
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

FORM 8-K

**CURRENT REPORT
Pursuant to Section 13 or 15(d)
of the Securities Exchange Act of 1934**

Date of Report (Date of Earliest Event Reported) August 7, 2018

Matador Resources Company

(Exact name of registrant as specified in its charter)

Texas
(State or other jurisdiction
of incorporation)

001-35410
(Commission
File Number)

27-4662601
(IRS Employer
Identification No.)

5400 LBJ Freeway, Suite 1500, Dallas, Texas
(Address of principal executive offices)

75240
(Zip Code)

Registrant's telephone number, including area code: (972) 371-5200

Not Applicable

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 7.01 Regulation FD Disclosure.*Notes Offering*

On August 7, 2018, Matador Resources Company (the “Company”) issued a press release (the “Notes Offering Press Release”) announcing that, subject to market conditions, the Company intends to commence a private offering of \$700 million in aggregate principal amount of senior notes due 2026 (the “Notes”). A copy of the Notes Offering Press Release is attached hereto as Exhibit 99.1 and incorporated into this Item 7.01 by reference.

Tender Offer

On August 7, 2018, the Company issued a press release (the “Tender Offer Press Release”) announcing the commencement of a cash tender offer (the “Tender Offer”) for any and all of its outstanding 6.875% senior notes due 2023 (the “Existing Notes”), of which \$575 million in aggregate principal amount are currently outstanding. The Tender Offer is subject to a number of conditions, including the receipt of net proceeds from one or more debt financings sufficient to repurchase all of the Existing Notes tendered, including the payment of all accrued and unpaid interest and costs and expenses incurred in connection therewith (the “Financing Condition”). We expect the Financing Condition will be satisfied through the offering of the Notes. The terms and conditions of the Tender Offer are described in the Offer to Purchase dated August 7, 2018, and the Letter of Transmittal relating thereto. A copy of the Tender Offer Press Release is attached hereto as Exhibit 99.2 and incorporated into this Item 7.01 by reference.

Redemption

Concurrently with the commencement of the Tender Offer, the Company submitted a conditional notice of redemption to redeem all of its outstanding Existing Notes, of which \$575 million in aggregate principal amount are currently outstanding. The Existing Notes will be redeemed at a redemption price equal to 105.156% of the aggregate principal amount thereof, plus accrued and unpaid interest on the Existing Notes redeemed to, but not including, the redemption date, which is scheduled for September 6, 2018.

The information furnished pursuant to this Item 7.01, including Exhibits 99.1 and 99.2, shall not be deemed to be “filed” for purposes of Section 18 of the Securities Act of 1934, as amended, and will not be incorporated by reference into any filing under the Securities Act of 1933, as amended, unless specifically identified therein as being incorporated therein by reference.

Item 9.01 Financial Statements and Exhibits.**(d) Exhibits**

<u>Exhibit No.</u>	<u>Description of Exhibit</u>
99.1	Notes Offering Press Release, dated August 7, 2018.
99.2	Tender Offer Press Release, dated August 7, 2018.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

MATADOR RESOURCES COMPANY

Date: August 7, 2018

By: /s/ Craig N. Adams

Name: Craig N. Adams

Title: Executive Vice President

MATADOR RESOURCES COMPANY ANNOUNCES OFFERING OF \$700 MILLION OF SENIOR NOTES DUE 2026

DALLAS—(BUSINESS WIRE)—August 7, 2018—Matador Resources Company (NYSE: MTDR) (“Matador”) announced today that, subject to market conditions, it intends to offer \$700 million of senior unsecured notes due 2026 in a private placement to eligible purchasers. Matador intends to use the net proceeds from the offering to fund a tender offer (the “Tender Offer”) to purchase for cash, subject to certain conditions, any and all of its outstanding 6.875% senior unsecured notes due 2023 (the “Tender Notes”). The Tender Offer is being made pursuant to an Offer to Purchase dated August 7, 2018. Matador intends to use the remainder of the net proceeds for the redemption of any outstanding Tender Notes, a notice of which has been released by Matador on the date hereof, and for other general working capital needs. The offering is not contingent on the consummation of the Tender Offer or the tender of any minimum amount of Tender Notes.

