

**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) October 1, 2026

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))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading symbol(s)	Name of each exchange on which registered
Common Stock, par value \$0.01 per share	MTDR	New York Stock Exchange

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

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. ☐

Item 2.01 Completion of Acquisition or Disposition of Assets.

On October 1, 2026, MRC Ranger, LLC (“Purchaser”), a wholly-owned subsidiary of Matador Resources Company (“Matador”), consummated the previously disclosed acquisition (the “Acquisition”) contemplated by that certain Securities Purchase Agreement, dated as of July 22, 2026 (the “Purchase Agreement”), among Purchaser, MRC Energy Company (“MRC Energy”) (solely for the purposes of guaranteeing the obligations of Purchaser), Paloma Permian Holdings, LLC (“Paloma Holdings”), Paloma Permian Intermediate, LLC (“Paloma Intermediate” and, together with Paloma Holdings, each a “Seller” and collectively, the “Sellers”) and Paloma Permian, LLC (the “Target”), pursuant to which, among other things, Sellers agreed to sell to Purchaser, and Purchaser agreed to purchase from Sellers, all of the issued and outstanding membership interests of the Target, for an amount in cash equal to \$1,275,000,000 (subject to certain customary adjustments, including for working capital and for title defects and environmental defects). The Target and its subsidiaries own certain proved undeveloped acreage and oil and natural gas producing properties located in Eddy and Lea Counties, New Mexico.

Upon the closing of the Acquisition, Purchaser paid the as-adjusted closing purchase price of approximately \$1.255 billion in cash, which amount is subject to customary post-closing adjustments.

The foregoing description of the Acquisition and the Purchase Agreement does not purport to be complete and is subject to, and qualified in its entirety by, the full text of the Purchase Agreement, a copy of which is filed as Exhibit 2.1 to this Current Report on Form 8-K and is incorporated herein by reference. The foregoing summary of the principal terms of the Purchase Agreement and the copy of the Purchase Agreement filed as Exhibit 2.1 have been included to provide investors with information regarding its terms. It is not intended to provide any other factual information about Matador, Purchaser, MRC Energy, the Sellers, the Target or any of their respective subsidiaries or affiliates. In particular, the assertions embodied in the representations and warranties contained in the Purchase Agreement are qualified by information in confidential disclosure schedules provided by the parties in connection with the signing of the Purchase Agreement. These confidential disclosure schedules contain information that modifies, qualifies and creates exceptions to the representations and warranties and certain covenants set forth in the Purchase Agreement. Moreover, the representations, warranties and covenants in the Purchase Agreement were made as of specific dates, were made solely for the Purchase Agreement and for the purposes of allocating risk between the parties to the Purchase Agreement, rather than establishing matters as facts, are solely for the benefit of such parties, may be subject to qualifications or limitations agreed upon by such parties and may be subject to standards of materiality applicable to such parties that differ from those generally applicable to investors and reports and documents filed with the Securities and Exchange Commission. Accordingly, investors are not third-party beneficiaries under the Purchase Agreement, and the representations, warranties and covenants in the Purchase Agreement, and any descriptions thereof, should not be relied on as characterizations of the actual state of facts or circumstances of Matador, Purchaser, MRC Energy, the Sellers, the Target or any of their respective subsidiaries or affiliates. Moreover, information concerning the subject matter of such representations, warranties and covenants may change after the date of the Purchase Agreement, which subsequent information may or may not be fully reflected in the parties’ public disclosures.

Item 7.01 Regulation FD Disclosure.

On October 1, 2026, Matador issued a press release (the “Press Release”) announcing the closing of the Acquisition. A copy of the Press Release is attached hereto as Exhibit 99.1 and incorporated into this Item 7.01 by reference.

