
**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 27, 2012

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))
-
-

Item 2.02 Results of Operations and Financial Condition.

Matador Resources Company (the “Company”) expects to make presentations concerning its business to potential investors. The materials to be utilized during the presentations (the “Materials”) are furnished as Exhibit 99.1 hereto and incorporated herein by reference. The Materials include information regarding the quarter ended June 30, 2012.

The information furnished pursuant to this Item 2.02, including Exhibit 99.1, shall not be deemed to be “filed” for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), and will not be incorporated by reference into any filing under the Securities Act of 1933, as amended (the “Securities Act”), unless specifically identified therein as being incorporated therein by reference.

In the Materials, the Company has included as “non-GAAP financial measures,” as defined in Item 10 of Regulation S-K of the Exchange Act, earnings before interest expense, income taxes, depletion, depreciation and amortization, accretion of asset retirement obligations, property impairments, unrealized derivative gains and losses, certain other non-cash items and non-cash stock-based compensation expense, including stock option and grant expense and restricted stock and restricted stock units expense, and net gain or loss on asset sales and inventory impairment (“Adjusted EBITDA”). In the Materials, the Company has provided reconciliations of the non-GAAP financial measures to the most directly comparable financial measures calculated and presented in accordance with generally-accepted accounting principles (“GAAP”) in the United States. In addition, in the Materials the Company has provided the reasons why the Company believes those non-GAAP financial measures provide useful information to the investors.

Item 7.01 Regulation FD Disclosure.

Attached hereto as Exhibit 99.1 are the Materials to be used by the Company in making presentations concerning its business to potential investors.

The information furnished pursuant to this Item 7.01, including Exhibit 99.1, shall not be deemed to be “filed” for the purposes of Section 18 of the Exchange Act and will not be incorporated by reference into any filing under the Securities Act 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	Presentation Materials.

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 27, 2012

By: /s/ Joseph Wm. Foran

Name: Joseph Wm. Foran

Title: Chairman, President & CEO

Exhibit Index

<u>Exhibit No.</u>	<u>Description of Exhibit</u>
99.1	Presentation Materials.



Investor Presentation

August 2012

Forward-Looking Statements

This presentation and statements made by representatives of Matador Resources Company ("Matador" or the "Company") during the course of this presentation include "forward-looking statements" within the meaning of Section 27A of the Securities Act of 1933, as amended, 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" and similar expressions that are intended to identify forward-looking statements, although not all forward-looking statements contain such identifying words. Actual results and future events could differ materially from those anticipated in such statements. These forward-looking statements involve certain risks and uncertainties and ultimately may not prove to be accurate, including, but not limited to, the following risks related to our financial and operational performance: general economic conditions; Matador's ability to execute its business plan, including the success of its drilling program; changes in oil, natural gas and natural gas liquids prices and the demand for oil, natural gas and natural gas liquids; our ability to replace reserves and efficiently develop our current reserves; our costs of operations, delays and other difficulties related to producing oil, natural gas and natural gas liquids; our ability to make acquisitions on economically acceptable terms; availability of sufficient capital to Matador to execute its business plan, including from our future cash flows, increases in our borrowing base, joint venture partners and otherwise; weather and environmental conditions; 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 SEC filings, including the "Risk Factors" section of Matador's Annual Report on Form 10-K for the year ended December 31, 2011. Matador undertakes no obligation and does not intend to update these forward-looking statements to reflect events or circumstances occurring after the date of this presentation, except as required by law. You are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date of this presentation. All forward-looking statements are qualified in their entirety by this cautionary statement.

Company Overview

Completed IPO of 14,883,334 shares (12,209,167 primary) including overallotment at \$12.00/share in March 2012

Exchange: Ticker	NYSE: MTDR
Shares Outstanding	55.50 million common shares
Share Price as of August 22, 2012	\$10.40/share
Market Capitalization as of August 22, 2012	\$577.2 million

2012 Guidance Summary (updated as of August 14, 2012)

2012 Estimated Capital Spending	\$313 million
2012 Estimated Total Oil Production	1.2 to 1.4 million barrels
2012 Estimated Exit Rate for Oil Production	5,000 to 5,500 barrels per day
2012 Estimated Total Natural Gas Production	12.5 to 13.5 billion cubic feet

Matador Oil Facts: Second Quarter 2012

- ***On track to double Adjusted EBITDA⁽¹⁾ for the second year in a row***
- ***Record quarterly oil production of 285,000 Bbl, a sequential quarterly increase of 43% from 200,000 Bbl produced in first quarter of 2012***
- ***Record six-month oil production of 485,000 Bbl, a year-over-year increase of almost seven-fold from 70,000 Bbl produced in first half of 2011***
- ***Record average daily oil equivalent production of 8,738 BOE per day, including 3,130 Bbl of oil per day and 33.6 MMcf of natural gas per day***
- ***Oil reserves of 6.7 million Bbl at June 30, 2012 up nearly 80% from 3.8 million Bbl at December 31, 2011***
- ***Second quarter oil production constitutes 36% of total production volume and oil revenues constitute 82% of total oil and natural gas revenues***

(1) Adjusted EBITDA is a non-GAAP financial measure. For a definition of Adjusted EBITDA and a reconciliation of Adjusted EBITDA to our net income (loss) and net cash provided by operating activities, see slide 23

Note: Matador is a two-stream reporting company. Its oil production and reserves volumes do not include Natural Gas Liquids (NGLs) volumes.



Matador History

Predecessor Entities

Foran Oil & Matador Petroleum

- Founded by Joe Foran in 1983
- Foran Oil funded with \$270,000 in contributed capital from 17 friends and family members
- Rolled into Matador Petroleum Corporation in 1988
- Grown primarily through acquire and exploit strategy
- Delivered 21% average annual rate of return over 15 years
- Sold to Tom Brown, Inc.⁽¹⁾ in June 2003 for an enterprise value of \$388 million in an all-cash transaction

Matador Today

Matador Resources Company

- Founded by Joe Foran in 2003
- Attracted start-up capital from long-time shareholders; diverse and unique shareholder group including over 400 friends and neighbors
- Proven management, technical team and Board of Directors
- Grown entirely through drill bit, with focus on unconventional reservoir plays
- Chesapeake transaction and strong science and technical teams enabled the strategic transition to the Eagle Ford play
- IPO in February 2012 (NYSE: MTDR)
- Strong year-over-year growth
 - Daily oil production increased almost six-fold⁽²⁾
 - Proved oil reserves increased almost eight-fold⁽³⁾
 - Adjusted EBITDA⁽⁴⁾ increased 82%⁽²⁾

(1) Tom Brown purchased by Encana in 2004

(2) Three months ended June 30, 2012 compared to three months ended June 30, 2011

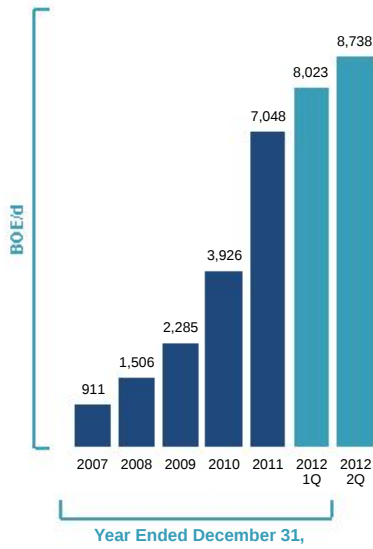
(3) At June 30, 2012 as compared to at June 30, 2011

(4) Adjusted EBITDA is a non-GAAP financial measure. For a definition of Adjusted EBITDA and a reconciliation of Adjusted EBITDA to our net income (loss) and net cash provided by operating activities, see slide 23



A Year of Growth

AVERAGE DAILY OIL EQUIVALENT PRODUCTION

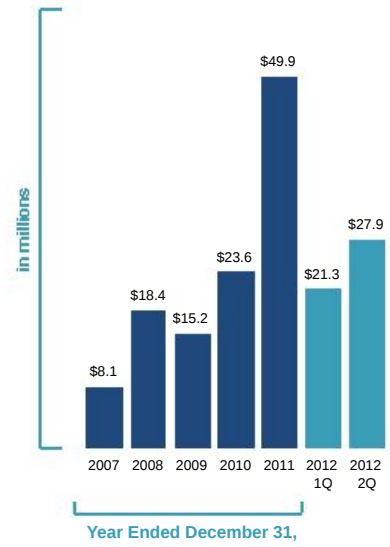


TOTAL REALIZED REVENUES

(INCLUDING REALIZED GAIN ON DERIVATIVES)



