

RANGE RESOURCES CORP

Form S-4

June 13, 2016

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As filed with the Securities and Exchange Commission on June 13, 2016

Registration No. 333-

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

Form S-4
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

RANGE RESOURCES CORPORATION
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

1311
(Primary Standard Industrial
Classification Code Number)

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

100 Throckmorton Street, Suite 1200

Fort Worth, Texas 76102

(817) 870-2601

(Address, including ZIP code, and telephone number, including area code, of registrant's principal executive offices)

David P. Poole

Range Resources Corporation

100 Throckmorton Street, Suite 1200

Fort Worth, Texas 76102

(817) 870-2601

(Name, address, including ZIP code, and telephone number, including area code, of agent for service)

With Copies to:

J. Mark Metts

Kyle N. Roane

Douglas E. McWilliams

Kevin P. Lewis

**Memorial Resource Development
Corp.**

Stephen M. Gill

Sidley Austin LLP

500 Dallas Street, Suite 1800

Vinson & Elkins LLP

1000 Louisiana Street, Suite 6000

Houston, Texas 77002

1001 Fannin Street, Suite 2500

Houston, Texas 77002

(713) 588-8300

Houston, Texas 77002

(713) 495-4500

(713) 588-8301 (fax)

(713) 758-2222

(713) 495-7799 (fax)

(713) 758-2346 (fax)

Approximate date of commencement of proposed sale of the securities to the public: As soon as practicable after this Registration Statement becomes effective and upon completion of the transactions described in the enclosed joint proxy statement/prospectus.

If the securities being registered on this Form are being offered in connection with the formation of a holding company and there is compliance with General Instruction G, check the following box. "

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. "

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. "

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer Accelerated filer

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

If applicable, place an X in the box to designate the appropriate rule provision relied upon in conducting this transaction:

Exchange Act Rule 13e-4(i) (Cross-Border Issuer Tender Offer)

Exchange Act Rule 14d-1(d) (Cross-Border Third-Party Tender Offer)

CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to be Registered	Amount to be Registered	Proposed Maximum Offering Price Per Unit	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee
Common Stock, par value \$.01 per share	77,277,701(1)	N/A	\$3,389,915,129(2)	\$341,364(3)

(1) Represents the estimated maximum number of Registrant's shares to be issued pursuant to the merger agreement described herein. The number of common shares is based on the product obtained by multiplying (a) 206,073,868 shares of common stock of Memorial Resource Development Corp. (206,073,868 shares outstanding as of June 10, 2016) by (b) the exchange ratio of 0.375.

(2) Estimated solely for purposes of calculating the registration fee required by Section 6(b) of the Securities Act and calculated pursuant to Rules 457(f)(1) and 457(c) under the Securities Act. The proposed maximum aggregate offering price of the Registrant's common shares was calculated based upon the market value of shares of Memorial Resource Development Corp. common stock (the securities to be cancelled in the merger) in accordance

with Rule 457(c) under the Securities Act as follows: the product of (x) \$16.43, the average of the high and low prices per share of Memorial Resource Development Corp. common stock on June 10, 2016 as quoted on the NASDAQ, multiplied by (y) 206,073,868, the estimated maximum number of shares of Memorial Resource Development Corp. common stock to be exchanged in the merger.

(3) Determined in accordance with Section 6(b) of the Securities Act at a rate equal to \$100.70 per \$1,000,000 of the proposed maximum aggregate offering price.

The Registrant hereby amends this Registration Statement on such date or dates as may be necessary to delay its effective date until the Registrant shall file a further amendment which specifically states that this Registration Statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933, as amended, or until the Registration Statement shall become effective on such dates as the Securities and Exchange Commission, acting pursuant to said Section 8(a), may determine.

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The information in this joint proxy statement/prospectus is not complete and may be changed. We may not distribute the Range Resources Corporation common stock being registered pursuant to this joint proxy statement/prospectus until the registration statement filed with the Securities and Exchange Commission is effective. This joint proxy statement/prospectus does not constitute an offer to distribute or a solicitation of an offer to receive any securities in any jurisdiction where an offer or solicitation is not permitted.

PRELIMINARY SUBJECT TO COMPLETION DATED JUNE 13, 2016

JOINT PROXY STATEMENT/ PROSPECTUS

MERGER PROPOSED YOUR VOTE IS VERY IMPORTANT

The board of directors of Range Resources Corporation (Range) and the board of directors of Memorial Resource Development Corp. (Memorial) have each approved an Agreement and Plan of Merger (the merger agreement) which provides for the combination of Memorial and Range. Pursuant to the terms of the merger agreement, a wholly owned subsidiary of Range will merge with and into Memorial, with Memorial surviving as a wholly owned subsidiary of Range (the merger).

If the merger is completed, each share of Memorial common stock outstanding immediately before that time (including outstanding shares of restricted Memorial common stock, all of which will become fully vested and unrestricted under the terms of the merger agreement) will automatically be converted into the right to receive 0.375 of a share of Range common stock. This exchange ratio is fixed and will not be adjusted to reflect stock price changes prior to the closing of the merger. Based on the closing price of Range common stock on the NYSE on May 13, 2016, the last trading day before public announcement of the merger, the aggregate value of the merger consideration payable to Memorial stockholders was approximately \$3.2 billion.

Shares of Range common stock outstanding before the merger is completed will remain outstanding and will not be exchanged, converted or otherwise changed in the merger. Range common stock and Memorial common stock are currently traded on the NYSE and the NASDAQ, respectively, under the symbols RRC and MRD, respectively. **We urge you to obtain current market quotations of Range and Memorial common stock.**

We intend for the merger to qualify as a reorganization under United States federal tax law. Accordingly, Memorial stockholders are not expected to recognize any gain or loss for U.S. federal income tax purposes upon the exchange of shares of Memorial common stock for shares of Range common stock pursuant to the merger, except with respect to cash received in lieu of fractional shares of Range common stock.

Based on the estimated number of shares of Range and Memorial common stock that will be outstanding immediately prior to the closing of the merger, we estimate that, upon such closing, existing Range stockholders will own approximately 69% of Range following the merger and former Memorial stockholders will own approximately 31%

of Range following the merger.

At a special meeting of Range stockholders, Range stockholders will be asked to vote on the proposal to approve the issuance of shares of Range common stock to Memorial stockholders in connection with the merger. Approval of this proposal requires the affirmative vote of a majority of the shares of Range common stock, present in person or represented by proxy at the Range special meeting and entitled to vote thereon, assuming a quorum is present.

At a special meeting of Memorial stockholders, Memorial stockholders will be asked to vote on a proposal to approve and adopt the merger agreement and the transactions contemplated by the merger agreement, including the merger. Approval of this proposal requires the affirmative vote of a majority of the outstanding shares of Memorial common stock entitled to vote thereon. At the special meeting, Memorial stockholders will also be asked to approve, on an advisory (non-binding) basis, the compensation that may be paid or become payable to Memorial's named executive officers in connection with the merger.

In connection with the execution of the merger agreement, MRD Holdco LLC, Jay Graham (Memorial's chief executive officer), Anthony Bahr and WHR Incentive LLC (a limited liability company controlled by

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Mr. Graham and Mr. Bahr) entered into a voting and support agreement with Range. The Memorial stockholders that executed that voting and support agreement have agreed to vote all of the Memorial shares held by them in favor of the approval and adoption of the merger agreement and the transactions contemplated by the merger agreement, including the merger. As of the date of this joint proxy statement/prospectus, those stockholders hold and are entitled to vote in the aggregate approximately 47.6% of the outstanding shares of Memorial common stock entitled to vote at the Memorial special meeting. In addition, certain other stockholders of Memorial who are not party to the voting and support agreement are party to a voting agreement (the existing voting agreement), dated as of June 18, 2014, with Memorial, MRD Holdco LLC and the other Memorial stockholder parties to the voting and support agreement, pursuant to which those stockholders are required to vote all of the shares of Memorial common stock that they own as directed by MRD Holdco LLC. As of the date of this joint proxy statement/prospectus, those additional stockholders hold and are entitled to vote in the aggregate approximately 2.7% of the outstanding shares of Memorial common stock entitled to vote at the Memorial special meeting. Accordingly, as long as the Memorial board of directors does not change its recommendation with respect to such proposal (in which case the voting and support obligations of such stockholders would terminate), and as long as those additional stockholders retain ownership of their shares of Memorial common stock through the record date for the Memorial special meeting, approval of that proposal at the Memorial special meeting is nearly assured. See The Merger Agreement Voting and Support Agreement beginning on page 138 for more information.

