

Matador Resources Co  
 Form 3  
 February 17, 2015

**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 <b>and</b> Ticker or Trading Symbol                         |  |
| Singleton Van H II                        |         | (Month/Day/Year)                     | Matador Resources Co [MTDR]  |  |
| (Last)                                    | (First) | (Middle)                             | 02/05/2015   |  |
| 5400 LBJ FREEWAY, SUITE 1500              |         |                                      | 4. Relationship of Reporting Person(s) to Issuer                           | 5. If Amendment, Date Original Filed(Month/Day/Year)                   |
| (Street)                                  |         |                                      | (Check all applicable)   |  |
| DALLAS, TX 75240                          |         |                                      | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner       | 6. Individual or Joint/Group Filing(Check Applicable Line)             |
| (City)                                    | (State) | (Zip)                                | <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
|   |         |                                      | (give title below) (specify below)   | <input type="checkbox"/> Form filed by More than One Reporting Person  |
|   |         |                                      | EVP - Land   |  |

**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                    | 32,392 <sup>(1)</sup> <sup>(2)</sup> <sup>(3)</sup> <sup>(4)</sup> <sup>(5)</sup><br><u>(6)</u> | D  | ^   |

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

SEC 1473 (7-02)

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**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) | 4. Conversion or Exercise Price of Derivative | 5. Ownership Form of Derivative Security: | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|---|---|---|
|--|--|---|---|---|---|

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|                       | Date Exercisable | Expiration Date | Title        | Amount or Number of Shares | Security | Direct (D) or Indirect (I) (Instr. 5) |   |
|-----------------------|------------------|-----------------|--------------|----------------------------|----------|---------------------------------------|---|
| Employee Stock Option | Â (7)            | 02/21/2020      | Common Stock | 10,000                     | \$ 9     | D                                     | Â |
| Employee Stock Option | Â (8)            | 04/15/2017      | Common Stock | 14,583                     | \$ 10.49 | D                                     | Â |
| Employee Stock Option | Â (9)            | 03/11/2018      | Common Stock | 33,750                     | \$ 8.18  | D                                     | Â |
| Employee Stock Option | Â (10)           | 03/16/2019      | Common Stock | 8,274                      | \$ 22.66 | D                                     | Â |
| Employee Stock Option | Â (11)           | 01/20/2020      | Common Stock | 27,429                     | \$ 22.01 | D                                     | Â |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |              |       |
|--|---------------|-----------|--------------|-------|
|  | Director      | 10% Owner | Officer      | Other |
| Singleton Van H II<br>5400 LBJ FREEWAY<br>SUITE 1500<br>DALLAS, TX 75240 | Â             | Â         | Â EVP - Land | Â     |

## Signatures

/s/ Van H. Singleton, II, by Kyle A. Ellis as attorney-in-fact

02/17/2015

\_\_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) Includes 1,823 shares of restricted stock granted to the reporting person on April 16, 2012 that vest on the fourth anniversary of the date of grant, April 16, 2016.
- (2) Includes 3,646 shares of restricted stock granted to the reporting person on April 16, 2012. Such shares of restricted stock will vest following the third anniversary of the date of grant, April 16, 2015, in an amount to be determined based upon the achievement of certain performance conditions as specified in the reporting person's award agreement.
- (3) Includes 3,646 restricted stock units granted to the reporting person on April 16, 2012. Such restricted stock units will vest, and an applicable number of shares of common stock will be deliverable to the reporting person, following the third anniversary of the date of grant, April 16, 2015, in an amount to be determined based upon the achievement of certain performance conditions as specified in the reporting person's award agreement.
- (4) Includes 16,875 shares of restricted stock granted to the reporting person on March 12, 2013. Such shares of restricted stock will vest on the fourth anniversary of the date of grant, March 12, 2017.
- (5) Includes 1,379 shares of restricted stock granted to the reporting person on March 17, 2014. Such shares of restricted stock will vest in two equal biennial installments beginning on the second anniversary of the date of grant, March 17, 2016.
- (6) Includes 3,000 shares of restricted stock granted to the reporting person on January 21, 2015. Such shares of restricted stock will vest on the third anniversary of the date of grant, January 21, 2018.

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- (7) As of the date of this report, the employee stock options are fully vested and exercisable.
- (8) As of the date of this report, half of the employee stock options are vested and exercisable and half will vest on April 16, 2016.
- (9) The employee stock options vest in two equal biennial installments beginning on the second anniversary of the date of grant, March 12, 2015.
- (10) The employee stock options vest in two equal biennial installments beginning on the second anniversary of the date of grant, March 17, 2016.
- (11) The employee stock options vest on the third anniversary of the date of grant, January 21, 2018.

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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