
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549**

**POST-EFFECTIVE AMENDMENT NO. 1 TO
FORM S-8
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933**

MATADOR RESOURCES COMPANY

(Exact name of registrant as specified in its charter)

Texas
(State or Other Jurisdiction of
Incorporation or Organization)

27-4662601
(I.R.S. Employer
Identification No.)

**5400 LBJ Freeway, Suite 1500
Dallas, Texas 75240**
(Address of Principal Executive Offices, including Zip Code)

**MATADOR RESOURCES COMPANY 2019 LONG-TERM INCENTIVE PLAN
MATADOR RESOURCES COMPANY AMENDED AND RESTATED
2012 LONG-TERM INCENTIVE PLAN**
(Full title of the Plans)

Joseph Wm. Foran
Matador Resources Company
5400 LBJ Freeway, Suite 1500
Dallas, Texas 75240
(Name and address of agent for service)

(972) 371-5200
(Telephone number, including area code, of agent for service)

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company" and "emerging growth company" in Rule 12b-2 of the Exchange Act or Rule 405 of the Securities Act of 1933.

Large accelerated filer Accelerated filer
Non-accelerated filer (Do not check if a smaller reporting company) Smaller reporting company
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.

EXPLANATORY NOTE

Matador Resources Company (the “Registrant” or “we”) registered, pursuant to a Registration Statement on Form S-8 filed on June 11, 2015 (Registration No. 333-204868) (the “Registration Statement”), the offer and sale of up to 4,700,000 shares of our Common Stock, par value \$0.01 per share (“Common Stock”), under the Matador Resources Company Amended and Restated 2012 Long-Term Incentive Plan (as amended, the “2012 Plan”).

Our Board of Directors approved the Matador Resources Company 2019 Long-Term Incentive Plan (the “2019 Plan”) on April 22, 2019, and such plan was subsequently approved by our shareholders on June 6, 2019. Pursuant to the terms of the 2019 Plan, the following shares of Common Stock will be issuable under the 2019 Plan: (i) the number of shares of Common Stock remaining available for issuance under the 2012 Plan on June 6, 2019, and (ii) the number of shares of Common Stock subject to any award outstanding under the 2012 Plan as of June 6, 2019 that after such date is not issued because such award is forfeited, terminates, expires or otherwise lapses without being exercised (to the extent applicable), or is settled in cash (items (i) and (ii) collectively, the “Rollover Shares”). Pursuant to the undertakings in Item 9 of the Registration Statement, we are filing this Post-Effective Amendment No. 1 to the Registration Statement to provide that the Rollover Shares shall also be issuable under the 2019 Plan in accordance with the foregoing.

EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Description</u>
5.1	Opinion of Gibson, Dunn & Crutcher LLP

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all the requirements for filing on Form S-8 and has duly caused this Post-Effective Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Dallas, Texas, March 4, 2021.

MATADOR RESOURCES COMPANY

By: /s/ Joseph Wm. Foran
Joseph Wm. Foran
Chairman and Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the date indicated.

Signature	Title	Date
<u>/s/ Joseph Wm. Foran</u> Joseph Wm. Foran	Chairman and Chief Executive Officer (Principal Executive Officer)	March 4, 2021
<u>/s/ David E. Lancaster</u> David E. Lancaster	Executive Vice President and Chief Financial Officer (Principal Financial Officer)	March 4, 2021
<u>/s/ Robert T. Macalik</u> Robert T. Macalik	Senior Vice President and Chief Accounting Officer (Principal Accounting Officer)	March 4, 2021
<u>/s/ Reynald A. Baribault</u> Reynald A. Baribault	Director	March 4, 2021
<u>/s/ R. Gaines Baty</u> R. Gaines Baty	Director	March 4, 2021
<u>/s/ Craig T. Burkert</u> Craig T. Burkert	Director	March 4, 2021
<u>/s/ William M. Byerley</u> William M. Byerley	Director	March 4, 2021
<u>/s/ Monika U. Ehrman</u> Monika U. Ehrman	Director	March 4, 2021
<u>/s/ Julia P. Forrester Rogers</u> Julia P. Forrester Rogers	Director	March 4, 2021
<u>/s/ James M. Howard</u> James M. Howard	Director	March 4, 2021
<u>/s/ Timothy E. Parker</u> Timothy E. Parker	Director	March 4, 2021
<u>/s/ Kenneth L. Stewart</u> Kenneth L. Stewart	Director	March 4, 2021