The Range board of directors unanimously recommends that the Range stockholders vote FOR the proposal to approve the issuance of shares of Range common stock to Memorial stockholders in connection with the merger and FOR the proposal to approve the adjournment of the Range special meeting, if necessary or appropriate, to permit further solicitation of proxies.

The Memorial board of directors unanimously recommends that the Memorial stockholders vote FOR the proposal to approve and adopt the merger agreement and the transactions contemplated by the merger agreement, including the merger, FOR the approval, on an advisory (non-binding) basis, of the compensation that may be paid or become payable to Memorial's named executive officers in connection with the merger and FOR the proposal to approve the adjournment of the Memorial special meeting, if necessary or appropriate, to permit further solicitation of proxies.

The obligations of Range and Memorial to complete the merger are subject to the satisfaction or waiver of several conditions. The accompanying joint proxy statement/prospectus contains detailed information about Range, Memorial, the special meetings, the merger agreement and the merger. Range and Memorial encourage you to read the joint proxy statement/prospectus carefully and in its entirety before voting, including the section titled Risk Factors beginning on page 31.

We look forward to the successful combination of Range and Memorial.

Sincerely,

Jeffrey L. Ventura
Chairman, President and Chief Executive Officer

Jay C. Graham
Chief Executive Officer

Range Resources Corporation

Memorial Resource Development Corp.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of the securities to be issued under the joint proxy statement/prospectus or determined if the joint proxy statement/prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

The joint proxy statement/prospectus is dated _____, 2016 and is first being mailed to Range stockholders and Memorial stockholders on or about _____, 2016.

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Range Resources Corporation

100 Throckmorton Street, Suite 1200

Fort Worth, Texas 76102

(817) 870-2601

NOTICE OF SPECIAL MEETING OF STOCKHOLDERS

To Be Held On _____, 2016

To the Stockholders of Range Resources Corporation:

We are pleased to invite you to attend the special meeting of stockholders of Range Resources Corporation, a Delaware corporation (Range), which will be held at The Worthington Renaissance Hotel, _____ Room, 200 Main Street, Fort Worth, Texas 76102, on _____, 2016 at _____, local time, for the following purposes:

to vote on a proposal to approve the issuance of shares of Range common stock, par value \$0.01 per share, to Memorial Resource Development Corp. (Memorial) stockholders in connection with the merger contemplated by the Agreement and Plan of Merger, dated as of May 15, 2016, by and among Range, Memorial and Medina Merger Sub, Inc., a wholly owned subsidiary of Range (Merger Sub), as that agreement may be amended from time to time (the merger agreement), a copy of which is included as Annex A to the joint proxy statement/prospectus of which this notice is a part; and

to vote on a proposal to approve the adjournment of the Range special meeting to a later date or dates, if necessary or appropriate, to solicit additional proxies in the event there are not sufficient votes at the time of the special meeting to approve the first proposal listed above.

Range will transact no other business at the special meeting except such business as may properly be brought before the Range special meeting by or at the direction of the Range board of directors. References to the Range special meeting in this joint proxy statement/prospectus are to such special meeting as adjourned or postponed. Please refer to the joint proxy statement/prospectus of which this notice is a part for further information with respect to the business to be transacted at the Range special meeting.

The Range board of directors has fixed the close of business on _____, 2016 as the record date for the Range special meeting. Only Range stockholders of record at that time are entitled to receive notice of, and to vote at, the Range special meeting. A complete list of such stockholders will be available for inspection by any Range stockholder for any purpose germane to the special meeting during ordinary business hours for the ten days preceding the Range special meeting at Range s offices at the address on this notice. The eligible Range stockholder list will also be available at the Range special meeting for examination by any stockholder present at such meeting.

Completion of the merger is conditioned on approval of the issuance of shares of Range common stock to Memorial stockholders in connection with the merger. Approval of the issuance of shares of Range common stock to Memorial stockholders in connection with the merger requires the affirmative vote of the holders of a majority in voting power

of Range's stock issued and outstanding and entitled to vote thereon, present in person or represented by proxy, assuming a quorum is present.

The Range board of directors has approved the merger and the merger agreement and recommends that Range stockholders vote FOR the proposal to approve the issuance of shares of Range common stock to Memorial stockholders in connection with the merger and FOR the proposal to approve the adjournment of the Range special meeting, if necessary or appropriate, to permit further solicitation of proxies.

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Your vote is very important, regardless of the number of shares that you own. Regardless of whether you expect to attend the Range special meeting in person, to ensure your representation at the Range special meeting, we urge you to submit a proxy to vote your shares as promptly as possible by (i) accessing the internet site listed on the Range proxy card, (ii) calling the toll-free number listed on the Range proxy card or (iii) submitting your Range proxy card by mail by using the provided self-addressed, stamped envelope.

Submitting a proxy will not prevent you from voting in person, but it will help to secure a quorum and avoid added solicitation costs. Any eligible holder of Range stock who is present at the Range special meeting may vote in person, thereby canceling any previous proxy. In any event, a proxy may be revoked at any time before the Range special meeting in the manner described in the accompanying joint proxy statement/prospectus. If your shares are held in the name of a bank, broker or other nominee, please follow the instructions on the voting instruction card furnished by such bank, broker or other nominee.

The enclosed joint proxy statement/prospectus provides a detailed description of the merger and the merger agreement and the other matters to be considered at the Range special meeting. We urge you to read carefully the joint proxy statement/prospectus including any documents incorporated by reference and the Annexes in their entirety. If you have any questions concerning the merger or the joint proxy statement/prospectus or if you would like additional copies or need help voting your shares of Range common stock please contact Range's proxy solicitor:

By Order of the Range Board of Directors,

David P. Poole
Senior Vice President General Counsel and
Corporate
Secretary

Fort Worth, Texas

, 2016

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Memorial Resource Development Corp.

500 Dallas Street, Suite 1800

Houston, Texas 77002

(713) 588-8300

NOTICE OF SPECIAL MEETING OF STOCKHOLDERS

To Be Held On _____, 2016

To the Stockholders of Memorial Resource Development Corp.:

We are pleased to invite you to attend the special meeting of stockholders of Memorial Resource Development Corp., a Delaware corporation ("Memorial"), which will be held at Memorial's offices at 500 Dallas Street, Suite 1800, Houston, Texas 77002, on _____, 2016, at _____, local time, for the following purposes:

to vote on a proposal to approve and adopt the Agreement and Plan of Merger, dated as of May 15, 2016, by and among Range Resources Corporation ("Range"), Memorial and Medina Merger Sub, Inc., a wholly owned subsidiary of Range ("Merger Sub"), as that agreement may be amended from time to time (the "merger agreement"), a copy of which is included as Annex A to the joint proxy statement/prospectus of which this notice is a part, and the transactions contemplated by the merger agreement, including the merger;

to vote on a proposal to approve, on an advisory (non-binding) basis, the compensation that may be paid or become payable to Memorial's named executive officers in connection with the merger; and

to vote on a proposal to approve the adjournment of the Memorial special meeting to a later date or dates, if necessary or appropriate, to solicit additional proxies in the event there are not sufficient votes at the time of the special meeting to approve the first proposal listed above.

Memorial will transact no other business at the special meeting except such business as may properly be brought before the Memorial special meeting or any adjournment or postponement thereof by or at the direction of the Memorial board of directors. References to the Memorial special meeting in this joint proxy statement/prospectus are to such special meeting as adjourned or postponed. Please refer to the joint proxy statement/prospectus of which this notice is a part for further information with respect to the business to be transacted at the Memorial special meeting.

The Memorial board of directors has fixed the close of business on _____, 2016 as the record date for the Memorial special meeting. Only Memorial stockholders of record at that time are entitled to receive notice of, and to vote at, the Memorial special meeting. A complete list of such stockholders will be available for inspection by any Memorial stockholder for any purpose germane to the special meeting during ordinary business hours for the ten days preceding the Memorial special meeting at Memorial's offices at 500 Dallas Street, Suite 1800, Houston, Texas 77002. The eligible Memorial stockholder list will also be available at the Memorial special meeting for examination by any stockholder present at such meeting.