ADJUSTED EBITDA⁽¹⁾

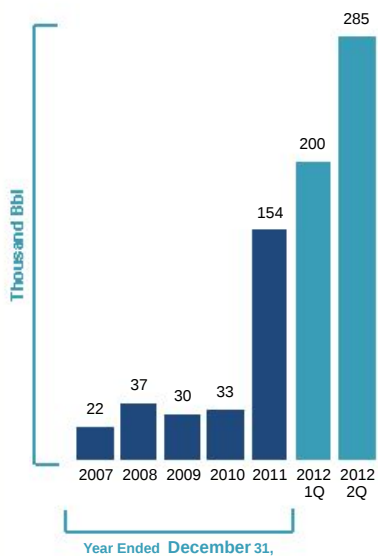


(1) Adjusted EBITDA is a non-GAAP financial measure. For a definition of Adjusted EBITDA and a reconciliation of Adjusted EBITDA to our net income (loss) and net cash provided by operating activities, see slide 23

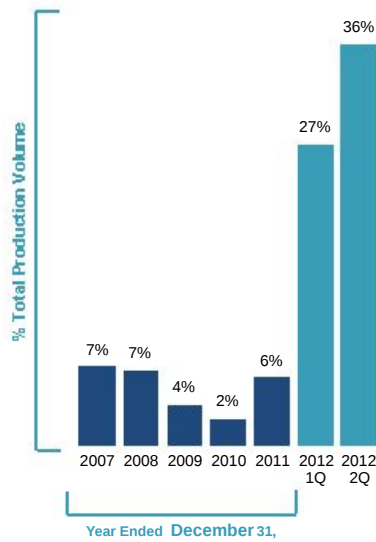


Transition to Oil

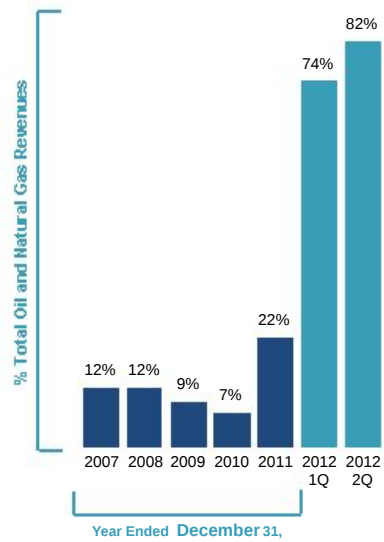
TOTAL OIL PRODUCTION



OIL BY VOLUME

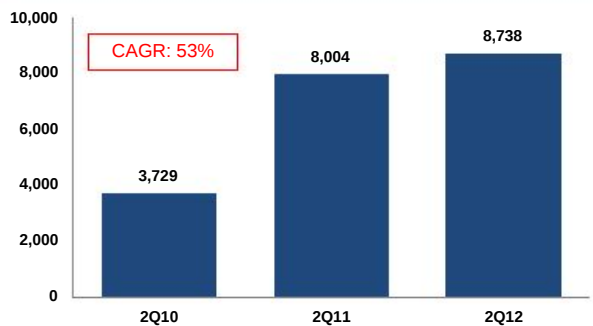


OIL BY REVENUE

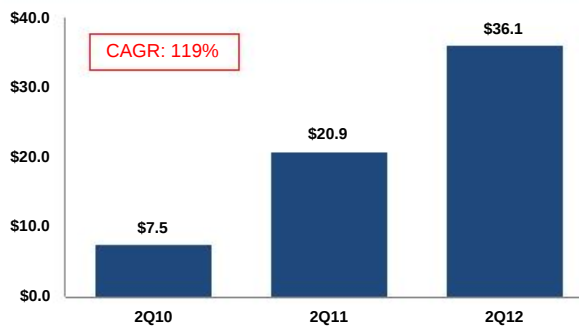


Financial Performance: Proven Management Team

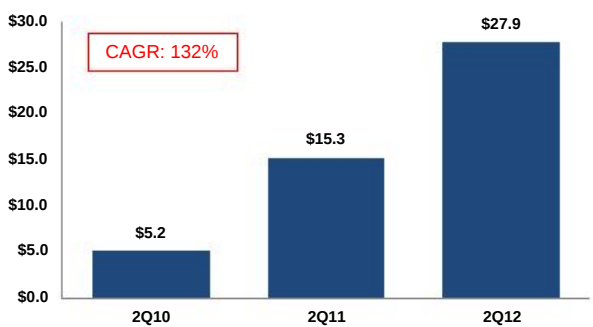
Average Daily Production
(BOE/d)



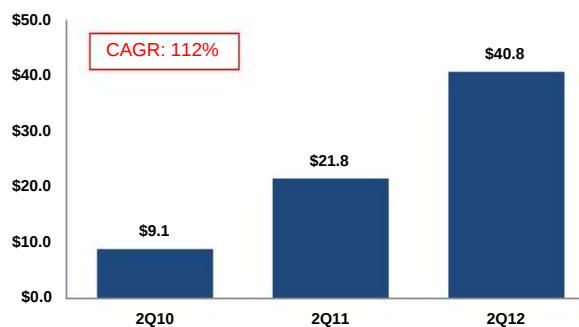
Oil and Natural Gas Revenues
(\$ in mm)



Adjusted EBITDA⁽¹⁾
(\$ in mm)



Total Realized Revenues⁽²⁾
(\$ in mm)



(1) Adjusted EBITDA is a non-GAAP financial measure. For a definition of Adjusted EBITDA and a reconciliation of Adjusted EBITDA to our net income (loss) and net cash provided by operating activities, see slide 23

(2) Includes realized gain on derivatives



Strong Growth Profile Focused on Liquids

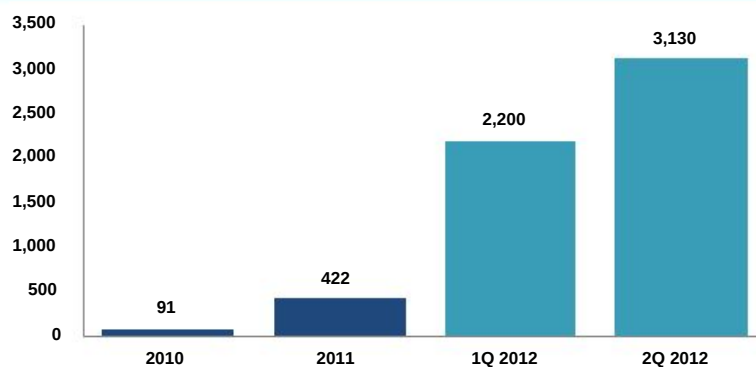
Commentary

- Q2 2012 oil production approximately 285,000 barrels
- Six-month oil production of 485,000 Bbl up almost seven-fold year-over-year at June 30, 2012
- Approximately 88% of 2012E capital budget focused on Eagle Ford (84%) and Austin Chalk (4%)
- All 2012 Eagle Ford and Austin Chalk drilling locations targeting oil and liquids
- Oil production expected to increase 8x to 9x in 2012

Liquids Focused CapEx in 2012E

	2012 Anticipated Drilling			2012E CapEx	
	Gross Wells Total	Net Wells Total	%	(in millions) Total	%
South Texas					
Eagle Ford	28.0	25.6	86.8%	\$257.2	82.2%
Austin Chalk	2.0	2.0	6.8%	\$11.3	3.6%
Area Total	30.0	27.6	93.6%	\$268.5	85.8%
NW LA / E Texas					
Haynesville	25.0	1.5	5.1%	\$13.5	4.3%
Cotton Valley	-	-	-	-	-
Area Total	25.0	1.5	5.1%	\$13.5	4.3%
SW WY, NE UT, SE ID					
Other	1.0	0.4	1.3%	\$2.5	0.8%
Other	-	-	-	\$28.5	9.1%
Total	56.0	29.5	100.0%	\$313.0	100.0%

