

Memorial Resource Development Corp.  
Form 425  
May 19, 2016

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

**FORM 8-K/A**  
**(Amendment No. 1)**

**CURRENT REPORT**

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

**Date of Report (Date of earliest event reported): May 18, 2016 (May 15, 2016)**

**RANGE RESOURCES CORPORATION**

**(Exact name of registrant as specified in its charter)**

**Delaware**  
**(State or other jurisdiction**  
**of incorporation or organization)**

**001-12209**  
**(Commission File Number)**

**34-1312571**  
**(I.R.S. Employer**  
**Identification No.)**

**100 Throckmorton Street, Suite 1200,**

**Fort Worth, Texas**  
**(Address of principal executive offices)**  
**(817) 870-2601**

**76102**  
**(Zip Code)**

**(Registrant's telephone number, including area 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))

### **Explanatory Note**

Range Resources Corporation is filing this Amendment No. 1 to its Current Report on Form 8-K dated May 18, 2016 and filed with the SEC on May 19, 2016 (the "Original Form 8-K"), to correct a typographical error in the date cited in the first sentence of the first paragraph of the text beneath the heading ***Voting and Support Agreement*** in Item 1.01 of the Original Form 8-K, which is corrected by this filing to be May 15, 2016. This Form 8-K/A amends and restates in its entirety the first paragraph under the heading ***Voting and Support Agreement*** in Item 1.01 of the Original Form 8-K. No other changes are made to the Original Form 8-K by this Amendment No. 1. The amended first paragraph under the heading ***Voting and Support Agreement*** in Item 1.01 of the Original Form 8-K is included below:

#### **Item 1.01 Entry into Material Definitive Agreement.**

On May 15, 2016, MRD Holdco LLC ("Holdco"), Jay Graham, WHR Incentive LLC, a limited liability company beneficially owned by Jay Graham and Anthony Bahr ("WHR"), and Anthony Bahr (collectively, the "Key MRD Stockholders") entered into a Voting and Support Agreement (the "Voting Agreement") with Range with respect to the Merger Agreement.

**SIGNATURES**

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.

**RANGE RESOURCES CORPORATION**

By: /s/ David P. Poole

Name: David P. Poole

Title: Senior Vice President General Counsel  
and Corporate Secretary