

Memorial Resource Development Corp.
Form SC 13D/A
November 24, 2014

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13D/A

Under the Securities Exchange Act of 1934

(Amendment No. 1)

Memorial Resource Development Corp.

(Name of Issuer)

Common stock, par value \$0.01 per share

(Title of Class of Securities)

58605Q 109

(CUSIP Number)

Kyle N. Roane

Memorial Resource Development Corp.

500 Dallas Street, Suite 1800

Houston, Texas 77002

(713) 588-8300

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

November 18, 2014

(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§ 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box. "

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. *See* § 240.13d-7(b) for other parties to whom copies are to be sent.

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 (Act) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, *see* the Notes).

CUSIP Number 58605Q 109

1 Names of Reporting Persons

MRD Holdco LLC

2 Check the Appropriate Box if a Member of a Group (*See Instructions*)

(a) (b)

3 SEC Use Only

4 Source of Funds (*See Instructions*)

AF/OO(1)

5 Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e)

..

6 Citizenship or Place of Organization

Delaware

Number of 7 Sole Voting Power:

Shares

Beneficially 74,407,005

8 Shared Voting Power:

Owned by

Each

34,550,915(2)

Reporting 9 Sole Dispositive Power:

Person

With 74,407,005

10 Shared Dispositive Power:

0

11 Aggregate Amount Beneficially Owned by Each Reporting Person

108,957,920

12 Check if the Aggregate Amount in Row (11) Excludes Certain Shares (*See Instructions*)

..

13 Percent of Class Represented by Amount in Row (11)

56.3% (3)

14 Type of Reporting Person (*See Instructions*)

OO (Limited Liability Company)

(1) See Item 3 for additional information.

(2) As further described in Item 3, the Reporting Persons (as defined below) may be deemed to beneficially own the shares of Common Stock (as defined below) of the Issuer beneficially owned by the Other Persons (as defined below) pursuant to the Voting Agreement (as defined below).

(3) See Item 5 for additional information.

1 Names of Reporting Persons

Natural Gas Partners VIII, L.P.

2 Check the Appropriate Box if a Member of a Group (*See Instructions*)

(a) (b)

3 SEC Use Only

4 Source of Funds (*See Instructions*)

OO

5 Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e)

..

6 Citizenship or Place of Organization

Delaware

7 Sole Voting Power:

Number of

Shares

0

Beneficially

8 Shared Voting Power:

Owned by

Each

108,957,920 (1)(2)

9 Sole Dispositive Power:

Reporting

Person

0

With

10 Shared Dispositive Power:

74,407,005(1)(2)

11 Aggregate Amount Beneficially Owned by Each Reporting Person

108,957,920 (1)(2)

12 Check if the Aggregate Amount in Row (11) Excludes Certain Shares (*See Instructions*)

..

13 Percent of Class Represented by Amount in Row (11)

56.3% (1)(2)(3)

14 Type of Reporting Person (*See Instructions*)

PN

- (1) MRD Holdco LLC (MRD Holdco) is controlled by Natural Gas Partners VIII, L.P. (NGP VIII), Natural Gas Partners IX, L.P. (NGP IX) and NGP IX Offshore Holdings, L.P. (NGP IX Offshore). NGP VIII controls an approximate 50.3% membership interest in MRD Holdco and, together with NGP IX and NGP IX Offshore, appoints all of the managers to the board of managers of MRD Holdco. NGP VIII may be deemed to share voting and dispositive power over the reported securities of MRD Holdco; thus, NGP VIII may also be deemed to be the beneficial owner of the reported securities of MRD Holdco. NGP VIII disclaims beneficial ownership of the reported securities of MRD Holdco in excess of its pecuniary interest in the securities.
- (2) As further described in Item 3, the Reporting Persons (as defined below) may be deemed to beneficially own the shares of Common Stock (as defined below) of the Issuer beneficially owned by the Other Persons (as defined below) pursuant to the Voting Agreement (as defined below).
- (3) See Item 5 for additional information.

1 Names of Reporting Persons

Natural Gas Partners IX, L.P.

2 Check the Appropriate Box if a Member of a Group (*See Instructions*)

(a) (b)

3 SEC Use Only

4 Source of Funds (*See Instructions*)

OO

5 Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e)

..

6 Citizenship or Place of Organization

Delaware

7 Sole Voting Power:

Number of

Shares

0

Beneficially 8 Shared Voting Power:

Owned by

Each

108,957,920 (1)(2)

9 Sole Dispositive Power:

Reporting

Person

0

With

10 Shared Dispositive Power:

74,407,005(1)(2)

11 Aggregate Amount Beneficially Owned by Each Reporting Person

108,957,920 (1)(2)

12 Check if the Aggregate Amount in Row (11) Excludes Certain Shares (*See Instructions*)

..