GIBSON DUNN

Gibson, Dunn & Crutcher LLP

2001 Ross Avenue
Dallas, TX 75201-2911
Tel 214.698.3100
www.gibsondunn.com

March 4, 2021

Matador Resources Company
5400 LBJ Freeway, Suite 1500
Dallas, Texas 75240Re: Matador Resources Company Post- Effective Amendment No. 1 to Registration
Statement on Form S-8

Ladies and Gentlemen:

We have examined the Registration Statement on Form S-8 (the "Registration Statement") of Matador Resources Company, a Texas corporation (the "Company"), filed on June 11, 2015, with the Securities and Exchange Commission (the "Commission") pursuant to the Securities Act of 1933, as amended (the "Securities Act"), in connection with the offering by the Company of up to 4,700,000 shares of the Company's common stock, par value \$0.01 per share (the "Shares"), available for issuance under the Matador Resources Company Amended and Restated 2012 Long-Term Incentive Plan (as amended, the "2012 Plan").

Pursuant to the terms of the Matador Resources Company 2019 Long-Term Incentive Plan (the "2019 Plan"), the following shares of common stock of the Company, par value \$0.01 per share ("Common Stock"), will be issuable under the 2019 Plan: (i) the number of shares of Common Stock remaining available for issuance under the 2012 Plan on June 6, 2019, and (ii) the number of shares of Common Stock subject to any award outstanding under the 2012 Plan as of June 6, 2019 that after such date is not issued because such award is forfeited, terminates, expires or otherwise lapses without being exercised (to the extent applicable), or is settled in cash (items (i) and (ii), the "Rollover Shares").

We have examined the Post-Effective Amendment No. 1 to the Registration Statement to be filed with the Commission pursuant to the Securities Act, in connection with the offering by the Company of such Rollover Shares under the 2019 Plan.

In arriving at the opinion expressed below, we have examined originals, or copies certified or otherwise identified to our satisfaction as being true and complete copies of the originals, of the 2012 Plan, the 2019 Plan and such other documents, corporate records of the Company, certificates of officers of the Company and of public officials and other documents as we have deemed necessary or advisable to enable us to render this opinion. In our examination, we have assumed without independent investigation the genuineness of all signatures, the legal capacity and competency of all natural persons, the authenticity of all documents submitted to us as originals and the conformity to original documents of all documents submitted to us as copies. We have also assumed that there are no agreements or understandings between or among the Company and any participants in the 2019 Plan that would expand, modify or otherwise affect the terms of the 2019 Plan or the respective rights or obligations of the

participants thereunder. Finally, we have assumed the accuracy of all other information provided to us by the Company during the course of our investigations, on which we have relied in issuing the opinion expressed below.

Based upon the foregoing examination and in reliance thereon, and subject to the qualifications, assumptions and limitations stated herein and in reliance on the statements of fact contained in the documents that we have examined, we are of the opinion that the Rollover Shares, when issued and sold in accordance with the terms set forth in the 2019 Plan and against payment therefor, and when the Registration Statement has become effective under the Securities Act, will be validly issued, fully paid and non-assessable.

We render no opinion herein as to matters involving the laws of any jurisdiction other than the Texas Business Organizations Code. This opinion is limited to the effect of the current state of the laws of the State of Texas and the facts as they currently exist. We assume no obligation to revise or supplement this opinion in the event of future changes in such laws or the interpretations thereof or such facts. We express no opinion regarding any state securities laws or regulations.

We consent to the filing of this opinion as an exhibit to the Registration Statement. In giving these consents, we do not thereby admit that we are within the category of persons whose consent is required under Section 7 of the Securities Act or the Rules and Regulations of the Commission.

Very truly yours,

/s/ Gibson, Dunn & Crutcher LLP
Gibson, Dunn & Crutcher LLP