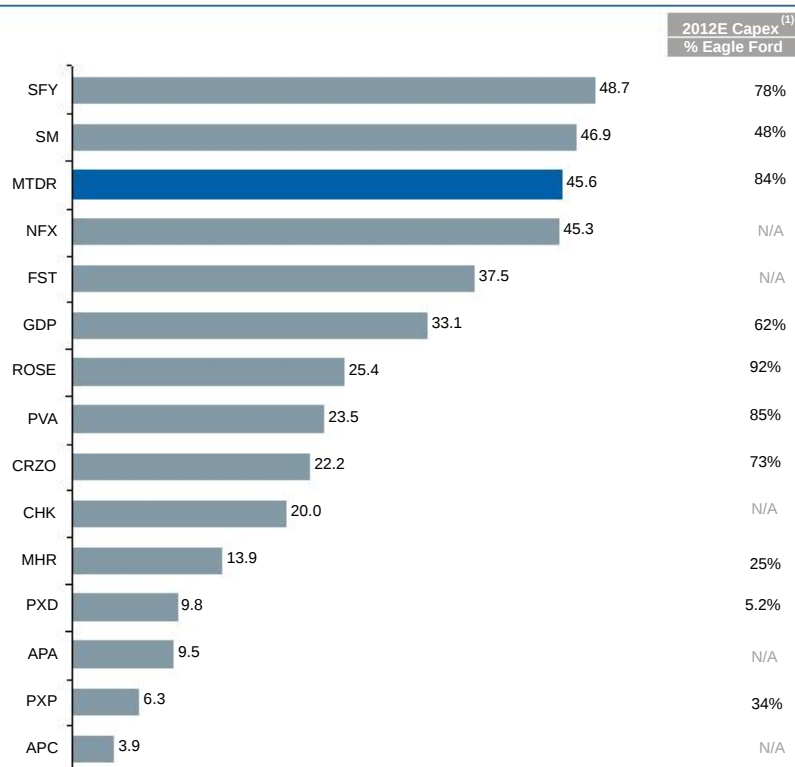
Oil Production Growth Over Time (Bbl/d)



Leading Eagle Ford Exposure

- Matador offers significant leverage and focus to the Eagle Ford
- Approximately 90% of Eagle Ford acreage is in the prospective oil and liquids window
- All 2012E Eagle Ford drilling focused in the prospective oil and liquids window
- 84% of 2012 estimated CapEx allocated to Eagle Ford
- One rig running in the eastern and one in the western portions of the Eagle Ford play
- Eagle Ford acreage well-positioned throughout the play

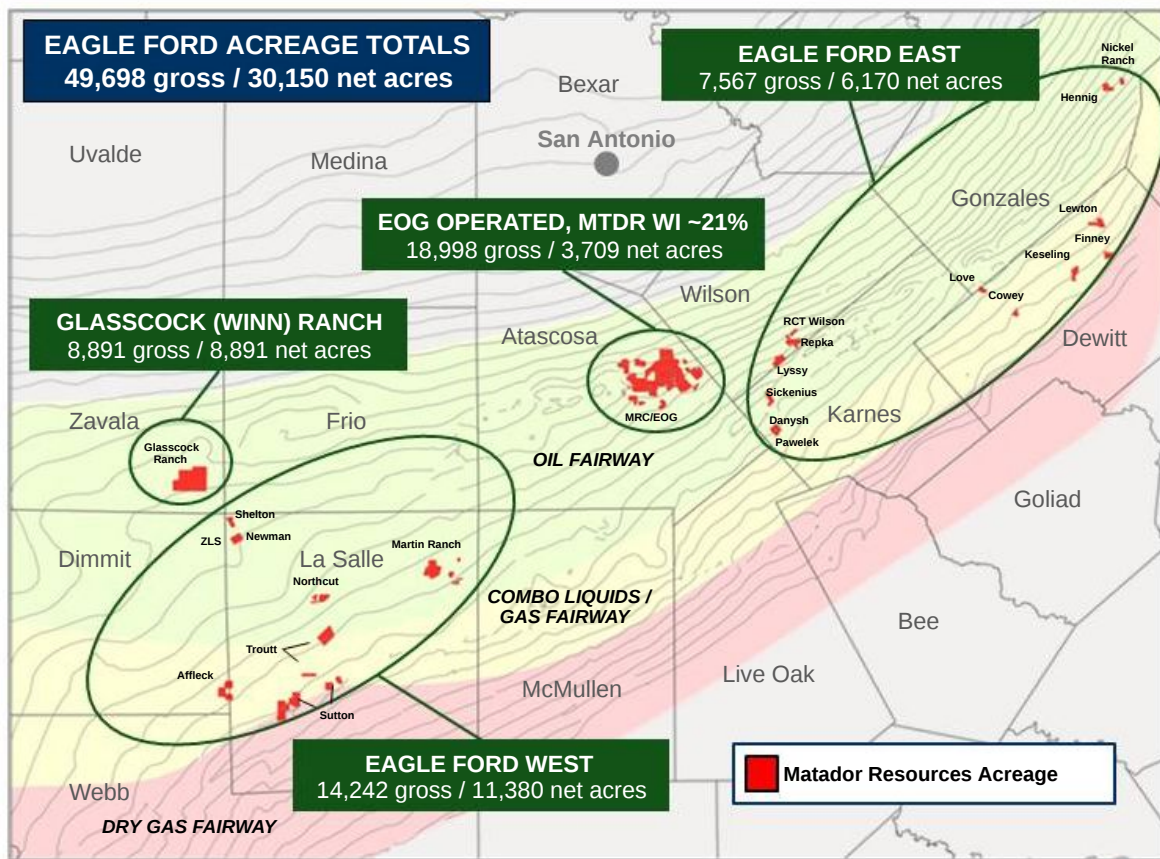
Leverage to Eagle Ford (Net Eagle Ford Acres / EV) (Net Acres / \$mm)



Note: Reflects companies with greater than 50 Bcfe of proved reserves. Data sourced from public filings; stock price data as of August 22, 2012 close