13 Percent of Class Represented by Amount in Row (11)

56.3% (1)(2)(3)

14 Type of Reporting Person (*See Instructions*)

PN

- (1) MRD Holdco is controlled by NGP VIII, NGP IX and NGP IX Offshore. NGP IX controls an approximate 47.2% membership interest in MRD Holdco and, together with NGP IX and NGP IX Offshore, appoints all of the managers to the board of managers of MRD Holdco. NGP IX may be deemed to share voting and dispositive power over the reported securities of MRD Holdco; thus, NGP IX may also be deemed to be the beneficial owner of the reported securities of MRD Holdco. NGP IX disclaims beneficial ownership of the reported securities of MRD Holdco in excess of its pecuniary interest in the securities.
- (2) As further described in Item 3, the Reporting Persons (as defined below) may be deemed to beneficially own the shares of Common Stock (as defined below) of the Issuer beneficially owned by the Other Persons (as defined below) pursuant to the Voting Agreement (as defined below).
- (3) See Item 5 for additional information.

1 Names of Reporting Persons

NGP IX Offshore Holdings, L.P.

2 Check the Appropriate Box if a Member of a Group (*See Instructions*)

(a) (b)

3 SEC Use Only

4 Source of Funds (*See Instructions*)

OO

5 Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e)

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6 Citizenship or Place of Organization

Delaware

7 Sole Voting Power:

Number of

Shares

0

Beneficially

8 Shared Voting Power:

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108,957,920 (1)(2)

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With

10 Shared Dispositive Power:

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12 Check if the Aggregate Amount in Row (11) Excludes Certain Shares (*See Instructions*)

..

13 Percent of Class Represented by Amount in Row (11)

56.3% (1)(2)(3)

14 Type of Reporting Person (*See Instructions*)

PN

- (1) MRD Holdco is controlled by NGP VIII, NGP IX and NGP IX Offshore. NGP IX Offshore controls an approximate 2.4% membership interest in MRD Holdco and, together with NGP VIII and NGP IX, appoints all of the managers to the board of managers of MRD Holdco. NGP IX Offshore may be deemed to share voting and dispositive power over the reported securities of MRD Holdco; thus, NGP IX Offshore may also be deemed to be the beneficial owner of the reported securities of MRD Holdco. NGP IX Offshore disclaims beneficial ownership of the reported securities of MRD Holdco in excess of its pecuniary interest in the securities.
- (2) As further described in Item 3, the Reporting Persons (as defined below) may be deemed to beneficially own the shares of Common Stock (as defined below) of the Issuer beneficially owned by the Other Persons (as defined below) pursuant to the Voting Agreement (as defined below).
- (3) See Item 5 for additional information.

1 Names of Reporting Persons

GFW VIII, L.L.C.

2 Check the Appropriate Box if a Member of a Group (*See Instructions*)

(a) (b)

3 SEC Use Only

4 Source of Funds (*See Instructions*)

OO

5 Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e)

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6 Citizenship or Place of Organization

Delaware

7 Sole Voting Power:

Number of

Shares

0

Beneficially

8 Shared Voting Power:

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Each

108,957,920 (1)(2)

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Reporting

Person

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..

13 Percent of Class Represented by Amount in Row (11)

56.3% (1)(2)(3)

14 Type of Reporting Person (*See Instructions*)

OO (Limited Liability Company)

- (1) MRD Holdco is controlled by NGP VIII, NGP IX and NGP IX Offshore. NGP VIII, NGP IX and NGP IX Offshore collectively control an 100% membership interest in MRD Holdco and collectively appoint all of the managers to the board of managers of MRD Holdco. GFW VIII, L.L.C. (GFW VIII) is the sole general partner of G.F.W. Energy VIII, L.P. (GFW Energy VIII), which is the general partner of NGP VIII. Accordingly, GFW VIII 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 owner of these securities. GFW VIII disclaims beneficial ownership of the reported securities in excess of such entity's pecuniary interest in the securities.
- (2) As further described in Item 3, the Reporting Persons (as defined below) may be deemed to beneficially own the shares of Common Stock (as defined below) of the Issuer beneficially owned by the Other Persons (as defined below) pursuant to the Voting Agreement (as defined below).
- (3) See Item 5 for additional information.

1 Names of Reporting Persons

G.F.W. Energy VIII, L.P.

