

DeNezza Matthew R
Form 4
March 04, 2019

FORM 4

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
DeNezza Matthew R

(Last) (First) (Middle)

2121 OLD GATESBURG ROAD,
SUITE 110

(Street)

STATE COLLEGE, PA 16803

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

Montage Resources Corp [MR]

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

02/28/2019

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____ Officer (give title ____X____ Other (specify
below) below)

See Remarks

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

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 Ownership (Instr. 4)
Common Stock	02/28/2019		M	Amount (1) 11,904 A (1)	60,027	D	
Common Stock	02/28/2019		M	Amount (2) 20,728 A (2)	80,755	D	
Common Stock	02/28/2019		M	Amount (3) 6,919 A (3)	87,674	D	

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

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information contained in this form are not
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SEC 1474
(9-02)

number.

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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Performance Stock Unit	(1)	02/28/2019		M	11,904	(1) (1)	Common Stock 11,904
Performance Stock Unit	(2)	02/28/2019		M	20,728	(2) (2)	Common Stock 20,728
Performance Stock Unit	(3)	02/28/2019		M	6,919	(3) (3)	Common Stock 6,919

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

DeNezza Matthew R
2121 OLD GATESBURG ROAD, SUITE 110
STATE COLLEGE, PA 16803

See Remarks

Signatures

/s/ Matthew R.

DeNezza 03/04/2019

__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) On February 28, 2019, pursuant to the terms of a Separation and Release Agreement (the "Separation Agreement"), a total of 11,904 unvested performance stock units granted to the Reporting Person on April 22, 2016 became vested and converted into shares of common stock, par value \$0.01 per share ("Common Stock"), of Montage Resources Corporation (the "Company") on a one-for-one basis.

(2) On February 28, 2019, pursuant to the terms of the Separation Agreement, a total of 20,728 unvested performance stock units granted to the Reporting Person on February 24, 2017 became vested and converted into shares of Common Stock on a one-for-one basis.

(3) On February 28, 2019, pursuant to the terms of the Separation Agreement, a total of 6,919 unvested performance stock units granted to the Reporting Person on February 23, 2018 became vested and converted into shares of Common Stock on a one-for-one basis, while

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the remaining 7,739 unvested performance stock units were forfeited and canceled.

Remarks:

- All balances reflect a 15-to-1 reverse stock split of the Common Stock effected on February 28, 2019.
- This beneficial ownership report is filed to report that the Reporting Person is no longer subject to Section 16 of the Securities Exchange Act of 1934.

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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