Memorial Resource Development Corp. Form 3 June 12, 2014 FORM 3 UNITED STATES S

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

### INITIAL STATEMENT OF 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

## OMB APPROVAL

OMB Number: 3235-0104 Expires: January 31, 2005 Estimated average burden hours per response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person <u>*</u>	2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol Memorial Resource Development Corp. [MRD]						
Roane Kyle N	(Month/Day/Year)	Memorial Re	esource Deve	iopinent Col	[p. [wikD]			
(Last) (First) (Middle)	06/12/2014	4. Relationship of Reporting Person(s) to Issuer			5. If Amendment, Date Original Filed(Month/Day/Year)			
1301 MCKINNEY, SUITE 2100								
(Street)		(Check al	l applicable)	6. Individ	6. Individual or Joint/Group			
HOUSTON, TX 77010		Director X Officer (give title below) VP & Ger	10% Own Other (specify below) neral Counsel	ner Filing(Cho _X_Form Person	eck Applicable Line) filed by One Reporting filed by More than One			
(City) (State) (Zip)	Table I - N	Table I - Non-Derivative Securities Beneficially Owned						
1.Title of Security (Instr. 4)	2. Amount o Beneficially (Instr. 4)	Owned C F I c (	Ownership O	Nature of Indi wnership nstr. 5)	rect Beneficial			
Reminder: Report on a separate line for e owned directly or indirectly.	ach class of securities benefic	ially SEC	C 1473 (7-02)					
information con required to resp	spond to the collection of tained in this form are not ond unless the form displ MB control number.	:						
Table II - Derivative Sector	urities Beneficially Owned (e	.g., puts, calls, w	arrants, option	s, convertible	securities)			
(Instr. 4) Exp	iration Date Securiti h/Day/Year) Derivat (Instr. 4	and Amount of tes Underlying ive Security	4. Conversion or Exercise Price of Derivative	5. Ownership Form of Derivative Security:	6. Nature of Indirect Beneficial Ownership (Instr. 5)			

Exercisable

Date

Title

Direct (D)

or Indirect

(Instr. 5)

(I)

Security

Amount or

Number of

Shares

# **Reporting Owners**

<b>Reporting Owner Name / Address</b>		Relationships					
		Director	10% Owner	Officer	Other		
Roane Kyle N 1301 MCKINNEY, SUITE HOUSTON, TX 77010	2100	Â	Â	VP & General Counsel	Â		
Signatures							
/s/ Kyle N. Roane	06/12/2014						
<u>**</u> Signature of Reporting Person	Date						

## **Explanation of Responses:**

### No securities are beneficially owned

\* If the form is filed by more than one reporting person, see Instruction 5(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).

### Â **Remarks:** Exhibit 24 - Power of Attorney

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.