2 Check the Appropriate Box if a Member of a Group (*See Instructions*)

(a) (b)

3 SEC Use Only

4 Source of Funds (*See Instructions*)

OO

5 Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e)

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6 Citizenship or Place of Organization

Delaware

7 Sole Voting Power:

Number of

Shares

0

Beneficially 8 Shared Voting Power:

Owned by

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108,957,920 (1)(2)

9 Sole Dispositive Power:

Reporting

Person

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With

10 Shared Dispositive Power:

74,407,005(1)(2)

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108,957,920 (1)(2)

12 Check if the Aggregate Amount in Row (11) Excludes Certain Shares (*See Instructions*)

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13 Percent of Class Represented by Amount in Row (11)

56.3% (1)(2)(3)

14 Type of Reporting Person (*See Instructions*)

PN

- (1) MRD Holdco is controlled by NGP VIII, NGP IX and NGP IX Offshore. NGP VIII, NGP IX and NGP IX Offshore collectively control an 100% membership interest in MRD Holdco and collectively appoint all of the managers to the board of managers of MRD Holdco. GFW Energy VIII is the general partner of NGP VIII. Accordingly, GFW Energy VIII 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 owner of these securities. GFW Energy VIII disclaims beneficial ownership of the reported securities in excess of such entity's pecuniary interest in the securities.
- (2) As further described in Item 3, the Reporting Persons (as defined below) may be deemed to beneficially own the shares of Common Stock (as defined below) of the Issuer beneficially owned by the Other Persons (as defined below) pursuant to the Voting Agreement (as defined below).
- (3) See Item 5 for additional information.

1 Names of Reporting Persons

GFW IX, L.L.C.

2 Check the Appropriate Box if a Member of a Group (*See Instructions*)

(a) (b)

3 SEC Use Only

4 Source of Funds (*See Instructions*)

OO

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6 Citizenship or Place of Organization

Delaware

7 Sole Voting Power:

Number of

Shares

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Beneficially

8 Shared Voting Power:

Owned by

Each

108,957,920 (1)(2)

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Reporting

Person

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With

10 Shared Dispositive Power:

74,407,005(1)(2)

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..

13 Percent of Class Represented by Amount in Row (11)

56.3% (1)(2)(3)

14 Type of Reporting Person (*See Instructions*)

OO (Limited Liability Company)

- (1) MRD Holdco is controlled by NGP VIII, NGP IX and NGP IX Offshore. NGP VIII, NGP IX and NGP IX Offshore collectively control an 100% membership interest in MRD Holdco and collectively appoint all of the managers to the board of managers of MRD Holdco. GFW IX, L.L.C. (GFW IX) is the sole general partner of G.F.W. Energy IX, L.P. (GFW Energy IX), which is the general partner of NGP IX and NGP IX Offshore. Accordingly, GFW 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 owner of these securities. GFW IX disclaims beneficial ownership of the reported securities in excess of such entity's pecuniary interest in the securities.
- (2) As further described in Item 3, the Reporting Persons (as defined below) may be deemed to beneficially own the shares of Common Stock (as defined below) of the Issuer beneficially owned by the Other Persons (as defined below) pursuant to the Voting Agreement (as defined below).
- (3) See Item 5 for additional information.

1 Names of Reporting Persons

G.F.W. Energy IX, L.P.

2 Check the Appropriate Box if a Member of a Group (*See Instructions*)

(a) (b)

3 SEC Use Only

4 Source of Funds (*See Instructions*)

OO

5 Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e)

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Number of

Shares

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Reporting

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56.3% (1)(2)(3)

14 Type of Reporting Person (*See Instructions*)

PN

- (1) MRD Holdco is controlled by NGP VIII, NGP IX and NGP IX Offshore. NGP VIII, NGP IX and NGP IX Offshore collectively control an 100% membership interest in MRD Holdco and collectively appoint all of the managers to the board of managers of MRD Holdco. GFW Energy IX is the general partner of NGP IX and NGP IX Offshore. Accordingly, 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 owner of these securities. GFW Energy IX disclaims beneficial ownership of the reported securities in excess of such entity's pecuniary interest in the securities.
- (2) As further described in Item 3, the Reporting Persons (as defined below) may be deemed to beneficially own the shares of Common Stock (as defined below) of the Issuer beneficially owned by the Other Persons (as defined below) pursuant to the Voting Agreement (as defined below).
- (3) See Item 5 for additional information.

1 Names of Reporting Persons

NGP Energy Capital Management, L.L.C.

2 Check the Appropriate Box if a Member of a Group (*See Instructions*)

(a) (b)

3 SEC Use Only