.</b>	<b>Description of Exhibit</b>
99.1	Presentation Materials.