The notes have not been registered under the Securities Act of 1933, as amended (the “Securities Act”), or applicable state securities laws and may not be offered or sold in the United States absent registration or an applicable exemption from the registration requirements of the Securities Act and applicable state securities laws. The notes may be resold by the initial purchasers pursuant to Rule 144A and Regulation S under the Securities Act.

This press release is being issued pursuant to Rule 135c under the Securities Act, and is neither an offer to sell nor a solicitation of an offer to buy any of these securities, nor shall there be any sale of these securities in any state or jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such state or jurisdiction.

About Matador Resources Company

Matador is an independent energy company engaged in the exploration, development, production and acquisition of oil and natural gas resources in the United States, with an emphasis on oil and natural gas shale and other unconventional plays. Its current operations are focused primarily on the oil and liquids-rich portion of the Wolfcamp and Bone Spring plays in the Delaware Basin in Southeast New Mexico and West Texas. Matador also operates in the Eagle Ford shale play in South Texas and the Haynesville shale and Cotton Valley plays in Northwest Louisiana and East Texas. Additionally, Matador conducts midstream operations, primarily through its midstream joint venture, San Mateo Midstream, LLC, in support of its exploration, development and production operations and provides natural gas processing, oil transportation services, natural gas, oil and salt water gathering services and salt water disposal services to third parties.

Forward-Looking Statements

This press release includes “forward-looking statements” within the meaning of Section 27A of the Securities Act and Section 21E of the Securities Exchange Act of 1934, as amended. “Forward- looking statements” are statements related to future, not past, events. Forward-looking statements are based on current expectations and include any statement that does not directly relate to a current or historical fact. In this context, forward-looking statements often address expected future

business and financial performance, and often contain words such as “could,” “believe,” “would,” “anticipate,” “intend,” “estimate,” “expect,” “may,” “should,” “continue,” “plan,” “predict,” “potential,” “project,” “hypothetical,” “forecasted” and similar expressions that are intended to identify forward-looking statements, although not all forward-looking statements contain such identifying words. Such forward-looking statements include, but are not limited to, statements about the intended use of offering proceeds and other statements that are not historical facts. Actual results and future events could differ materially from those anticipated in such statements, and such forward-looking statements may not prove to be accurate. These forward-looking statements involve certain risks and uncertainties, including, but not limited to, the following risks related to financial and operational performance: general economic conditions; Matador’s ability to execute its business plan, including whether its drilling program is successful; changes in oil, natural gas and natural gas liquids prices and the demand for oil, natural gas and natural gas liquids; its ability to replace reserves and efficiently develop current reserves; costs of operations; delays and other difficulties related to producing oil, natural gas and natural gas liquids; its ability to make acquisitions on economically acceptable terms; its ability to integrate acquisitions; availability of sufficient capital to execute its business plan, including from future cash flows, increases in its borrowing base and otherwise; weather and environmental conditions; the operating results of Matador’s midstream joint venture’s expansion of the Black River cryogenic processing plant; the timing and operating results of the buildout by Matador’s midstream joint venture of oil, natural gas and water gathering and transportation systems and the drilling of any additional salt water disposal wells; and other important factors which could cause actual results to differ materially from those anticipated or implied in the forward-looking statements. For further discussions of risks and uncertainties, you should refer to Matador’s filings with the Securities and Exchange Commission (the “SEC”), including the “Risk Factors” section of Matador’s most recent Annual Report on Form 10-K and any subsequent Quarterly Reports on Form 10-Q. Matador undertakes no obligation to update these forward-looking statements to reflect events or circumstances occurring after the date of this press release, except as required by law, including the securities laws of the United States and the rules and regulations of the SEC. You are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date of this press release. All forward-looking statements are qualified in their entirety by this cautionary statement.

Source: Matador Resources Company

Matador Resources Company
Mac Schmitz, 972-371-5225
Capital Markets Coordinator
investors@matadorresources.com

MATADOR RESOURCES COMPANY ANNOUNCES CASH TENDER OFFER FOR ITS 6.875% SENIOR NOTES DUE 2023

DALLAS—(BUSINESS WIRE)—August 7, 2018—Matador Resources Company (NYSE: MTDR) (“Matador”) announced today that it has commenced a cash tender offer to purchase any and all of its \$575 million in aggregate principal amount of outstanding 6.875% Senior Notes due 2023 (CUSIP No. 576485AB2 / ISIN US576485AB26) (the “Notes”). The tender offer is being made on the terms and subject to the conditions set forth in an Offer to Purchase, dated August 7, 2018 (the “Offer to Purchase”), and related Letter of Transmittal.

