

Matador Resources Co  
Form 8-K  
June 12, 2012

**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) June 7, 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.)

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**5400 LBJ Freeway, Suite 1500, Dallas, Texas**

(Address of principal executive offices)

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

**75240**

(Zip Code)

**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 5.07. Submission of Matters to a Vote of Security Holders.

Matador Resources Company (the Company ) held its Annual Meeting of Shareholders (the Annual Meeting ) on June 7, 2012. On the April 26, 2012 record date, there were 55,507,543 shares of the Company's common stock outstanding with each such share being entitled to one vote per share of common stock.

A total of 40,926,753 shares of the Company's common stock were represented in person or by proxy at the Annual Meeting. The number of votes cast for, against, or withheld, as well as abstentions and broker non-votes, as applicable, with respect to each matter is set forth below.

## Proposal 1: Election of Directors

The shareholders elected two Class I directors, each for a three-year term expiring at the Annual Meeting of Shareholders in 2015 and until the election and qualification of their respective successors or their earlier death, retirement, resignation or removal.

Nominee	Margaret B. Shannon Votes Cast For	Margaret B. Shannon Votes Withheld	Margaret B. Shannon Broker Non-Votes
Michael C. Ryan	37,443,414	353,112	3,130,227
Margaret B. Shannon	37,443,414	353,112	3,130,227

## Proposal 2: Advisory Vote on Executive Compensation

The shareholders approved the non-binding advisory resolution approving the compensation of the Company's named executive officers.

Votes For	Broker Non-Votes Votes Withheld	Broker Non-Votes Votes Abstained	Broker Non-Votes Broker Non-Votes
35,922,888	1,809,028	64,610	3,130,227

## Proposal 3: Advisory Vote on the Frequency of Holding Future Advisory Votes on Executive Compensation

The shareholders voted in favor of 1 Year as their preferred frequency for holding future advisory votes to approve the compensation of the Company's named executive officers.

1 Year	Broker Non-Votes 2 Years	Broker Non-Votes 3 Years	Broker Non-Votes Votes Abstained	Broker Non-Votes Broker Non-Votes
36,305,186	435,025	973,890	82,425	3,130,227

In light of these results and consistent with the Company's recommendation on this matter, the Company will hold non-binding advisory votes to approve the compensation of its named executive officers every year until the next required non-binding advisory vote on the frequency of future non-binding advisory votes approving the compensation of the Company's named executive officers or until the Company's Board of Directors determines otherwise.

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***Proposal 4: Proposal to Approve the Adoption of the Company's 2012 Long-Term Incentive Plan***

The shareholders approved the Company's 2012 Long-Term Incentive Plan.

<b>Votes For</b>	<b>Broker Non-Votes Votes Withheld</b>	<b>Broker Non-Votes Votes Abstained</b>	<b>Broker Non-Votes Broker Non-Votes</b>
36,597,637	276,214	922,675	3,130,227

***Proposal 5: Proposal to Ratify the Appointment of Grant Thornton LLP as the Company's Independent Registered Public Accounting Firm for the Year Ending December 31, 2012***

The shareholders ratified the appointment of Grant Thornton LLP as the Company's independent registered public accounting firm for the year ending December 31, 2012.

<b>Votes For</b>	<b>Broker Non-Votes Votes Withheld</b>	<b>Broker Non-Votes Votes Abstained</b>
40,866,343	52,150	8,260

**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: June 12, 2012

By: /s/ David E. Lancaster  
Name: David E. Lancaster  
Title: Executive Vice President