The information furnished pursuant to this Item 7.01, including Exhibit 99.1, shall not be deemed to be “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, and will not be incorporated by reference into any filing under the Securities Act of 1933, as amended, unless specifically identified therein as being incorporated therein by reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

Exhibit No.	Description of Exhibit
2.1*	<u>Securities Purchase Agreement, dated July 22, 2026, by and among MRC Ranger, LLC, MRC Energy Company (solely for the limited purposes stated therein), Paloma Permian Holdings, LLC, Paloma Permian Intermediate, LLC and Paloma Permian, LLC (incorporated by reference to Exhibit 2.1 to the Current Report on Form 8-K filed on July 24, 2026).</u>
99.1	<u>Press Release, dated October 1, 2026.</u>
104	Cover Page Interactive Data File, formatted in Inline XBRL (included as Exhibit 101).
*	This filing excludes certain schedules and exhibits pursuant to Item 601(a)(5) of Regulation S-K, which the registrant agrees to furnish supplementally to the Securities and Exchange Commission upon request by the Commission; provided, however, that the registrant may request confidential treatment pursuant to Rule 24b-2 of the Securities Exchange Act of 1934, as amended, for any schedules or exhibits so furnished.

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: October 5, 2026

By:	<u>/s/ Bryan A. Erman</u>
Name:	Bryan A. Erman
Title:	President



NEWS RELEASE

MATADOR RESOURCES COMPANY CLOSES PALOMA ACQUISITION AND PROVIDES ADDITIONAL INTEGRATION DETAILS

DALLAS, Texas, October 1, 2026 – Matador Resources Company (NYSE: MTDR) (“Matador” or the “Company”) today announced the closing of the previously announced acquisition of Paloma Permian LLC (“Paloma”), a portfolio company of EnCap Investments L.P. (“EnCap”), for cash consideration of \$1.255 billion, which amount is subject to customary post-closing adjustments (the “Paloma Acquisition”). Highlights of the Paloma Acquisition include:

- Adds over 156 net locations (normalized to two-mile laterals) across nine or more potential targeted benches;
- 59 approved drilling permits on Paloma acreage;
- Matador expects to commence drilling operations on up to 25 wells associated with Paloma acreage by year-end 2027; and
- Adds approximately 16,500 net primarily undeveloped acres in Eddy and Lea Counties, New Mexico, the majority of which is held by production.

Joseph Wm. Foran, Matador’s Founder, Chairman and CEO, commented, “On behalf of the Board and executive committee, I would like to acknowledge the extra effort and assistance of everyone at Paloma, EnCap and Matador to close this important transaction as agreed. We believe the Paloma assets hold some of the highest hydrocarbon resources per acre in the Lower 48. This acreage also provides Matador with great value creation opportunities for upstream capital efficiencies, for its wholly-owned midstream system and for its 51%-owned San Mateo Midstream system.

“While most of the acquisition’s current value stems from its undeveloped drilling locations, we are encouraged by the continued strong performance of the acquired producing wells. Largely attributable to Paloma’s newest wells in Eddy County, New Mexico, since June 1, 2026, production associated with the acquisition has outperformed Matador’s underwriting estimates by approximately 10%.

“With the addition of the Paloma Acquisition closed today, and the expected acreage additions from the recently announced Ridge Runner Resources II, LLC (“Ridge Runner”) acquisition (expected to close later this month), Matador will have approximately 240,000 net acres in the core of the Delaware Basin in the fourth quarter of 2026. Together with the May 2026 Federal lease sale, these acquisitions increase Matador’s net acreage position by almost 20% above its October 2025 position of 203,000 net acres.

Mr. Foran continued, “We are excited about Matador’s positive outlook for the remainder of 2026 and as we look ahead to 2027. We look forward to further discussion of the Paloma assets, including our plans for the fourth quarter of 2026, in our third quarter 2026 earnings release and conference call in

early November. We especially want to express our respect and appreciation for Paloma's and EnCap's professionalism and cooperation during the transition process from Paloma's management team and field and office staff.

"Similar to previous successful transactions between Matador and EnCap, and its portfolio companies, we anticipate this acquisition will be integrated efficiently into Matador's operating plans and contribute to Matador's free cash flow generation and to its planned debt repayments. In that regard, Matador expects to pay down its reserves-based lending credit facility led by PNC Bank by approximately \$350-400 million following the closings in the fourth quarter, depending on commodity prices."