In connection with the execution of the merger agreement, MRD Holdco LLC, Jay Graham (Memorial's chief executive officer), Anthony Bahr and WHR Incentive LLC (a limited liability company controlled by Mr. Graham and Mr. Bahr) entered into a voting and support agreement with Range. The Memorial stockholders that executed that voting and support agreement have agreed to vote all of the Memorial shares held by them in favor of the approval and adoption of the merger agreement and the transactions contemplated by the merger

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agreement, including the merger. As of the date of this joint proxy statement/prospectus, those stockholders hold and are entitled to vote in the aggregate approximately 47.6% of the outstanding shares of Memorial common stock entitled to vote at the Memorial special meeting. In addition, certain other stockholders of Memorial who are not party to the voting and support agreement are party to a voting agreement (the existing voting agreement), dated as of June 18, 2014, with Memorial, MRD Holdco LLC and the other Memorial stockholder parties to the voting and support agreement, pursuant to which those stockholders are required to vote all of the shares of Memorial common stock that they own as directed by MRD Holdco LLC. As of the date of this joint proxy statement/prospectus, those additional stockholders hold and are entitled to vote in the aggregate approximately 2.7% of the outstanding shares of Memorial common stock entitled to vote at the Memorial special meeting. Accordingly, as long as the Memorial board of directors does not change its recommendation with respect to such proposal (in which case the voting and support obligations of such stockholders would terminate), and as long as those additional stockholders retain ownership of their shares of Memorial common stock through the record date for the Memorial special meeting, approval of that proposal at the Memorial special meeting is nearly assured. See The Merger Agreement Voting and Support Agreement beginning on page 138 for more information.

Completion of the merger is conditioned on approval and adoption of the merger agreement and the transactions contemplated by the merger agreement, including the merger, by the Memorial stockholders, which requires the affirmative vote of a majority of the outstanding shares of Memorial common stock entitled to vote thereon. The proposal to approve, on an advisory (non-binding) basis, the compensation that may be paid or become payable to Memorial's named executive officers in connection with the merger is a vote separate and apart from the vote on the proposal to approve and adopt the merger agreement and the transactions contemplated by the merger agreement, including the merger. Accordingly, a Memorial stockholder may vote to approve one proposal and not the other. Because the vote on the proposal to approve, on an advisory (non-binding) basis, the compensation that may be paid or become payable to Memorial's named executive officers in connection with the merger is advisory in nature only, it will not be binding on Memorial or Range, and the approval of that proposal is not a condition to the completion of the merger.

The Memorial board of directors unanimously determined that the merger and the other transactions contemplated by the merger agreement are fair to, and in the best interests of Memorial stockholders, and approved, adopted and declared advisable the merger agreement and the transactions contemplated by the merger agreement, including the merger. The Memorial board of directors unanimously recommends that Memorial stockholders vote FOR the proposal to approve and adopt the merger agreement and the transactions contemplated by the merger agreement, including the merger, FOR the approval, on an advisory (non-binding) basis, of the compensation that may be paid or become payable to Memorial's named executive officers in connection with the merger and FOR the proposal to approve the adjournment of the Memorial special meeting, if necessary or appropriate, to permit further solicitation of proxies.

Your vote is very important, regardless of the number of shares that you own. Regardless of whether you expect to attend the Memorial special meeting in person, to ensure your representation at the Memorial special meeting, we urge you to submit a proxy to vote your shares as promptly as possible by (i) accessing the internet site listed on the Memorial proxy card, (ii) calling the toll-free number listed on the Memorial proxy card or (iii) submitting your Memorial proxy card by mail by using the provided self-addressed, stamped envelope. Submitting a proxy will not prevent you from voting in person, but it will help to secure a quorum and avoid added solicitation costs. Any eligible holder of Memorial stock who is present at the Memorial special meeting may vote in person, thereby canceling any previous proxy. In any event, a proxy may be revoked at any time before the Memorial special meeting in the manner described in the accompanying joint proxy statement/prospectus. If your shares are held in the name of a bank, broker or other nominee, please follow the instructions on the voting instruction card furnished by such bank, broker or other nominee.

The enclosed joint proxy statement/prospectus provides a detailed description of the merger and the merger agreement and the other matters to be considered at the Memorial special meeting. We urge you to read carefully the joint proxy statement/prospectus including any documents incorporated by reference and the Annexes in

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their entirety. If you have any questions concerning the merger or the joint proxy statement/prospectus or if you would like additional copies or need help voting your shares of Memorial common stock please contact Memorial's proxy solicitor:

By Order of the Memorial Board of Directors,

Kyle N. Roane
Senior Vice President, General Counsel and
Corporate Secretary

Houston, Texas

, 2016

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ADDITIONAL INFORMATION

This joint proxy statement/prospectus incorporates important business and financial information about Range and Memorial from other documents that are not included in or delivered with this joint proxy statement/prospectus. This information is available to you without charge upon your request. You can obtain the documents incorporated by reference into this joint proxy statement/prospectus free of charge by requesting them in writing or by telephone from the appropriate company at the following addresses and telephone numbers:

Investors may also consult Range's or Memorial's website for more information about Range or Memorial, respectively. Range's website is www.rangeresources.com. Memorial's website is www.memorialrd.com. Information included on these websites is not incorporated by reference into this joint proxy statement/prospectus.

If you would like to request any documents, please do so by _____, 2016 in order to receive them before the special meetings. If you request any documents, Range or Memorial will mail them to you by first class mail, or another equally prompt means, after receipt of your request.

For a more detailed description of the information incorporated by reference in this joint proxy statement/prospectus and how you may obtain it, see "Where You Can Find More Information" beginning on page 187.

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ABOUT THIS JOINT PROXY STATEMENT/PROSPECTUS

This joint proxy statement/prospectus, which forms part of a registration statement on Form S-4 filed with the U.S. Securities and Exchange Commission (the "SEC") by Range, constitutes a prospectus of Range under the Securities Act of 1933, as amended (the "Securities Act"), with respect to the shares of Range common stock to be issued to Memorial stockholders in connection with the merger. This joint proxy statement/prospectus also constitutes a joint proxy statement for both Range and Memorial under the Securities Exchange Act of 1934, as amended (the "Exchange Act"). It also constitutes a notice of meeting with respect to the special meeting of Range stockholders and a notice of meeting with respect to the special meeting of Memorial stockholders.

You should rely only on the information contained in or incorporated by reference into this joint proxy statement/prospectus. Neither Range nor Memorial has authorized anyone to give any information or make any representation about the merger, Range or Memorial that is different from, or in addition to, that contained in this joint proxy statement/prospectus or in any of the materials that have been incorporated by reference into this joint proxy statement/prospectus. Therefore, if anyone distributes this type of information, you should not rely on it. This joint proxy statement/prospectus is dated _____, 2016. You should not assume that the information contained in this joint proxy statement/prospectus is accurate as of any date other than that date. You should not assume that the information incorporated by reference into this joint proxy statement/prospectus is accurate as of any date other than the date of the incorporated document. Neither our mailing of this joint proxy statement/prospectus to Range stockholders or Memorial stockholders nor the issuance by Range of shares of common stock pursuant to the merger agreement will create any implication to the contrary.

This joint proxy statement/prospectus does not constitute an offer to sell, or a solicitation of an offer to buy, any securities, or the solicitation of a proxy, in any jurisdiction to or from any person to whom it is unlawful to make any such offer or solicitation. Information contained in this joint proxy statement/prospectus regarding Range has been provided by Range and information contained in this joint proxy statement/prospectus regarding Memorial has been provided by Memorial.

All references in this joint proxy statement/prospectus to "Range" refer to Range Resources Corporation, a Delaware corporation; all references in this joint proxy statement/prospectus to "Merger Sub" refer to Medina Merger Sub, Inc., a Delaware corporation and wholly owned subsidiary of Range formed for the sole purpose of effecting the merger; all references in this joint proxy statement/prospectus to "Memorial" refer to Memorial Resource Development Corp., a Delaware corporation; unless otherwise indicated or as the context requires, all references in this joint proxy statement/prospectus to "we," "our" and "us" refer to Range and Memorial collectively; and, unless otherwise indicated or as the context requires, all references to the "merger agreement" refer to the Agreement and Plan of Merger, dated as of May 15, 2016, by and among Range Resources Corporation, Medina Merger Sub, Inc. and Memorial Resource Development Corp., which is incorporated by reference into this joint proxy statement/prospectus and a copy of which is included as Annex A to this joint proxy statement/prospectus. Range and Memorial, subject to and following completion of the merger, are sometimes referred to in this joint proxy statement/prospectus as the "combined company."