The tender offer is subject to the satisfaction or waiver of certain conditions, as described in the Offer to Purchase, including the condition that Matador shall have received net proceeds from one or more debt financings sufficient to repurchase all of the Notes tendered, including the payment of all accrued and unpaid interest, and costs and expenses incurred in connection with the tender offer, as described in more detail in the Offer to Purchase.

Matador is offering to purchase Notes validly tendered (and not validly withdrawn) prior to 5:00 p.m., New York City time, on August 20, 2018 unless extended (the “Expiration Time”) at a price of \$1,053.56 for each \$1,000 in principal amount of Notes (the “Tender Offer Consideration”), plus accrued and unpaid interest up to, but not including, the settlement date for the tender offer. Matador expects the settlement date to occur on August 21, 2018. Notes validly tendered may be validly withdrawn at any time prior to 5:00 p.m., New York City time, on August 20, 2018 (the “Withdrawal Time”). Tendered notes may not be validly withdrawn after the Withdrawal Time, except under certain limited circumstances required by law.

Concurrently with the commencement of the tender offer, Matador issued a conditional notice of redemption to holders of the Notes to redeem any and all Notes that remain outstanding after completion of the tender offer. The Notes will be redeemed at a redemption price equal to 105.156% of the aggregate principal amount thereof, plus accrued and unpaid interest on the Notes redeemed to, but not including, the redemption date, which is scheduled for September 6, 2018.

Matador has engaged BofA Merrill Lynch as the Dealer Manager for the tender offer. BofA Merrill Lynch can be contacted at (888) 292-0070 (toll-free) and (980) 386-6026 (collect).

The complete terms and conditions of the tender offer are set forth in the Offer to Purchase. Holders of Notes are urged to read the tender offer documents carefully before making any decision with respect to the tender offer. Holders may obtain copies of the Offer to Purchase and the Letter of Transmittal from Global Bondholder Services Corporation, the Tender and Information Agent for the tender offer, at (212) 430-3774 (brokers and banks) and (866) 807-2200 (all others; toll-free) or at <http://gbsc-usa.com/Matador>.

This press release is for information purposes only and is not an offer to purchase or a solicitation of an offer to purchase with respect to any of the Notes. The tender offer is being made solely pursuant to the tender offer documents, including the Offer to Purchase, that Matador is distributing to holders of the Notes. The tender offer is not being made to holders of Notes in any jurisdiction in which the making or acceptance thereof would not be in compliance with the securities, blue sky or other laws of such jurisdiction.

Neither Matador, the Dealer Manager nor the Tender and Information Agent, nor any other person makes any recommendation as to whether holders of Notes should tender their Notes, and no one has been authorized to make such a recommendation.

Forward-Looking Statements

This press release includes “forward-looking statements” within the meaning of Section 27A of the Securities Act and Section 21E of the Securities Exchange Act of 1934, as amended. “Forward- looking statements” are statements related to future, not past, events. Forward-looking statements are based on current expectations and include any statement that does not directly relate to a current or historical fact. In this context, forward-looking statements often address expected future business and financial performance, and often contain words such as “could,” “believe,” “would,” “anticipate,” “intend,” “estimate,” “expect,” “may,” “should,” “continue,” “plan,” “predict,” “potential,” “project,” “hypothetical,” “forecasted” and similar expressions that are intended to identify forward-looking statements, although not all forward-looking statements contain such identifying words. Such forward-looking statements include, but are not limited to, among other things, the completion of the tender offer. Actual results and future events could differ materially from those anticipated in such statements, and such forward-looking statements may not prove to be accurate. These forward-looking statements involve certain risks and uncertainties. For further discussions of risks and uncertainties, you should refer to Matador’s filings with the Securities and Exchange Commission (the “SEC”), including the “Risk Factors” section of Matador’s most recent Annual Report on Form 10-K and any subsequent Quarterly Reports on Form 10-Q. Matador undertakes no obligation to update these forward-looking statements to reflect events or circumstances occurring after the date of this press release, except as required by law, including the securities laws of the United States and the rules and regulations of the SEC. You are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date of this press release. All forward-looking statements are qualified in their entirety by this cautionary statement.

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