

Edgar Filing: Memorial Resource Development Corp. - Form 8-K

- “ 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 5.07. Submission of Matters to a Vote of Security Holders.

On May 13, 2016, Memorial Resource Development Corp. (the Company) held its 2016 Annual Meeting of Stockholders (the Annual Meeting). The proposals voted upon at the Annual Meeting and the final voting results are indicated below. For additional information on these proposals, please see the Company's definitive proxy statement filed with the Securities and Exchange Commission on April 1, 2016.

Proposal 1 Election of Directors

Tony R. Weber, Jay C. Graham, Scott A. Gieselman, Kenneth A. Hersh, Robert A. Innamorati, Carol L. O'Neill and Pat Wood, III were elected to continue to serve as the Company's directors until the 2017 Annual Meeting of Stockholders and until their respective successors are elected. Votes regarding the persons elected as directors were as follows:

| Nominee | For | Withhold | Broker Non-Votes |
|----------------------|-------------|-----------------|-----------------------------|
| Tony R. Weber | 142,102,966 | 43,746,723 | 9,238,008 |
| Jay C. Graham | 149,660,027 | 36,189,662 | 9,238,008 |
| Scott A. Gieselman | 142,534,184 | 43,315,505 | 9,238,008 |
| Kenneth A. Hersh | 142,535,128 | 43,314,561 | 9,238,008 |
| Robert A. Innamorati | 182,952,740 | 2,896,949 | 9,238,008 |
| Carol L. O'Neill | 182,952,422 | 2,897,267 | 9,238,008 |
| Pat Wood, III | 182,872,902 | 2,976,787 | 9,238,008 |

Proposal 2 Ratification of the Appointment of KPMG LLP

The appointment of KPMG LLP as the Company's independent auditor for 2016 was ratified. The voting results were as follows:

| For | Against | Abstain |
|-------------|----------------|----------------|
| 195,066,082 | 17,741 | 3,874 |

SIGNATURES

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.

MEMORIAL RESOURCE DEVELOPMENT CORP.

Date: May 16, 2016

By: /s/ Kyle N. Roane
Kyle N. Roane
Senior Vice President, General Counsel &
Corporate Secretary