Please refer to the section titled "Glossary of Certain Oil and Gas Terms" for definitions of certain oil and gas terms used in this joint proxy statement/prospectus.

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QUESTIONS AND ANSWERS

*The following are some questions that you, as a Range stockholder or a Memorial stockholder, may have regarding the merger and the other matters being considered at the special meetings, as well as the answers to those questions. Range and Memorial urge you to read carefully the remainder of this joint proxy statement/prospectus including any documents incorporated by reference and the Annexes in their entirety because the information in this section does not provide all of the information that might be important to you with respect to the merger agreement, the merger and the other matters being considered at the special meetings. See *Where You Can Find More Information* beginning on page 187.*

Q: Why am I receiving this joint proxy statement/prospectus?

A: Range and Memorial have agreed to a business combination pursuant to the terms of the merger agreement that is described in this joint proxy statement/prospectus. A copy of the merger agreement is included in this joint proxy statement/prospectus as Annex A.

In order to complete the merger, among other conditions:

Range stockholders must approve the issuance of shares of Range common stock to Memorial stockholders in connection with the merger; and

Memorial stockholders must approve and adopt the merger agreement and the transactions contemplated by the merger agreement, including the merger.

Range and Memorial will hold separate special meetings of their stockholders to obtain these approvals. This joint proxy statement/prospectus, including its Annexes, contains and incorporates by reference important information about Range and Memorial, the merger and the stockholder meetings of Range and Memorial. You should read all of the available information carefully and in its entirety. See *Where You Can Find More Information* beginning on page 187.

Q: What effect will the merger have?

A: Range and Memorial have entered into the merger agreement pursuant to which Memorial will become a wholly owned subsidiary of Range and Memorial stockholders will become stockholders of Range.

Following the merger, the stockholders of Range and Memorial will be the stockholders of the combined company.

Q: What will I receive in the merger?

A: *Range Stockholders:* Regardless of whether the merger is completed, Range stockholders will retain the Range common stock that they currently own. They will not receive any merger consideration, and they will not receive any additional shares of Range common stock in the merger.

Memorial Stockholders: If the merger is completed, Memorial stockholders will receive 0.375 of a share of Range common stock for each share of Memorial common stock that they hold immediately prior to the effective time of the merger. Memorial stockholders will not receive any fractional shares of Range common stock in the merger. Instead, Range will pay cash (without interest) in lieu of any fractional shares of Range common stock that a Memorial stockholder would otherwise have been entitled to receive. Memorial stockholders will also be entitled to any dividends declared and paid by Range with a record date at or after the effective time of the merger.

Q: What is the value of the merger consideration?

A: Because Range will issue 0.375 of a share of Range common stock in exchange for each share of Memorial common stock outstanding immediately prior to such exchange, the value of the merger consideration that Memorial stockholders receive will depend on the price per share of Range common stock at the effective

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time of the merger. That price will not be known at the time of the special meetings and may be greater or less than the current price or the price at the time of the special meetings. We urge you to obtain current market quotations of Range common stock and Memorial common stock. See **Risk Factors** beginning on page 31.

Q: When and where will the special stockholders meetings be held?

A: *Range Stockholders:* The special meeting of Range stockholders will be held at The Worthington Renaissance Hotel, Room, 200 Main Street, Fort Worth, Texas 76102, on , 2016, at , local time.
Memorial Stockholders: The special meeting of Memorial stockholders will be held at Memorial s offices at 500 Dallas Street, Suite 1800, Houston, Texas 77002, on , 2016, at , local time.

Q: Who is entitled to vote at the special stockholders meetings?

A: *Range Stockholders:* The record date for the Range special meeting is , 2016. Only record holders of shares of Range common stock at the close of business on such date are entitled to notice of, and to vote at, the Range special meeting.

Memorial Stockholders: The record date for the Memorial special meeting is , 2016. Only record holders of shares of Memorial common stock at the close of business on such date are entitled to notice of, and to vote at, the Memorial special meeting.

Q: What constitutes a quorum at the special stockholders meetings?

A: *Range Stockholders:* Stockholders who hold shares representing at least a majority of the voting power of all outstanding shares of capital stock entitled to vote at the Range special meeting must be present in person or represented by proxy to constitute a quorum. All shares of Range common stock represented at the Range special meeting, including shares that are represented but that abstain from voting on one or more proposals, will be treated as present for purposes of determining the presence or absence of a quorum. Broker non-votes (if any) will not be treated as present for purposes of determining the presence or absence of a quorum.

Memorial Stockholders: Stockholders who hold shares representing at least a majority of the voting power of all outstanding shares of capital stock entitled to vote at the Memorial special meeting must be present in person or represented by proxy to constitute a quorum. All shares of Memorial common stock represented at the Memorial special meeting, including shares that are represented but that abstain from voting on one or more proposals, will be treated as present for purposes of determining the presence or absence of a quorum. Broker non-votes (if any) will not be treated as present for purposes of determining the presence or absence of a quorum.

Additional information on the quorum requirements can be found under the heading **Quorum** on page 42 with respect to Range and on page 46 with respect to Memorial.

Q: How do I vote if I am a stockholder of record?

A: *Range Stockholders:* If you were a record holder of Range common stock at the close of business on the record date for the Range special meeting, you may vote in person by attending the Range special meeting or, to ensure that your shares are represented at the Range special meeting, you may authorize a proxy to vote by:

accessing the internet site listed on the Range proxy card and following the instructions provided on that site anytime up to 1:00 a.m., eastern time, on _____, 2016;

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calling the toll-free number listed on the Range proxy card and following the instructions provided in the recorded message anytime up to 1:00 a.m., eastern time, on _____, 2016; or

submitting your Range proxy card by mail by using the provided self-addressed, stamped envelope. If you hold shares of Range common stock in _____ street name through a bank, broker or other nominee, please follow the voting instructions provided by your bank, broker or other nominee to ensure that your shares are represented at the Range special meeting.

Memorial Stockholders: If you were a record holder of Memorial common stock at the close of business on the record date for the Memorial special meeting, you may vote in person by attending the Memorial special meeting or, to ensure that your shares are represented at the Memorial special meeting, you may authorize a proxy to vote by:

accessing the internet site listed on the Memorial proxy card and following the instructions provided on that site at any time up to 11:59 p.m., eastern time, on _____, 2016;

calling the toll-free number listed on the Memorial proxy card and following the instructions provided in the recorded message at any time up to 11:59 p.m., eastern time, on _____, 2016; or

submitting your Memorial proxy card by mail by using the provided self-addressed, stamped envelope. If you hold Memorial shares in _____ street name through a bank, broker or other nominee, please follow the voting instructions provided by your bank, broker or other nominee to ensure that your shares are represented at the Memorial special meeting.

Q: How many votes do I have?

A: *Range Stockholders:* With respect to each proposal to be presented at the Range special meeting, holders of Range common stock as of the Range record date are entitled to one vote for each share of Range common stock owned at the close of business on the Range record date. At the close of business on the Range record date, there were _____ shares of Range common stock outstanding and entitled to vote at the Range special meeting.

Memorial Stockholders: With respect to each proposal to be presented at the Memorial special meeting, holders of Memorial common stock as of the Memorial record date are entitled to one vote for each share of Memorial common stock owned at the close of business on the Memorial record date. At the close of business on the Memorial record date, there were _____ shares of Memorial common stock outstanding and entitled to vote at the Memorial special meeting.

Q: Who will serve on the Range board of directors following the completion of the merger?

A: The merger agreement provides that, upon completion of the merger, Range will increase the size of the Range board of directors by one member and the Memorial board of directors will designate one of its members, subject to consent by the Governance and Nominating Committee of the Range board of directors, to fill the new Range directorship created by that increase. It is anticipated that, following the completion of the merger, the Range board of directors will have ten members, consisting of the Memorial designee described above and the nine individuals serving on the Range board of directors as of the date of this joint proxy/statement prospectus.

Q: Who will serve as executive management of Range following the completion of the merger?

A: Following the completion of the merger, it is anticipated that each of the Range executive officers will continue to serve in their current positions and under the same compensation plans and arrangements that were in place prior to the merger:

Jeffery L. Ventura	Chairman, President and Chief Executive Officer
Roger S. Manny	Executive Vice President Chief Financial Officer

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Ray N. Walker, Jr.	Executive Vice President	Chief Operating Officer
John K. Applegath	Senior Vice President	Northern Marcellus Shale and Midcontinent Divisions
Alan W. Farquharson	Senior Vice President	Reservoir Engineering & Economics
Dori A. Ginn	Senior Vice President	Controller and Principal Accounting Officer
David P. Poole	Senior Vice President	General Counsel and Corporate Secretary
Chad L. Stephens	Senior Vice President	Corporate Development

Q: What vote is required to approve each proposal?