(1) Per operational guidance

Eagle Ford and Austin Chalk Properties



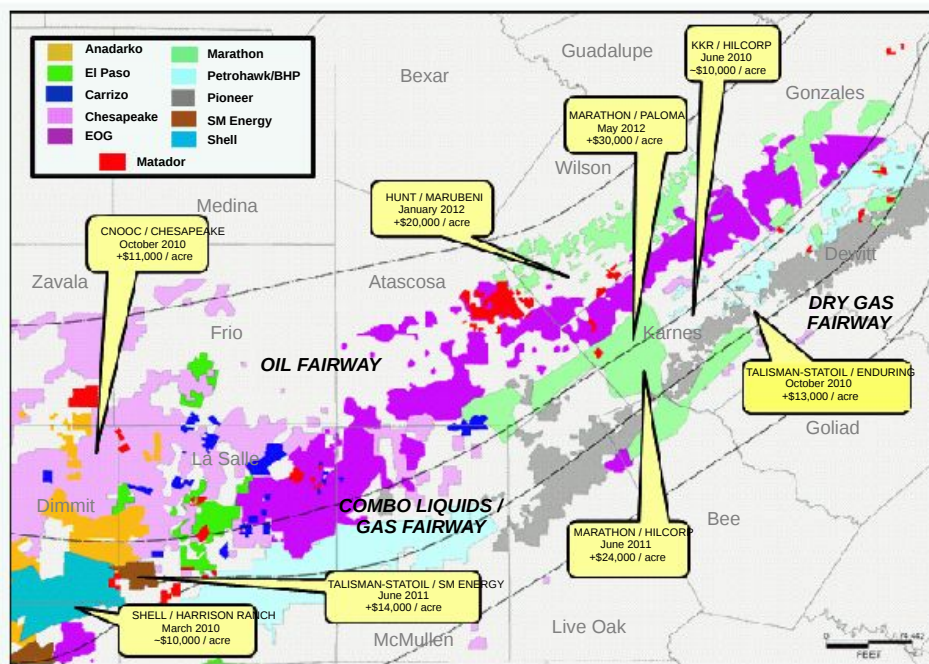
Note: All acreage at June 30, 2012



Eagle Ford Properties are in Good Neighborhoods

Highlights

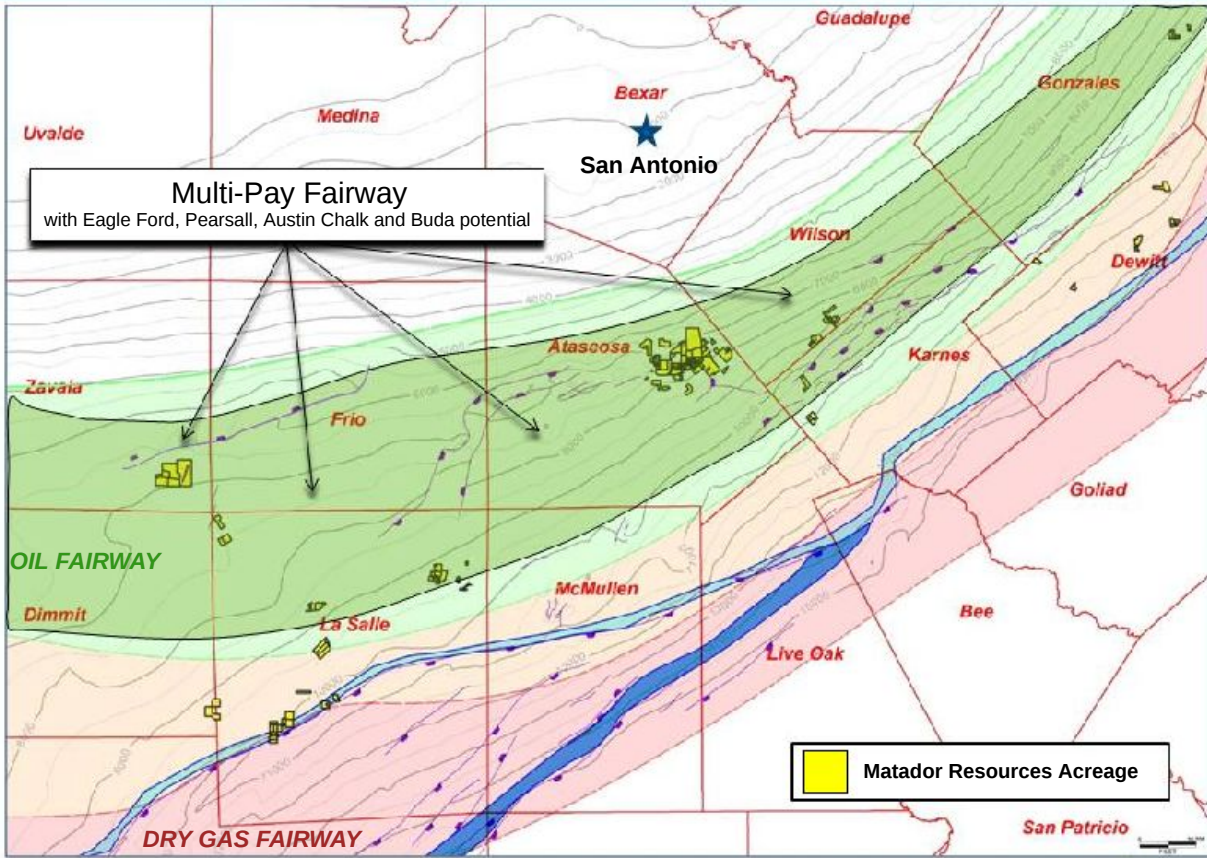
- MTDR acreage in counties with robust transaction activity – “good neighborhoods”
- Transaction values ranging from \$10,000 to \$30,000 per acre
- Our Eagle Ford position has grown to over 30,000 net acres
- Acreage in both the eastern and western areas of the play
- Approximately 90% of acreage in prospective oil and liquids windows
- Acreage offers potential for Austin Chalk, Buda, Pearsall and other formations
- Good reputation with land and mineral owners
- More than 80% of Eagle Ford acreage HBP or not burdened with lease expirations before 2013



Note: All Matador acreage at June 30, 2012 and all other acreage based on public information



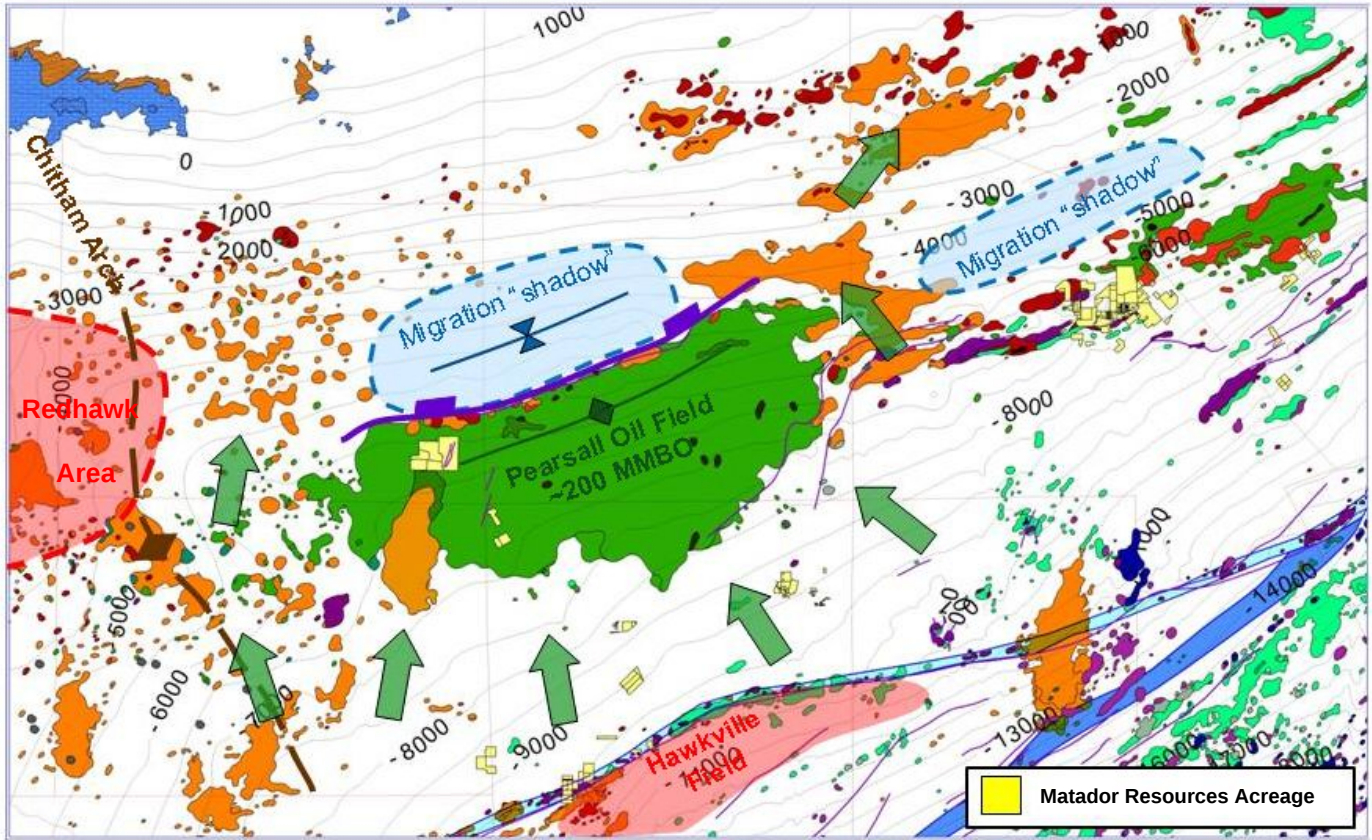
Emerging Multi-Pay Area in Eagle Ford Oil Fairway and MTDR Acreage



Note: All acreage at June 30, 2012



South Texas Multi-Pay Petroleum Systems: Petroleum Charge focus towards Glasscock Ranch



