

Matador Resources Co
 Form 4
 February 17, 2017

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN 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 *
 Yates George M

(Last) (First) (Middle)
 5400 LBJ FREEWAY, SUITE 1500
 (Street)

DALLAS, TX 75240

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
 Matador Resources Co [MTDR]

3. Date of Earliest Transaction
 (Month/Day/Year)
 02/15/2017

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)			
			Code	V	Amount (A) or (D) Price					
Common Stock	02/15/2017		A		1,251 (1)	A	\$ 0	11,236	D	
Common Stock					4,800,000 (3)	(2)			I	Represents shares held by HEYCO Energy Group, Inc. (4)
Common Stock					2,500 (2)	(2)			I	Represents shares held by Spiral, Inc. (5)

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

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(9-02)

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned (Instr. 3 and 4)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Yates George M 5400 LBJ FREEWAY SUITE 1500 DALLAS, TX 75240		X		

Signatures

/s/ George M. Yates, by Kyle A. Ellis as attorney-in-fact

02/17/2017

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 4(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) Represents restricted stock units granted to the reporting person on February 15, 2017. Such restricted stock units will vest, and an equal number of shares of common stock will be deliverable to the reporting person, in equal annual installments on the first, second and third anniversaries of the date of grant.

(2) The reporting person states that neither the filing of this statement nor anything herein shall be deemed an admission that such person is, for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or otherwise, the beneficial owner of these shares. The reporting person disclaims beneficial ownership of these shares, except to the extent of his pecuniary interest therein.

(3) Represents shares acquired as consideration in the merger (the "Merger") of Harvey E. Yates Company, a wholly-owned subsidiary of HEYCO Energy Group, Inc. ("HEYCO"), with and into a wholly-owned subsidiary of the Issuer. Includes 166,667 shares of common

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stock which are being held in an escrow account pursuant to the Merger. As Chairman and Chief Executive Officer of HEYCO, the reporting person will have ultimate voting and dispositive power with respect to all shares held by HEYCO.

HEYCO is owned 51.167461% by Explorers Petroleum Corporation and 45.353507% by Spiral, Inc. The reporting person owns

- (4) 51.002744% of Explorers Petroleum Corporation, and the reporting person's family owns 25% of Spiral, Inc. through a series of trusts of which the reporting person is the sole trustee.
- (5) The reporting person's family owns 25% of Spiral, Inc., an entity owned through a series of trusts of which the reporting person is the sole trustee.

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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