A: *Range Stockholders:* The approval of the issuance of shares of Range common stock to Memorial stockholders in connection with the merger requires the affirmative vote of a majority of the shares of Range common stock, present in person or represented by proxy at the Range special meeting and entitled to vote thereon, assuming a quorum is present. Assuming a quorum is present, shares that are not present in person or by proxy and broker non-votes (if any) will have no effect on the vote for this proposal; however, abstentions will have the same effect as a vote AGAINST the approval of such proposal.

The adjournment of the Range special meeting, if necessary or appropriate, to solicit additional proxies requires the affirmative vote of a majority of the shares of Range common stock, present in person or represented by proxy at the Range special meeting and entitled to vote thereon, regardless of whether there is a quorum. Assuming a quorum is present, shares that are not present in person or by proxy and broker non-votes (if any) will have no effect on the vote for this proposal; however, abstentions will have the same effect as a vote AGAINST the approval of such proposal.

Memorial Stockholders: The approval and adoption of the merger agreement and the transactions contemplated by the merger agreement, including the merger, requires the affirmative vote of a majority of the outstanding shares of Memorial common stock entitled to vote thereon. Assuming a quorum is present, failures to vote, broker non-votes (if any) and abstentions will have the same effect as a vote AGAINST the approval of such proposal.

The approval, on an advisory (non-binding) basis, of the compensation that may be paid or become payable to Memorial's named executive officers in connection with the merger requires the affirmative vote of a majority of the voting power of the outstanding shares present in person or represented by proxy at the meeting and entitled to vote thereon, assuming a quorum is present. Assuming a quorum is present, shares that are not present in person or by proxy and broker non-votes (if any) will have no effect on the vote for this proposal; however, abstentions will have the same effect as a vote AGAINST the approval of such proposal.

The adjournment of the Memorial special meeting, if necessary or appropriate, to solicit additional proxies requires the affirmative vote of a majority of the voting power of the outstanding shares present in person or represented by proxy at the meeting and entitled to vote thereon, regardless of whether there is a quorum. Assuming a quorum is present, shares that are not present in person or by proxy and broker non-votes (if any) will have no effect on the vote for this proposal; however, abstentions will have the same effect as a vote AGAINST the approval of such proposal.

Q: How does the Range board of directors recommend that Range stockholders vote?

A: The Range board of directors has determined that the merger and the other transactions contemplated by the merger agreement (including the issuance of shares of Range common stock to Memorial stockholders in

connection with the merger) are in the best interests of Range and its stockholders. Accordingly, the Range board of directors unanimously recommends that Range stockholders vote FOR the proposal to approve the issuance of shares of Range common stock to Memorial stockholders in connection with the merger and FOR the proposal to approve the adjournment of the Range special meeting, if necessary or appropriate, to permit further solicitation of proxies.

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Q: How does the Memorial board of directors recommend that Memorial stockholders vote?

A: The Memorial board of directors unanimously determined that the merger and the other transactions contemplated by the merger agreement are fair to, and in the best interests of Memorial stockholders, and approved, adopted and declared advisable the merger agreement and the transactions contemplated by the merger agreement, including the merger. Accordingly, the Memorial board of directors unanimously recommends that Memorial stockholders vote FOR the proposal to approve and adopt the merger agreement and the transactions contemplated by the merger agreement, including the merger, FOR the proposal to approve, on an advisory (non-binding) basis, the compensation that may be paid or become payable to Memorial's named executive officers in connection with the merger and FOR the proposal to approve the adjournment of the Memorial special meeting, if necessary or appropriate, to permit further solicitation of proxies.

Q: My shares are held in street name by my bank, broker or other nominee. Will my bank, broker or other nominee automatically vote my shares for me?

A: No. If your shares are held through a bank, broker or other nominee, you are considered the beneficial holder of the shares held for you in what is known as street name. The record holder of such shares is your bank, broker or other nominee, and not you. If this is the case, this joint proxy statement/prospectus has been forwarded to you by your bank, broker or other nominee. You must provide the record holder of your shares with instructions on how to vote your shares. Otherwise, your bank, broker or other nominee may not vote your shares on any of the proposals to be considered at the Range special meeting or the Memorial special meeting, as applicable, and a broker non-vote will result.

Under the current rules of the NYSE, banks, brokers or other nominees do not have discretionary authority to vote on any of the proposals at the Range special meeting. Because the only proposals for consideration at the Range special meeting are non-discretionary proposals, it is not expected that there will be any broker non-votes at such meeting. However, if there are any broker non-votes, they will have no effect on (i) the proposal to approve the issuance of shares of Range common stock to Memorial stockholders in connection with the merger (assuming a quorum is present) or (ii) the proposal to approve the adjournment of the Range special meeting, if necessary or appropriate, to permit further solicitation of proxies.

Under the current rules of the NASDAQ, banks, brokers or other nominees do not have discretionary authority to vote on any of the proposals at the Memorial special meeting. Because the only proposals for consideration at the Memorial special meeting are non-discretionary proposals, it is not expected that there will be any broker non-votes at such meeting. However, if there are any broker non-votes, they will have (i) the same effect as a vote AGAINST the proposal to approve and adopt the merger agreement and the transactions contemplated by the merger agreement, including the merger, (ii) no effect on the proposal to approve, on an advisory (non-binding) basis, the compensation that may be paid or become payable to Memorial's named executive officers in connection with the merger and (iii) no effect on the proposal to approve the adjournment of the Memorial special meeting, if necessary or appropriate, to permit further solicitation of proxies.

Please follow the voting instructions provided by your bank, broker or other nominee so that it may vote your shares on your behalf. Please note that you may not vote shares held in street name by returning a proxy card directly to Range or Memorial or by voting in person at the special meeting unless you first obtain a legal proxy from your bank, broker or other nominee.

Q: What will happen if I fail to vote or I abstain from voting?

A: *Range Stockholders:* Assuming a quorum is present, if you fail to attend the Range special meeting in person and do not vote by proxy, it will not have any effect on the vote for the proposals; however, if you attend the Range special meeting and abstain or mark your proxy or voting instructions to abstain, it will have the same effect as a vote AGAINST (i) the proposal to approve the issuance of shares of Range common stock to Memorial stockholders in connection with the merger, and (ii) the proposal to approve the adjournment of the Range special meeting, if necessary or appropriate, to permit further solicitation of proxies.

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Memorial Stockholders: Assuming a quorum is present, if you fail to attend the Memorial special meeting in person and do not vote by proxy, it will have (i) the same effect as a vote AGAINST the proposal to approve and adopt the merger agreement and the transactions contemplated by the merger agreement, including the merger, (ii) no effect on the proposal to approve, on an advisory (non-binding) basis, the compensation that may be paid or become payable to Memorial's named executive officers in connection with the merger and (iii) no effect on the proposal to approve the adjournment of the Memorial special meeting, if necessary or appropriate, to permit further solicitation of proxies.

If you attend the Memorial special meeting and abstain or mark your proxy or voting instructions to abstain, it will have the same effect as a vote AGAINST (i) the proposal to approve and adopt the merger agreement and the transactions contemplated by the merger agreement, including the merger, (ii) the proposal to approve, on an advisory (non-binding) basis, the compensation that may be paid or become payable to Memorial's named executive officers based on or otherwise related to the proposed transactions and (iii) the proposal to approve the adjournment of the Memorial special meeting, if necessary or appropriate, to permit further solicitation of proxies.

Q: What will happen if I return my proxy card without indicating how to vote?

A: *Range Stockholders:* If you properly complete and sign your proxy card but do not indicate how your shares of Range common stock should be voted on a proposal, the shares of Range common stock represented by your proxy will be voted as the Range board of directors recommends and, therefore, FOR (i) the proposal to approve the issuance of shares of Range common stock to Memorial stockholders in connection with the merger and (ii) the proposal to approve the adjournment of the Range special meeting, if necessary or appropriate, to permit further solicitation of proxies.