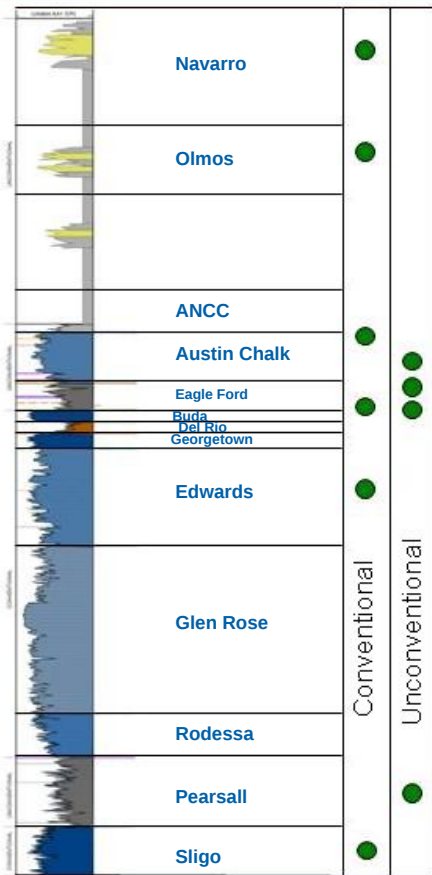
Note: All acreage at June 30, 2012
 Note: Information for Pearsall Oil Field sourced from public information

Oil and Gas Fields: ● Olmos/Navarro ● Austin Chalk ● Edwards ● Buda ● Wilcox

Matador Resources Acreage



Multi-Pay Fairway: Productive and Prospective Pay Zones



Historic Conventional Zones

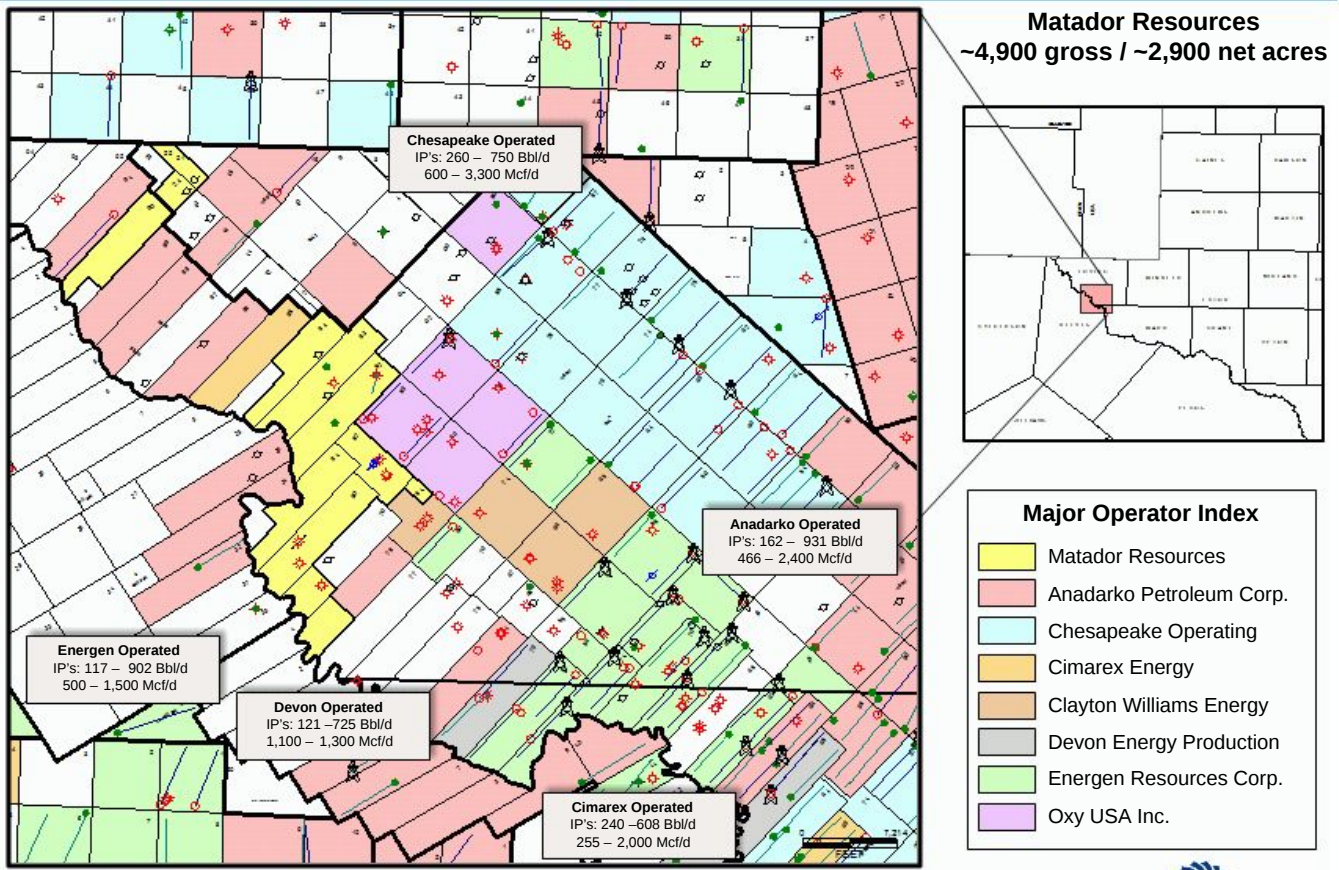
- Olmos-Navarro
 - Gas and oil fields in shallow section
- Austin
 - Upper Austin horizontal drilling
 - Fractured reservoir
- Buda
 - Primarily productive on structure
 - Fractured reservoir
- Edwards
 - Productive on structure

“New” Unconventional Zones

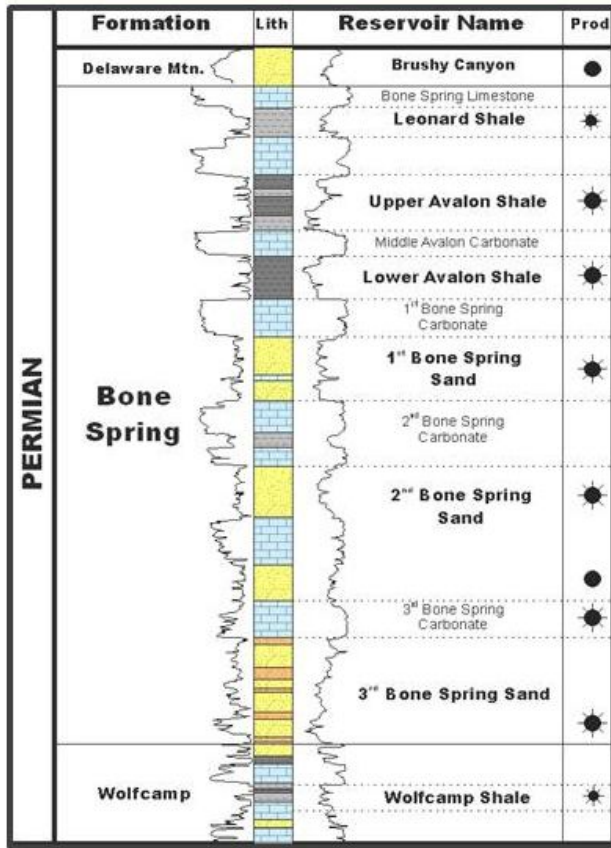
- “Chalkleford” (*Eagle Ford / Austin Chalk transition zone*)
 - Recent results in Pearsall Field from other operators are positive
- Eagle Ford
 - Lower costs combined with better completion techniques have improved initial results in northern oil window
- Horizontal Buda Drilling
 - Exploratory play developing to exploit fracturing within the Buda both on and off structure
- Pearsall Shale
 - Exploratory play, initial test wells now being drilled



Wolfbone Play in the Delaware Basin (West Texas)



Wolfbone Play in the Delaware Basin (West Texas) Stratigraphic Column



Horizontal Targets

Avalon Shale

Depth: 7,900' – 8,300' (Oil Window)
 Density Porosity: 12-14%
 Thickness: 300-500 ft.
 Normal Pressure (0.45 psi/ft.)
 Total Organic Carbon (TOC) 5-8%
 XRD: 15-20% clay and 40-60% silica
 IP: 100-270 Bbl/d 200-1,200 Mcf/d

1st 2nd 3rd Bone Spring

Depth: 8,500' – 10,600' (Oil Window)
 Density Porosity: >10%
 Thickness: 10-100 ft.
 Normal Pressure (0.45 psi/ft.)
 IP: 10-600 Bbl/d 500-2,500 Mcf/d

Upper Wolfcamp

Depth: 10,500' – 10,600' (Oil Window)
 Density Porosity: >10%
 Gross Thickness: 280-350 ft.
 IP: 121-900 Bbl/d 250-3,300 Mcf/d
 Geopressure (0.7psi/ft.)

