

G.F.W. ENERGY IX, L.P.
 Form 3
 June 12, 2014

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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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

(Print or Type Responses)

| | | | | |
|---|---------|--------------------------------------|--|--|
| 1. Name and Address of Reporting Person * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Memorial Resource Development LLC | | (Month/Day/Year) | Memorial Resource Development Corp. [MRD] | |
| (Last) | (First) | (Middle) | 4. Relationship of Reporting Person(s) to Issuer | |
| 1301 MCKINNEY, SUITE 2100 | | | (Check all applicable) | |
| (Street) | | | <input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input checked="" type="checkbox"/> Other (give title below) (specify below) Director by Deputization | |
| HOUSTON, TX 77010 | | | 5. If Amendment, Date Original Filed(Month/Day/Year) | |
| (City) | (State) | (Zip) | 6. Individual or Joint/Group Filing(Check Applicable Line) | |
| | | | <input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person | |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|------------------------------------|--|---|--|
| Common Stock, par value \$0.01 | 100 ⁽¹⁾ ₍₂₎ | D | ^ |

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

SEC 1473 (7-02)

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) Title | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|---|--|---|--|
|---|---|---|--|---|--|

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| | | | |
|---------------------|--------------------|----------------------------------|----------------------------------|
| Date Exercisable | Expiration Date | Amount or Number of Shares | or Indirect (I) (Instr. 5) |
|---------------------|--------------------|----------------------------------|----------------------------------|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-----------------------------|
| | Director | 10% Owner | Officer | Other |
| Memorial Resource Development LLC 1301 MCKINNEY, SUITE 2100 HOUSTON, TX 77010 | ^ | ^ X | ^ | Director by Deputization |
| MRD Holdco LLC 1301 MCKINNEY, SUITE 2100 HOUSTON, TX 77010 | ^ | ^ X | ^ | ^ |
| Natural Gas Partners VIII, L.P. 5221 N. O'CONNOR BLVD., SUITE 1100 IRVING, TX 75039 | ^ | ^ X | ^ | ^ |
| Natural Gas Partners IX, L.P. 5221 N. O'CONNOR BLVD., SUITE 1100 IRVING, TX 75039 | ^ | ^ X | ^ | ^ |
| NGP IX Offshore Holdings, L.P. 5221 N. O'CONNOR BLVD., SUITE 1100 IRVING, TX 75039 | ^ | ^ X | ^ | ^ |
| GFW VIII, L.L.C. 5221 N. O'CONNOR BLVD., SUITE 1100 IRVING, TX 75039 | ^ | ^ X | ^ | ^ |
| G.F.W. Energy VIII, L.P. 5221 N. O'CONNOR BLVD., SUITE 1100 IRVING, TX 75039 | ^ | ^ X | ^ | ^ |
| GFW IX, L.L.C. 5221 N. O'CONNOR BLVD., SUITE 1100 IRVING, TX 75039 | ^ | ^ X | ^ | ^ |
| G.F.W. ENERGY IX, L.P. 5221 N. O'CONNOR BLVD., SUITE 1100 IRVING, TX 75039 | ^ | ^ X | ^ | ^ |
| NGP Energy Capital Management LLC 5221 N. O'CONNOR BLVD., SUITE 1100 IRVING, TX 75039 | ^ | ^ X | ^ | ^ |

Signatures

By: /s/ Kyle N. Roane, Kyle N. Roane, Vice President, General Counsel & Corporate Secretary
of Memorial Resource Development LLC

06/12/2014

**Signature of Reporting Person

Date

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

06/12/2014

of MRD Holdco LLC

| Signature of Reporting Person | Date |
|---|------------|
| By: /s/ Kenneth A. Hersh, Kenneth A. Hersh, Authorized Member of GFW VIII, L.L.C., general partner of G.F.W. Energy VIII, L.P., general partner of Natural Gas Partners VIII, L.P. | 06/12/2014 |
| Signature of Reporting Person | Date |
| By: /s/ Kenneth A. Hersh, Kenneth A. Hersh, Authorized Member of GFW VIII, L.L.C., general partner of G.F.W. Energy VIII, L.P. | 06/12/2014 |
| Signature of Reporting Person | Date |
| By: /s/ Kenneth A. Hersh, Kenneth A. Hersh, Authorized Member of GFW VIII, L.L.C. | 06/12/2014 |
| Signature of Reporting Person | Date |
| By: /s/ Kenneth A. Hersh, Kenneth A. Hersh, Authorized Member of GFW IX, L.L.C., general partner of G.F.W. Energy IX, L.P., general partner of NGP IX Offshore Holdings, L.P. | 06/12/2014 |
| Signature of Reporting Person | Date |
| By: /s/ Kenneth A. Hersh, Kenneth A. Hersh, Authorized Member of GFW IX, L.L.C., general partner of G.F.W. Energy IX, L.P., general partner of Natural Gas Partners IX, L.P. | 06/12/2014 |
| Signature of Reporting Person | Date |
| By: /s/ Kenneth A. Hersh, Kenneth A. Hersh, Authorized Member of GFW IX, L.L.C., general partner of G.F.W. Energy IX, L.P. | 06/12/2014 |
| Signature of Reporting Person | Date |
| By: /s/ Kenneth A. Hersh, Kenneth A. Hersh, Authorized Member of GFW IX, L.L.C. | 06/12/2014 |
| Signature of Reporting Person | Date |
| By: /s/ Kenneth A. Hersh, Kenneth A. Hersh, Chief Executive Officer of NGP Energy Capital Management, L.L.C. | 06/12/2014 |
| Signature of Reporting Person | Date |

Explanation of Responses:

- * 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).
- (1) This form is jointly filed by MRD Holdco LLC ("MRD Holdco"), Natural Gas Partners VIII, L.P. ("NGP VIII"), Natural Gas Partners IX, L.P. ("NGP IX"), NGP IX Offshore Holdings, L.P. ("NGP IX Offshore"), GFW VIII, L.L.C. ("GFW VIII"), G.F.W. Energy VIII, L.P. ("GFW Energy VIII"), GFW IX, L.L.C. ("GFW IX"), G.F.W. Energy IX, L.P. ("GFW Energy IX") and NGP Energy Capital Management, L.L.C. ("NGP ECM"). MRD Holdco is the sole member of Memorial Resource Development LLC. NGP VIII, NGP IX and NGP IX Offshore own a controlling interest in MRD Holdco. GFW VIII is the sole general partner of GFW Energy VIII, which is the general partner of NGP VIII, and GFW IX is the sole general partner of GFW Energy IX, which is the general partner of NGP IX and NGP IX Offshore. Accordingly, each of MRD Holdco, NGP VIII, NGP IX, NGP IX Offshore, GFW VIII, GFW Energy VIII,
- (Continued from footnote 1) GFW IX and 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 owners of these securities. GFW VIII has delegated full power and authority to manage NGP VIII, and GFW IX has delegated full power and authority to manage NGP IX and NGP IX Offshore, respectively, to NGP ECM and accordingly, NGP ECM may be deemed to share voting and dispositive power over these securities, and as result may be deemed to beneficially own these reported securities. MRD Holdco, NGP VIII, NGP IX, NGP IX Offshore, GFW VIII, GFW Energy VIII, GFW IX, GFW Energy IX and NGP ECM each disclaim beneficial ownership of the reported securities in excess of such entity's pecuniary interest in the securities. This report shall not be deemed an admission that the reporting persons are beneficial owners of the reported securities for purposes of Section 16 or for any other purpose.

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Remarks:

This Form 3 is being filed in connection with the effectiveness of the Issuer's Registration Statement

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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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