Memorial Stockholders: If you properly complete and sign your proxy card but do not indicate how your shares of Memorial common stock should be voted on a proposal, the shares of Memorial common stock represented by your proxy will be voted as the Memorial board of directors recommends and, therefore, FOR (i) the proposal to approve and adopt the merger agreement and the transactions contemplated by the merger agreement, including the merger, (ii) the proposal to approve, on an advisory (non-binding) basis, the compensation that may be paid or become payable to Memorial's named executive officers in connection with the merger and (iii) the proposal to approve the adjournment of the Memorial special meeting, if necessary or appropriate, to permit further solicitation of proxies.

Q: Can I change my vote or revoke my proxy after I have returned a proxy or voting instruction card?

A: Yes.

If you are the record holder of either Range or Memorial stock, you can change your vote or revoke your proxy at any time before your proxy is voted at the applicable special meeting. You can do this by:

timely delivering a signed written notice of revocation;

timely delivering a new, valid proxy bearing a later date (including by telephone or through the internet); or

attending the special meeting and voting in person, which will automatically cancel any proxy previously given, or revoking your proxy in person.

Simply attending the Range special meeting or the Memorial special meeting without voting will not revoke any proxy that you have previously given or change your vote.

If you choose either of the first two methods, your notice of revocation or your new proxy must be received by the Secretary of Range or Memorial, as applicable, no later than the beginning of the applicable special meeting.

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Regardless of the method used to deliver your previous proxy, you may revoke your proxy by any of the above methods.

If you hold shares of either Range or Memorial in street name : If your shares are held in street name, you must contact your bank, broker or other nominee to change your vote.

Q: What are the material U.S. federal income tax consequences of the merger to U.S. holders of Memorial common stock?

A: The merger is intended to be treated for U.S. federal income tax purposes as a reorganization within the meaning of Section 368(a) of the Internal Revenue Code of 1986, as amended (the Code). Assuming the merger qualifies as a reorganization, a U.S. holder of Memorial common stock will not recognize any gain or loss for U.S. federal income tax purposes upon the exchange of the holder's shares of Memorial common stock for shares of Range common stock pursuant to the merger, except with respect to cash received in lieu of fractional shares of Range common stock. For further information, see Material U.S. Federal Income Tax Consequences beginning on page 143.

The U.S. federal income tax consequences described above may not apply to all holders of Memorial common stock. Your tax consequences will depend on your individual situation. Accordingly, we strongly urge you to consult your independent tax advisor for a full understanding of the particular tax consequences of the merger to you.

Q: When do you expect the merger to be completed?

A: Range and Memorial hope to complete the merger as soon as reasonably possible and expect the closing of the merger to occur late in the third quarter of 2016. However, the merger is subject to the satisfaction or waiver of other conditions, and it is possible that factors outside the control of Range and Memorial could result in the merger being completed at an earlier time, a later time or not at all.

Q: What happens if the merger is not completed?

A: If the issuance of Range common stock in the merger is not approved by Range stockholders or if the merger is not completed for any other reason, Memorial stockholders will not receive any form of consideration for the Memorial common stock they own in connection with the merger. In the event the merger agreement is terminated by either Range or Memorial because of the failure to obtain Range stockholder approval, then Range will pay to Memorial a no vote expense payment equal to \$25,000,000. In the event the merger agreement is terminated by either Range or Memorial because of the failure to obtain Memorial stockholder approval, then Memorial will pay Range a no vote expense payment equal to \$25,000,000. In certain circumstances, Memorial may be required to pay Range a termination fee of \$75,000,000, or Range may be required to pay Memorial a termination fee of either \$125,000,000 or \$300,000,000. See the section titled The Merger Agreement Termination Fees and Expenses of this joint proxy statement/prospectus for a discussion of these and other rights of each of Range and Memorial to terminate the merger agreement.

Q: Do I need to do anything with my shares of common stock other than vote for the proposals at the special meeting?

A: *Range Stockholders:* If you are a Range stockholder, after the merger is completed, you are not required to take any action with respect to your shares of Range common stock.

Memorial Stockholders: If you are a Memorial stockholder, after the merger is completed, each share of Memorial common stock that you hold will be converted automatically into the right to receive 0.375 of a share of Range common stock together with cash (without interest) in lieu of any fractional shares, as applicable. You do not need to take any action at this time.

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Q: Are stockholders entitled to appraisal rights?

A: No. Neither the stockholders of Range nor the stockholders of Memorial are entitled to appraisal rights in connection with the merger under Delaware law, under the certificate of incorporation or bylaws of either company or otherwise.

Q: What happens if I sell my shares of Memorial common stock before the Memorial special meeting?

A: The record date for the Memorial special meeting is earlier than the date of the Memorial special meeting and the date that the merger is expected to be completed. If you transfer your Memorial shares after the Memorial record date but before the Memorial special meeting, you will retain your right to vote at the Memorial special meeting, but will have transferred the right to receive the merger consideration in the merger. In order to receive the merger consideration, you must hold your shares through the effective date of the merger.

Q: What does it mean if I receive more than one set of materials?

A: This means you own shares of both Range and Memorial common stock or you own shares of Range or Memorial common stock that are registered under different names. For example, you may own some shares directly as a stockholder of record and other shares through a bank, broker or other nominee or you may own shares through more than one bank, broker or other nominee. In these situations, you will receive multiple sets of proxy materials. You must complete, sign and return all of the proxy cards or follow the instructions for any alternative voting procedure on each of the voting instruction forms you receive in order to vote all of the shares of Range and/or Memorial common stock that you own. Each proxy card you receive will come with its own self-addressed, stamped envelope; if you submit your proxy by mail, make sure you return each proxy card in the return envelope that accompanied that proxy card.

Q: How can I find out more information?

A: For more information about Range and Memorial, see the section titled [Where You Can Find More Information](#) beginning on page 187.

Q: Who can help answer my questions?

A: Range stockholders who have questions about the merger, the other matters to be voted on at the special meetings or how to submit a proxy, or desire additional copies of this joint proxy statement/prospectus or additional proxy cards should contact:

Memorial stockholders who have questions about the merger, the other matters to be voted on at the special meetings or how to submit a proxy, or desire additional copies of this joint proxy statement/prospectus or additional proxy cards should contact:

Table of Contents**SUMMARY**

This summary highlights information contained elsewhere in this joint proxy statement/prospectus and may not contain all the information that is important to you with respect to the merger and the other matters being considered at the Range and Memorial special meetings. Range and Memorial urge you to read the remainder of this joint proxy statement/prospectus carefully, including the attached Annexes, and the other documents to which we have referred you. See also the section titled "Where You Can Find More Information" beginning on page 187. We have included page references in this summary to direct you to a more complete description of the topics presented below.

The Companies***Range Resources Corporation***

Range Resources Corporation, a Delaware corporation, is a Fort Worth, Texas-based independent natural gas, NGLs and oil company, engaged in the exploration, development and acquisition of natural gas and oil properties. Range's activity is mostly focused in the Appalachian region of the United States. As of December 31, 2015, Range had estimated proved reserves of approximately 9,900 Bcfe, including 6,278 Bcf of natural gas, 549,135 Mbbbls of NGLs and 53,193 Mbbbls of oil. Range's strategy is to commit to environmental protection and workplace and community safety, concentrate in core operating areas, maintain a multi-year drilling inventory, focus on cost efficiency, maintain a long-life reserve base and market its products to a large number of customers in different markets under a variety of commercial terms. As of March 31, 2016, Range had approximately \$2.6 billion of debt. For the quarter ended March 31, 2016, Range's average production was approximately 1,382 Mmcfed.

Range's common stock is traded on the NYSE under the symbol RRC.

The principal executive offices of Range are located at 100 Throckmorton Street, Suite 1200, Fort Worth, Texas 76102, and Range's telephone number is (817) 870-2601. Additional information about Range and its subsidiaries is included in documents incorporated by reference into this joint proxy statement/prospectus. See "Where You Can Find More Information" on page 187.

Memorial Resource Development Corp.

Memorial Resource Development Corp., a Delaware corporation, is a Houston, Texas-based independent natural gas and oil company engaged in the acquisition, exploration and development of natural gas and oil properties in North Louisiana. Substantially all of Memorial's activity is in the Terryville Complex of North Louisiana, where it targets over-pressured, liquids-rich natural gas opportunities in multiple zones in the Cotton Valley Formation. Memorial's primary objective is to build shareholder value through growth in reserves, production and cash flows by developing and expanding its significant portfolio of drilling locations. To achieve its objective, Memorial's strategy is to maintain a disciplined, growth oriented financial strategy, grow production, reserves and cash flows through the development of its extensive drilling inventory, enhance returns through prudent capital allocation and continued improvements in operational and capital efficiencies, exploit additional development opportunities on current acreage, and make opportunistic acquisitions that meet its strategic and financial objectives.