Middle Wolfcamp

Depth: 11,500' – 12,000'
 Thickness: 200-300 ft.
 Total Organic Carbon (TOC) 2-4%
 Density Porosity: 12-15%
 Geopressure (0.7psi/ft.)

Note: Information from public sources



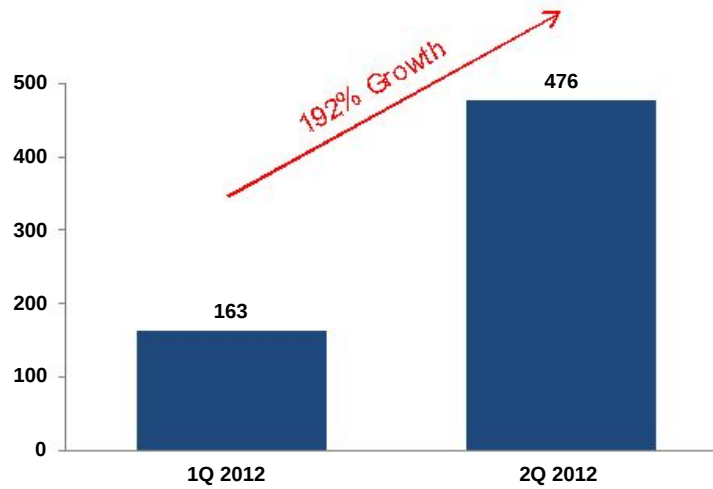
Hedging Profile

Oil Hedges (Costless Collars)		
	2H 2012	FY 2013
Total Volume Hedged by Ceiling (Bbl)	720,000	1,260,000
Weighted Average Price (\$ / Bbl)	\$110.31	\$110.26
Total Volume Hedged by Floor (Bbl)	720,000	1,260,000
Weighted Average Price (\$ / Bbl)	\$90.83	\$87.14
Natural Gas Hedges (Costless Collars)		
	2H 2012	FY 2013
Total Volume Hedged by Ceiling (Bcf)	4.62	2.25
Weighted Average Price (\$ / MMBtu)	\$5.30	\$4.73
Total Volume Hedged by Floor (Bcf)	4.62	2.25
Weighted Average Price (\$ / MMBtu)	\$4.07	\$3.73
Natural Gas Liquids (NGLs) Hedges (Swaps)		
	2H 2012	FY 2013
Total Volume Hedged (gal)	400,800	2,360,400
Weighted Average Price (\$ / gal)	\$0.74	\$0.73

Natural Gas Liquids (NGLs)

- Net NGL production of 163 Bbl/d and 476 Bbl/d for the first quarter and second quarter of 2012 respectively.

**Net NGL Production
(Bbl/d)**



- Matador is negotiating a natural gas gathering, transportation and processing agreement, including firm transportation and processing, for most of its operated natural gas production in South Texas. Matador expects to complete this agreement during the third quarter of 2012.

Financial Flexibility

- Plan to fund 2012 capital budget with a portion of IPO net proceeds, anticipated cash flows from operations and available borrowings under credit facility

- Currently negotiating an amended and restated credit facility to increase the Company's borrowing capacity to up to \$200 million primarily as a result of increased oil reserves at June 30, 2012
 - Expanding bank group
 - Expected to close during third quarter 2012

- Borrowing base of \$125 million, based on February 2012 redetermination
 - 22% of current market capitalization⁽¹⁾

- \$90 million in debt outstanding as of August 22, 2012

(1) As of August 22, 2012 close

Strong Growth Profile Focused on Liquids

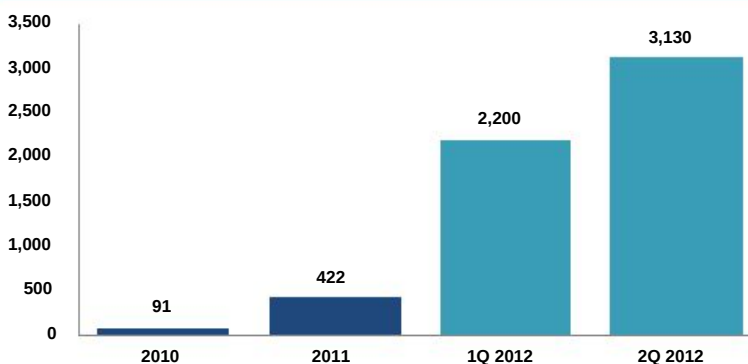
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Liquids Focused CapEx in 2012E

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SW WY, NE UT, SE ID					
Other	1.0	0.4	1.3%	\$2.5	0.8%
Other	-	-	-	\$28.5	9.1%
Total	56.0	29.5	100.0%	\$313.0	100.0%

Oil Production Growth Over Time (Bbl/d)



Investment Highlights

Strong Growth Profile with Increasing Focus on Oil / Liquids

High Quality Asset Base in Attractive Areas

Significant Multi-year Drilling Inventory

Strong Financial Position and Long-Term Institutional, Industry and Individual Shareholders

Proven Management and Technical Team and Active Board of Directors

Active Exploration Effort Using Science and Technology



Appendix



Adjusted EBITDA Reconciliation

The following table presents our calculation of Adjusted EBITDA and reconciliation of Adjusted EBITDA to the GAAP financial measures of net income (loss) and net cash provided by operating activities, respectively.

(In thousands)	Year Ended December 31,				Six Months Ended June 30,		
	2008	2009	2010	2011	2010	2011	2012
Unaudited Adjusted EBITDA reconciliation to Net Income (Loss):							
Net income (loss)	\$103,878	(\$14,425)	\$6,377	(\$10,309)	\$4,692	(\$20,443)	(\$2,875)
Interest expense	-	-	3	683	-	290	309
Total income tax provision (benefit)	20,023	(9,925)	3,521	(5,521)	2,459	(6,952)	(649)
Depletion, depreciation and amortization	12,127	10,743	15,596	31,754	7,064	15,291	31,119
Accretion of asset retirement obligations	92	137	155	209	68	96	111
Full-cost ceiling impairment	22,195	25,244	-	35,673	-	35,673	33,205
Unrealized (gain) loss on derivatives	(3,592)	2,375	(3,139)	(5,138)	(3,272)	1,336	(11,844)
Stock option and grant expense	605	622	824	2,362	334	159	(333)
Restricted stock grants	60	34	74	44	13	22	161
Net (gain) loss on asset sales and inventory impairment	(136,977)	379	224	154	-	-	60
Adjusted EBITDA	\$18,411	\$15,184	\$23,635	\$49,911	\$11,358	\$25,472	\$49,264

(In thousands)	Year Ended December 31,				Six Months Ended June 30,		
	2008	2009	2010	2011	2010	2011	2012
Unaudited Adjusted EBITDA reconciliation to Net Cash Provided by Operating Activities:							
Net cash provided by operating activities	\$25,851	\$1,791	\$27,273	\$61,868	\$33,725	\$19,531	\$51,526
Net change in operating assets and liabilities	(17,888)	15,717	(2,230)	(12,594)	(22,367)	5,697	(2,571)
Interest expense	-	-	3	683	-	290	309
Current income tax provision (benefit)	10,448	(2,324)	(1,411)	(46)	-	(46)	-
Adjusted EBITDA	\$18,411	\$15,184	\$23,635	\$49,911	\$11,358	\$25,472	\$49,264

We believe Adjusted EBITDA helps us evaluate our operating performance and compare our results of operation from period to period without regard to our financing methods or capital structure. We define Adjusted EBITDA as earnings before interest expense, income taxes, depletion, depreciation and amortization, accretion of asset retirement obligations, property impairments, unrealized derivative gains and losses, certain other non-cash items and non-cash stock-based compensation expense, including stock option and grant expense and restricted stock and restricted stock units expense, and net gain or loss on asset sales and inventory impairment. Adjusted EBITDA is not a measure of net income (loss) or cash flows as determined by GAAP. Adjusted EBITDA should not be considered an alternative to, or more meaningful than, net income or cash flows from operating activities as determined in accordance with GAAP or as an indicator of our operating performance or liquidity.

