

Rucker Matthew  
Form 4  
April 02, 2019

**FORM 4**

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

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

## OMB APPROVAL

OMB  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Rucker Matthew

(Last) (First) (Middle)

122 WEST JOHN CARPENTER  
FREEWAY, SUITE 300

(Street)

IRVING, TX 75039

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol

Montage Resources Corp [MR]

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

03/29/2019

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

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

See Remarks

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_X\_ 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 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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	03/29/2019		A	18,205	A (1) (2) 18,341	D	
Common Stock	03/29/2019		F	2,771 (3)	D \$ 17.55 15,570	D	
Common Stock	03/29/2019		A	22,301	A (4) (5) 37,871	D	
Common Stock	03/29/2019		F	8,626 (6)	D \$ 17.55 29,245	D	

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

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SEC 1474  
(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. Nu Deriv Secur Bene Own Follo Repor Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other

Rucker Matthew  
122 WEST JOHN CARPENTER FREEWAY  
SUITE 300  
IRVING, TX 75039

See Remarks

## Signatures

/s/ Frank E. Day,  
Attorney-in-fact

04/02/2019

\_\_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) Received in exchange for 61,699 shares of Blue Ridge Mountain Resources, Inc. ("BRMR") restricted stock in connection with the merger of Everest Merger Sub Inc. ("Merger Sub"), a wholly owned subsidiary of Montage Resources Corporation ("Montage"), with and into BRMR (the "Merger"). On the effective date of the Merger, the closing price of Montage common stock on the New York Stock Exchange, after giving effect to the 15-to-1 reverse stock split of Montage common stock effected on the effective date of the Merger, was \$17.55 per share (the "Closing Price").

- (2) (Continued from Footnote 1) Pursuant to the Agreement and Plan of Merger, dated as of August 25, 2018, among Montage, Merger Sub, and BRMR (the "Merger Agreement"), each outstanding share of BRMR restricted stock fully vested at the effective time of the Merger and was converted into the right to receive 0.29506 (the "Exchange Ratio") of a share of Montage common stock, plus cash in lieu of fractional shares (the "Merger Consideration"), subject to applicable tax withholdings.

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- (3) Represents shares withheld to satisfy tax obligations in connection with the vesting of the shares of BRMR restricted stock.
- Received in the Merger in exchange for 75,583 BRMR performance interest awards ("BRMR PIAs"). Pursuant to the Merger Agreement, each holder of a BRMR PIA received as a result of the Merger in respect of such holder's BRMR PIA: the Merger Consideration for a
- (4) number of shares of BRMR common stock equal to the lesser of (i) (A) the "Performance Interest Stock Value" (as defined in and determined by the BRMR board of directors under the applicable award agreement governing such BRMR PIA) divided by (B) (1) the Closing Price multiplied by (2) the Exchange Ratio and (ii) such holder's pro rata share of 965,232 shares of BRMR common stock,
- (Continued from Footnote 4) with such pro rata share based on such holder's Performance Interest Stock Value relative to the sum of the Performance Interest Stock Values of all holders of BRMR PIAs; and cash in the amount, if any, by which such holder's Performance
- (5) Interest Stock Value exceeds the product of (i) the number of shares of BRMR common stock in respect of which such holder receives the Merger Consideration pursuant to the foregoing by (ii) the Exchange Ratio multiplied by (iii) the Closing Price, subject to applicable tax withholdings.
- (6) Represents shares withheld to satisfy tax obligations in connection with the delivery of shares of Montage common stock in exchange for the BRMR PIAs.

### Remarks:

Executive Vice President, Resource Planning and Development

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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