As of December 31, 2015, Memorial had estimated proved reserves of approximately 1,378 Bcfe of natural gas equivalents. As of March 31, 2016, Memorial had approximately \$1.1 billion of debt. For the quarter ended March 31, 2016, Memorial's average production was approximately 420 Mmcfed. These estimated proved reserves, debt and average production for Memorial exclude amounts attributable to Memorial Production Partners LP (MEMPP).

Memorial s common stock is traded on the NASDAQ under the symbol MRD.

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The principal executive offices of Memorial are located at 500 Dallas Street, Suite 1800, Houston, Texas 77002, and Memorial's telephone number is (713) 588-8300. Additional information about Memorial and its subsidiaries is included in documents incorporated by reference into this joint proxy statement/prospectus. See [Where You Can Find More Information](#) on page 187.

Medina Merger Sub, Inc.

Medina Merger Sub, Inc., a wholly owned subsidiary of Range, is a Delaware corporation that was formed on May 13, 2016 for the sole purpose of effecting the merger. In the merger, Merger Sub will be merged with and into Memorial, with Memorial surviving as a wholly owned subsidiary of Range.

The Meetings

The Range Special Meeting (see page 41)

The special meeting of Range stockholders will be held at The Worthington Renaissance Hotel, Room, 200 Main Street, Fort Worth, Texas 76102, on , 2016, at , local time. The special meeting of Range stockholders is being held to consider and vote on:

a proposal to approve the issuance of shares of Range common stock to Memorial stockholders in connection with the merger;

a proposal to approve the adjournment of the Range special meeting to a later date or dates, if necessary or appropriate, to solicit additional proxies in the event there are not sufficient votes at the time of the special meeting to approve the first proposal listed above.

Completion of the merger is conditioned on approval by Range stockholders of the issuance of Range common stock pursuant to the merger agreement.

Only record holders of shares of Range common stock at the close of business on , 2016, the record date for the Range special meeting, are entitled to notice of, and to vote at, the Range special meeting. At the close of business on the record date, the only outstanding voting securities of Range were common stock, and shares of Range common stock were issued and outstanding, approximately of which were owned and entitled to be voted by Range directors and executive officers. The Range directors and executive officers are currently expected to vote their shares in favor of each Range proposal listed above.

With respect to each Range proposal listed above, Range stockholders may cast one vote for each share of Range common stock that they own as of the Range record date. The proposal to approve the issuance of Range common stock requires the affirmative vote of a majority of the shares of Range common stock, present in person or represented by proxy at the Range special meeting and entitled to vote thereon. The proposal to approve the adjournment of the Range special meeting, if necessary or appropriate, to solicit additional proxies requires the affirmative vote of a majority of the shares of Range common stock, present in person or represented by proxy at the Range special meeting and entitled to vote on the proposal, regardless of whether there is a quorum.

No business may be transacted at the Range special meeting unless a quorum is present. If a quorum is not present at the special meeting, or if a quorum is present at the special meeting but there are not sufficient votes at the time of the

special meeting to approve the proposal to issue shares of Range common stock in connection with the merger, then the chairman of the meeting has the power to adjourn the meeting, or, alternatively, Range stockholders may be asked to vote on a proposal to adjourn the Range special meeting in order to permit the

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further solicitation of proxies. No notice of an adjourned meeting need be given unless the date, time and place of the resumption of the meeting are not announced at the adjourned meeting, the adjournment is for more than 30 days or, if after the adjournment, a new record date is fixed for the adjourned meeting, in which case a notice of the adjourned meeting shall be given to each stockholder of record entitled to vote at the meeting. Unless otherwise agreed to by Range and Memorial, the special meeting may not be adjourned or postponed to a date more than 20 business days after the date for which the meeting was previously scheduled and the special meeting may not be adjourned or postponed to a date on or after two business days before December 15, 2016.

Reasons for the Merger; Recommendation of the Range Board of Directors (see page 63)

After careful consideration, the Range board of directors determined that the merger and the other transactions contemplated by the merger agreement are advisable and in the best interests of Range and its stockholders, approved the merger and the merger agreement and recommended to the holders of Range common stock the approval of the issuance of Range common stock to Memorial stockholders in connection with the merger. For more information regarding the factors considered by the Range board of directors in reaching its decisions relating to its recommendations, see the section titled *The Merger Range s Reasons for the Merger; Recommendation of the Range board of directors*. **The Range board of directors unanimously recommends that Range stockholders vote FOR the proposal to approve the issuance of Range common stock pursuant to the merger agreement and FOR the proposal to approve the adjournment of the Range special meeting to a later date or dates, if necessary or appropriate to solicit additional proxies in the event there are not sufficient votes at the time of the special meeting to approve the issuance of shares of Range common stock.**

Opinion of Range s Financial Advisor (see page 67)

On May 15, 2016, Credit Suisse Securities (USA) LLC (*Credit Suisse*) rendered its oral opinion to the Range board of directors (which was subsequently confirmed in writing by delivery of *Credit Suisse* s written opinion addressed to the Range board of directors dated the same date) as to, as of May 15, 2016, the fairness, from a financial point of view, to Range of the exchange ratio in the merger pursuant to the merger agreement.

***Credit Suisse* s opinion was directed to the Range board of directors (in its capacity as such), and only addressed the fairness, from a financial point of view, to Range of the exchange ratio in the merger pursuant to the merger agreement and did not address any other aspect or implication (financial or otherwise) of the merger. The summary of *Credit Suisse* s opinion in this joint proxy statement/prospectus is qualified in its entirety by reference to the full text of its written opinion, which is included as Annex B to this joint proxy statement/prospectus and sets forth the procedures followed, assumptions made, qualifications and limitations on the review undertaken and other matters considered by *Credit Suisse* in preparing its opinion. However, neither *Credit Suisse* s written opinion nor the summary of its opinion and the related analyses set forth in this joint proxy statement/prospectus are intended to be, and they do not constitute, advice or a recommendation to any holder of Range common stock as to how such holder should vote or act on any matter relating to the merger.**

The Memorial Special Meeting (see page 45)

The special meeting of Memorial stockholders will be held at Memorial s offices at 500 Dallas Street, Suite 1800, Houston, Texas 77002, on _____, 2016, at _____, local time. The special meeting of Memorial stockholders is being held in order to consider and vote on:

a proposal to approve and adopt the merger agreement and the transactions contemplated by the merger agreement, including the merger, which is further described in the sections titled "The Merger" and "The Merger Agreement," beginning on pages 51 and 120, respectively;

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a proposal to approve, on an advisory (non-binding) basis, the compensation that may be paid or become payable to Memorial's named executive officers in connection with the merger; and

a proposal to approve the adjournment of the Memorial special meeting to a later date or dates, if necessary or appropriate, to solicit additional proxies in the event there are not sufficient votes at the time of the special meeting to approve the foregoing proposal.

Completion of the merger is conditioned on approval and adoption of the merger agreement and the transactions contemplated by the merger agreement, including the merger, by the Memorial stockholders. The proposal to approve, on an advisory (non-binding) basis, the compensation that may be paid or become payable to Memorial's named executive officers in connection with the merger is a vote separate and apart from the vote on the proposal to approve and adopt the merger agreement and the transactions contemplated by the merger agreement, including the merger. Accordingly, a Memorial stockholder may vote to approve one proposal and not the other. Because the vote on the proposal to approve, on an advisory (non-binding) basis, the compensation that may be paid or become payable to Memorial's named executive officers in connection with the merger is advisory in nature only, it will not be binding on Memorial or Range, and the approval of that proposal is not a condition to the completion of the merger.

Only record holders of shares of Memorial common stock at the close of business on _____, 2016, the record date for the Memorial special meeting, are entitled to notice of, and to vote at, the Memorial special meeting. At the close of business on the record date, the only outstanding voting securities of Memorial were common stock, and shares of Memorial common stock were issued and outstanding and entitled to vote at the Memorial special meeting, approximately _____ of which were owned and entitled to be voted by Memorial directors and executive officers. The Memorial directors and executive officers are currently expected to vote their shares in favor of each of the Memorial proposals listed above.