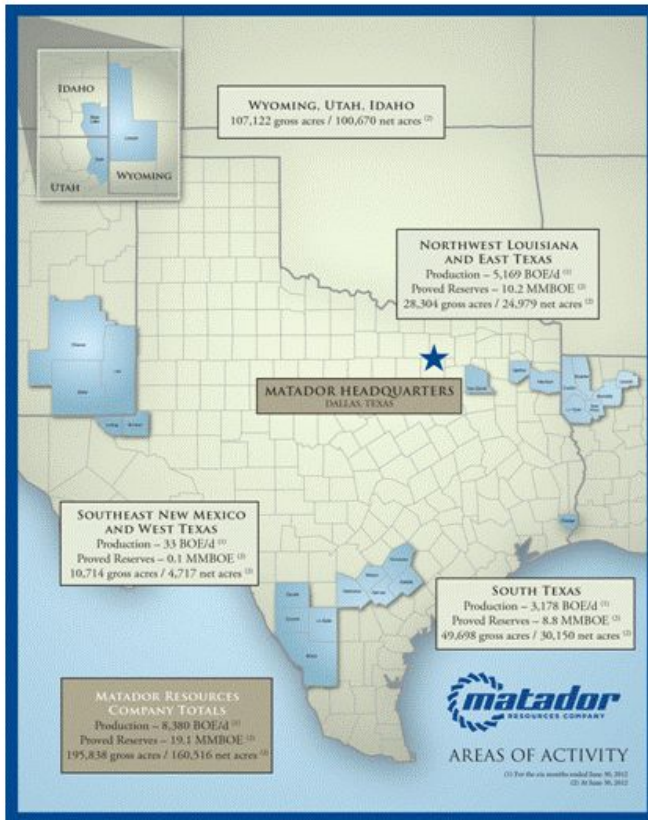
Board of Directors and Special Board Advisors – Expertise and Stewardship

Board Members and Advisors	Professional Experience	Business Expertise
Dr. Stephen A. Holditch Director	<ul style="list-style-type: none"> - Professor and Former Head of the Department of Petroleum Engineering, Texas A&M University - Founder / President S.A. Holditch & Associates - Past President of Society of Petroleum Engineers 	Oil & Gas Operations
David M. Laney Director	<ul style="list-style-type: none"> - Past Chairman, Amtrak Board of Directors - Former Partner, Jackson Walker LLP 	Law
Gregory E. Mitchell Director	<ul style="list-style-type: none"> - President / CEO, Toot'n Totum Food Stores 	Petroleum Retailing
Dr. Steven W. Ohnimus Director	<ul style="list-style-type: none"> - Retired VP and General Manager, Unocal Indonesia 	Oil & Gas Operations
Michael C. Ryan Director	<ul style="list-style-type: none"> - Partner, Berens Capital Management 	International Business and Finance
Margaret B. Shannon Director	<ul style="list-style-type: none"> - Retired VP and General Counsel, BJ Services Co. - Former Partner, Andrews Kurth LLP 	Law and Corporate Governance
Marlan W. Downey Special Board Advisor	<ul style="list-style-type: none"> - Retired President, ARCO International - Former President, Shell Pecten International - Past President of American Association of Petroleum Geologists 	Oil & Gas Exploration
Wade I. Massad Special Board Advisor	<ul style="list-style-type: none"> - Managing Member, Cleveland Capital Management, LLC - Former EVP Capital Markets, Matador Resources Company - Formerly with KeyBanc Capital Markets and RBC Capital Markets 	Capital Markets
Edward R. Scott, Jr. Special Board Advisor	<ul style="list-style-type: none"> - Former Chairman, Amarillo Economic Development Corporation - Law Firm of Gibson, Ochsner & Adkins 	Law, Accounting and Real Estate Development
W.J. "Jack" Sleeper, Jr. Special Board Advisor	<ul style="list-style-type: none"> - Retired President, DeGolyer and MacNaughton (Worldwide Petroleum Consultants) 	Oil & Gas Executive Management

Proven Management Team – Experienced Leadership

Management Team	Background and Prior Affiliations	Industry Experience	Matador Experience
Joseph Wm. Foran Founder, Chairman and CEO	- Matador Petroleum Corporation, Foran Oil Company, J Cleo Thompson Jr. and Thompson Petroleum Corp.	32 years	Since Inception
David E. Lancaster EVP, COO and CFO	- Schlumberger, S.A. Holditch & Associates, Inc., Diamond Shamrock	33 years	Since 2003
Matthew V. Hairford EVP, Operations	- Samson, Sonat, Conoco	28 years	Since 2004
David F. Nicklin Executive Director, Exploration	- ARCO, Senior Geological Assignments in UK, Angola, Norway and the Middle East	41 years	Since 2007
Scott E. King Co-Founder, VP, Geophysics and New Ventures	- Matador Petroleum Corporation, Enserch, BP, Sohio	29 years	Since Inception
Bradley M. Robinson VP, Reservoir Engineering	- Schlumberger, S.A. Holditch & Associates, Inc., Marathon	35 years	Since Inception
Kathryn L. Wayne Controller and Treasurer	- Matador Petroleum Corporation, Mobil	28 years	Since Inception

Matador Resources Snapshot



Note: Loving County acreage added August 10, 2012 and is not reflected in acreage totals at June 30, 2012 (see slide 15)

Daily Production⁽¹⁾	8,738 BOE/d
Oil Production (% total)	3,130 Bbl/d (36%)
Proved Reserves @ 6/30/12	19.1 Million BOE
% Proved Developed	64%
% Oil	35% (and growing)
2012E CapEx	\$313 million
% Eagle Ford	84%
% Oil and Liquids	94%
2012E Anticipated Drilling	29.5 net wells
Eagle Ford / Austin Chalk	27.6 net wells
Haynesville	1.5 net wells
Gross Acreage⁽²⁾	195,838 acres
Net Acreage⁽²⁾	160,516 acres

(1) Average daily production for the three months ended June 30, 2012
(2) At June 30, 2012



Eagle Ford and Austin Chalk Overview

Proved Reserves @ 6/30/12	8.8 Million BOE
% Proved Developed	47%
% Oil / Liquids	75%
Daily Oil Production⁽¹⁾	3,178 Bbl/d
Gross Acres⁽²⁾	49,698 acres
Net Acres⁽²⁾	30,150 acres
Eagle Ford ^{(2),(3)}	30,150 acres
Austin Chalk ^{(2),(3)}	17,343 acres
2012E Anticipated Drilling	27.6 net wells
2012E CapEx Budget	\$268.5 million
% HBP or no short term expirations⁽⁴⁾	~80%

(1) Average daily oil production for the six months ended June 30, 2012

(2) At June 30, 2012

(3) Some of the same leases cover the net acres shown for Eagle Ford and Austin Chalk. Therefore, the sum for both formations is not equal to the total net acreage