Advisors

Baker Botts L.L.P. served as legal advisor to Matador for the Paloma Acquisition. Vinson & Elkins LLP served as legal advisor and RBC Richardson Barr served as financial advisor to Paloma and EnCap.

About Matador Resources Company

Matador is an independent energy company engaged in the exploration, development, production and acquisition of oil and natural gas resources in the United States, with an emphasis on oil and natural gas shale and other unconventional plays. Its current operations are focused primarily on the oil and liquids-rich portion of the Wolfcamp and Bone Spring plays in the Delaware Basin in Southeast New Mexico and West Texas. Matador also operates in the Haynesville shale and Cotton Valley plays in Northwest Louisiana. Additionally, Matador conducts midstream operations in support of its exploration, development and production operations and provides natural gas processing, oil transportation services, natural gas, oil and produced water gathering services and produced water disposal services to third parties.

For more information, visit Matador Resources Company at www.matadorresources.com.

Forward-Looking Statements

This press release includes "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," "hypothetical," "forecasted" and similar expressions that are intended to identify forward-looking statements, although not all forward-looking statements contain such identifying words. Such forward-looking statements include, but are not limited to, statements about the Paloma Acquisition and the consummation and timing of the acquisition of primarily undeveloped acreage from Ridge Runner (the "Ridge Runner Acquisition" and collectively with the Paloma Acquisition, the "Acquisitions"), the anticipated benefits, opportunities and results with respect to the Acquisitions, including the expected value creation, reserves additions, inventory additions, midstream opportunities and other anticipated impacts from the Acquisitions, guidance, projected or forecasted financial and operating results, future

liquidity, the repayment of debt, the payment of dividends, results in certain basins, objectives, project timing, expectations and intentions, regulatory and governmental actions and other statements that are not historical facts. Actual results and future events could differ materially from those anticipated in such statements, and such forward-looking statements may not prove to be accurate. These forward-looking statements involve certain risks and uncertainties, including, but not limited to, the ability of the parties to consummate the Ridge Runner Acquisition in the anticipated timeframe or at all; risks related to the satisfaction or waiver of the conditions to closing the Ridge Runner Acquisition in the anticipated timeframe or at all; risks related to obtaining the requisite regulatory approvals; disruption from the Acquisitions making it more difficult to maintain business and operational relationships; significant transaction costs associated with the Acquisitions; the risk of litigation and/or regulatory actions related to the Acquisitions, as well as the following risks related to financial and operational performance: general economic conditions including the effects of inflation; interest rates; tariffs and trade tensions; the Company's ability to execute its business plan, including whether its drilling program is successful; changes in oil, natural gas and natural gas liquids prices and the demand for oil, natural gas and natural gas liquids; its ability to replace reserves and efficiently develop current reserves; the operating results of the Company's midstream oil, natural gas and water gathering and transportation systems, pipelines and facilities, the acquiring of third-party business and the drilling of any additional salt water disposal wells; costs of operations; delays and other difficulties related to producing oil, natural gas and natural gas liquids or the construction, expansion or operation of the Company's midstream assets; delays and other difficulties related to regulatory and governmental approvals and restrictions; impact on the Company's operations due to seismic events; its ability to make acquisitions on economically acceptable terms; its ability to integrate acquisitions; disruption from the Company's acquisitions making it more difficult to maintain business and operational relationships; significant transaction costs associated with the Company's acquisitions; the risk of litigation and/or regulatory actions related to the Company's acquisitions; availability of sufficient capital to execute its business plan, including from future cash flows, capital markets, available borrowing capacity under its revolving credit facilities and otherwise; the operating results of and the availability of any potential distributions from our joint ventures; weather conditions, environmental conditions and natural disasters; evolving cybersecurity risks; and the other factors that 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 filings with the Securities and Exchange Commission ("SEC"), including the "Risk Factors" section of Matador's most recent Annual Report on Form 10-K and any subsequent Quarterly Reports on Form 10-Q. Matador undertakes no obligation to update these forward-looking statements to reflect events or circumstances occurring after the date of this press release, except as required by law, including the securities laws of the United States and the rules and regulations of the SEC. You are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date of this press release. All forward-looking statements are qualified in their entirety by this cautionary statement.

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