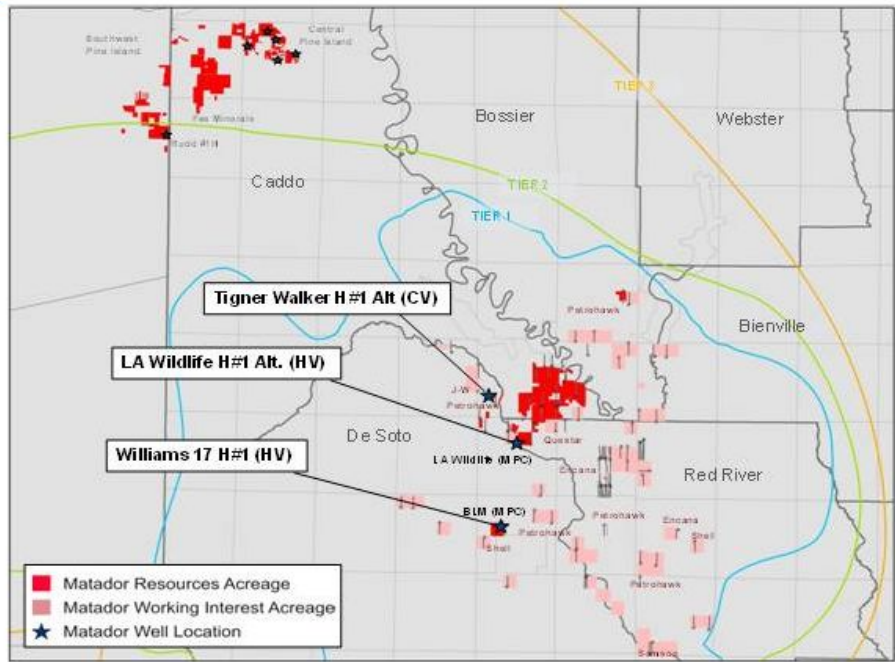
(4) 80% of Eagle Ford acreage HBP or not burdened with lease expirations before 2013

- Acreage positioned in some of the most active counties for Eagle Ford and Austin Chalk (including “Chalkleford”)
- Two rigs running, primarily focused on oil and liquids
- 2012E capital expenditure program focused on oil and liquids exploration and development
- Anticipate oil production to constitute approx. 35-40% of total production volume and oil revenues to constitute approx. 75-80% of total oil and natural gas revenues in 2012
- Drilling locations are based on 120 acre spacing
 - Currently testing 80-acre spacing on one Eagle Ford property and plan additional tests on other properties before end of 2012

Haynesville Positioning

Highlights

- Approximately 12,500 gross and 5,800 net acres in Haynesville Tier 1 core area
- Almost all prospective Haynesville acreage is HBP – provides “natural gas bank” for future development
- MTDR active as both operator and non-operator in Haynesville play
- Approximately 1,700 net acres with Bossier potential
- Haynesville acreage also prospective for shallower targets – Cotton Valley, Hosston – in many areas
- Approximately 10,000 net HBP acres prospective for Cotton Valley Horizontal play at Elm Grove / Caspiana



Note: Matador operates two sections, including the LA Wildlife and the BLM sections, in Tier 1; all other acreage in Tier 1 is non-operated.

Note: All acreage at June 30, 2012



Business Strategy to Deliver Growth and Value

- **Exploration and Development**
 - 2012E CapEx program focused on oil and liquids opportunities
- **Balanced Portfolio**
 - Growing Eagle Ford and Delaware Basin contributes to a diversified portfolio mix between oil and natural gas
 - Active, ongoing exploration effort continues to identify new oil prospects and opportunities
- **Pursue Opportunistic Acquisitions**
 - Ability to identify high return, operated opportunities at attractive prices
 - History of significant acquisitions and joint ventures
- **Maintain Financial Discipline**
 - Keep balance sheet strong and control expenses
 - Work with industry participants to control costs for non-operated properties
- **Leverage Industry Relationships**
 - Leverage expertise of our industry partners, exchange data and information and build upon existing relationships
 - Continue active participation in industry consortia and professional societies
- **Build Upon Director and Management Team Experience and Success in Unconventional Plays**

Option Value in Large Unevaluated Acreage Positions

Wyoming, Utah and Idaho (Meade Peak Shale)

Matador Today	
Gross Acres ^{(1),(2)}	107,122 acres
Net Acres ^{(1),(2)}	100,670 acres
2012E CapEx Budget	\$2.5 million

- Initial test well drilled and cored through the Meade Peak shale
- Detailed petrophysical and rock property testing concluded
- Carried participation interest provided by industry partner



Southeast New Mexico / West Texas

Matador Today	
Gross Acres ^{(1),(3)}	10,714 acres
Net Acres ^{(1),(3)}	4,717 acres

- Foothold of existing production and reserves
- On August 10, 2012, acquired approx. 4,900 gross and 2,900 net acres prospective for the Wolfbone play in the Delaware Basin in Loving County, Texas.



(1) At June 30, 2012

(2) While we and our partners continue to evaluate the results from the initial test well and plan for its completion and further testing, we expect a portion of our acreage will be allowed to expire during 2012

(3) We believe approximately 8,000 gross and 2,000 net acres are no longer prospective, and we plan to let them expire without drilling during 2012

Selected Historical Financials

(Revenues and Adjusted EBITDA in millions)

	Year Ended December 31,			Three Months Ended June 30,	
	2009	2010	2011	2011	2012
Production Summary					
Oil Production (MBbl)	30	33	154	51	285
Gas Production (Bcf)	4.8	8.4	14.5	4.1	3.1
Total Production (MBOE)	830	1,433	2,571	728	795
Realized Prices (Including hedges)					
Oil (\$/ Bbl)	\$57.72	\$76.39	\$93.80	\$99.72	\$105.82
Natural Gas (\$/ Mcf)	\$5.17	\$4.38	\$4.11	\$4.11	\$3.48
Revenues					
Oil and Natural Gas Revenues	\$19.0	\$34.0	\$67.0	\$20.9	\$36.1
Realized Gain on Derivatives	7.6	5.3	7.1	1.0	4.7
Unrealized Gain (Loss) on Derivatives	(2.4)	3.1	5.1	0.3	15.1
Total Revenues	\$24.3	\$42.5	\$79.2	\$22.1	\$55.9
Operating Expenses (\$/ BOE)					
Production Taxes and Marketing	\$1.30	\$1.38	\$2.44	\$2.27	\$3.29
Lease Operating	5.69	3.69	2.82	2.70	8.02
Depletion, Depreciation and Amortization	12.94	10.89	12.35	11.23	25.04
General and Administrative	8.57	6.77	5.21	4.25	5.15
Total Expenses	\$28.50	\$22.73	\$22.82	\$20.45	\$41.50
Adjusted EBITDA ⁽¹⁾	\$15.2	\$23.6	\$49.9	\$15.3	\$27.9

(1) Adjusted EBITDA is a non-GAAP financial measure. For a definition of Adjusted EBITDA and a reconciliation of Adjusted EBITDA to our net income (loss) and net cash provided by operating activities, see slide 23.



Investment Highlights

- **Strong Growth Profile with Increasing Focus on Oil / Liquids**
 - Oil production up almost five-fold in 2011 and projected to increase 8x to 9x in 2012
 - 2012E capital expenditure program focused on oil and liquids exploration and development
- **High Quality Asset Base in Attractive Areas**
 - Eagle Ford provides immediate oil-weighted value and upside
 - Expanding acreage position in Delaware Basin in West Texas
 - Other key assets provide long-term option value on natural gas, with Haynesville, Bossier and Cotton Valley assets all essentially HBP
- **Significant Multi-year Drilling Inventory**
- **Strong Financial Position and Long-Term Institutional, Industry and Individual Shareholders**
- **Proven Management, Technical Team and Active Board of Directors**
 - Management averaging over 25 years of industry experience
 - Board with extensive industry experience and expertise as well as significant company ownership
 - Strong record of stewardship for over 28 years
- **Active Exploration Effort Using Science and Technology**
 - Ongoing pipeline of new oil and natural gas opportunities, with strong emphasis on science and technology to create value

Diversified Investor Composition Before July 31, 2012 Lock-up Expiration

- Given management's significant equity position, interests are well aligned with public shareholders
- Unique and diverse investor base includes institutional and industry shareholders with significant experience investing in the oil and gas sector
- Most initial capital was provided by investor base of predecessor company, Matador Petroleum Corporation

Investor composition prior to July 31, 2012 lock-up expiration:



(1) Approximate ownership at the time of the IPO

(2) Public Float percentage also includes shares purchased by Management and Legacy Shareholders on or after the IPO

Matador Resources Company (“MTDR”)