In connection with the execution of the merger agreement, MRD Holdco LLC, Jay Graham (Memorial's chief executive officer), Anthony Bahr and WHR Incentive LLC (a limited liability company controlled by Mr. Graham and Mr. Bahr) entered into a voting and support agreement with Range (referred to in this joint proxy statement/prospectus as the "voting and support agreement"). The Memorial stockholders that executed the voting and support agreement have agreed to vote all of the Memorial shares held by them in favor of the approval and adoption of the merger agreement and the transactions contemplated by the merger agreement, including the merger. As of the date of this joint proxy statement/prospectus, those stockholders hold and are entitled to vote in the aggregate approximately 47.6% of the issued and outstanding shares of Memorial common stock entitled to vote at the Memorial special meeting. In addition, certain other stockholders of Memorial who are not party to the voting and support agreement are party to the existing voting agreement, pursuant to which those stockholders are required to vote all of the shares of Memorial common stock that they own as directed by MRD Holdco LLC. As of the date of this joint proxy statement/prospectus, those additional stockholders hold and are entitled to vote in the aggregate approximately 2.7% of the outstanding shares of Memorial common stock entitled to vote at the Memorial special meeting. Accordingly, as long as the Memorial board of directors does not change its recommendation with respect to such proposal (in which case the voting and support obligations of such stockholders would terminate), and as long as those additional stockholders retain ownership of their shares of Memorial common stock through the record date for the Memorial special meeting, approval of that proposal at the Memorial special meeting is nearly assured. See "The Merger Agreement - Voting and Support Agreement" beginning on page 138 for more information.

With respect to each Memorial proposal listed above, Memorial stockholders may cast one vote for each share of Memorial common stock that they own as of the Memorial record date. The proposal to approve and adopt the merger agreement and the transactions contemplated by the merger agreement, including the merger, requires the affirmative vote of a majority of the outstanding shares of Memorial common stock entitled to vote

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thereon. The proposal to approve, on an advisory (non-binding) basis, the compensation that may be paid or become payable to Memorial's named executive officers in connection with the merger requires the affirmative vote of a majority of the voting power of the outstanding shares present in person or represented by proxy at the special meeting and entitled to vote thereon, assuming a quorum is present. The proposal to approve adjournment of the Memorial special meeting, if necessary or appropriate, to solicit additional proxies requires the affirmative vote of a majority of the voting power of the outstanding shares present in person or represented by proxy at the special meeting and entitled to vote thereon, regardless of whether there is a quorum.

No business may be transacted at the Memorial special meeting unless a quorum is present. If a quorum is not present, or if fewer shares are voted in favor of the proposal to approve and adopt the merger agreement and the transactions contemplated by the merger agreement, including the merger, than is required, then the chairman of the meeting has the power to adjourn the meeting, or, alternatively, Memorial stockholders may be asked to vote on a proposal to adjourn the Memorial special meeting in order to permit the further solicitation of proxies. No notice of an adjourned meeting need be given unless the date, time and place of the resumption of the meeting are not announced at the adjourned meeting, the adjournment is for more than 30 days, or, if after the adjournment, a new record date is fixed for the adjourned meeting, in which cases a notice of the adjourned meeting shall be given to each stockholder of record entitled to vote at the meeting. Unless otherwise agreed to by Range and Memorial, the special meeting may not be adjourned or postponed to a date more than 20 business days after the date for which the meeting was previously scheduled and the special meeting may not be adjourned or postponed to a date on or after two business days before December 15, 2016.

Reasons for the Merger; Recommendation of the Memorial Board of Directors (see page 75)

The Memorial board of directors unanimously determined that the merger and the other transactions contemplated by the merger agreement are fair to, and in the best interests of Memorial stockholders, and approved, adopted and declared advisable the merger agreement and the transactions contemplated by the merger agreement, including the merger. For more information regarding the factors considered by the Memorial board of directors in reaching its decision to recommend the approval of the merger agreement, see the section titled "The Merger Memorial's Reasons for the Merger; Recommendation of the Memorial board of directors." **The Memorial board of directors unanimously recommends that Memorial stockholders vote FOR the proposal to approve and adopt the merger agreement and the transactions contemplated by the merger agreement, including the merger, FOR the proposal to approve, on an advisory (non-binding) basis, the compensation that may be paid or become payable to Memorial's named executive officers in connection with the merger and FOR the proposal to approve the adjournment of the Memorial special meeting to a later date or dates, if necessary or appropriate, to solicit additional proxies in the event there are not sufficient votes at the time of the special meeting to approve and adopt the merger agreement.**

Opinions of Memorial's Financial Advisors (see page 80)***Opinion of Barclays Capital Inc.***

Memorial engaged Barclays Capital Inc., or Barclays, to act as its financial advisor with respect to the merger. On May 15, 2016, Barclays rendered its oral opinion (which was subsequently confirmed in writing) to the Memorial board of directors that, as of such date and based upon and subject to the qualifications, limitations and assumptions stated in its opinion, the exchange ratio provided for in the merger is fair, from a financial point of view, to the holders of Memorial common stock (other than shares held by Memorial as treasury shares or shares held by Range or Merger Sub or by any wholly owned subsidiary of Range, Merger Sub or Memorial, which we collectively refer to in this joint proxy statement/prospectus as "excluded shares"). The full text of Barclays' written opinion, dated as of May 15,

2016, is attached as Annex C to this joint proxy statement/prospectus and sets forth, among other things, the assumptions made, procedures followed, factors considered and limitations upon the review undertaken by Barclays in rendering its opinion. The summary of Barclays' opinion is qualified in its entirety by reference to the full text of the opinion.

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Barclays' opinion is addressed to the Memorial board of directors, addresses only the fairness, from a financial point of view, of the exchange ratio to the holders of Memorial common stock (other than excluded shares) as of the date of the opinion and does not constitute a recommendation to any stockholder of Memorial as to how such stockholder should vote with respect to the merger or any other matter. Barclays was not requested to address, and its opinion does not in any manner address, Memorial's underlying business decision to proceed with or effect the merger.

For a more complete discussion of Barclays' opinion, see *The Merger-Opinions of Memorial's Financial Advisors-Opinion of Barclays Capital Inc.* beginning on page 80.

Opinion of Morgan Stanley & Co. LLC

Memorial retained Morgan Stanley & Co. LLC, which we refer to in this joint proxy statement/prospectus as *Morgan Stanley*, in connection with the merger. On May 15, 2016, Morgan Stanley rendered to the Memorial board of directors its oral opinion, subsequently confirmed in writing on May 15, 2016, that, as of such date and based upon and subject to the various assumptions made, procedures followed, matters considered and qualifications and limitations on the scope of the review undertaken by Morgan Stanley as set forth in its written opinion, the exchange ratio pursuant to the merger agreement was fair, from a financial point of view, to the holders of Memorial common stock (other than excluded shares). The full text of Morgan Stanley's written opinion, dated as of May 15, 2016, to the Memorial board of directors, which sets forth, among other things, the assumptions made, procedures followed, matters considered and qualifications and limitations on the scope of review undertaken by Morgan Stanley in rendering its opinion, is attached as Annex D to, and is incorporated by reference into, this joint proxy statement/prospectus. The summary of the opinion of Morgan Stanley in this joint proxy statement/prospectus is qualified in its entirety by reference to the full text of the opinion. We encourage you to read Morgan Stanley's opinion and the summary of Morgan Stanley's opinion below carefully and in their entirety.

Morgan Stanley's opinion was rendered for the benefit of the Memorial board of directors, in its capacity as such, and addressed only the fairness, from a financial point of view, of the exchange ratio pursuant to the merger agreement to the holders of Memorial common stock (other than excluded shares) as of the date of the opinion. Morgan Stanley's opinion does not address any of the relative merits of the transactions contemplated by the merger agreement as compared to other business or financial strategies that might be available to Memorial, nor does it address the underlying business decision of Memorial to enter into the merger agreement or proceed with any other transaction contemplated by the merger agreement. In addition, Morgan Stanley's opinion does not in any manner address the prices at which Range common stock will trade following the consummation of the merger or at any time. The opinion was addressed to, and rendered for the benefit of, the Memorial board of directors and was not intended to, and does not, constitute advice or a recommendation to any holder of Memorial common stock as to how to vote or act on any matter with respect to the merger.

For a more complete discussion of Morgan Stanley's opinion, see *The Merger Opinions of Memorial's Financial Advisors Opinion of Morgan Stanley & Co. LLC.* beginning on page 91.

The Merger

*A copy of the merger agreement is attached as Annex A to this joint proxy statement/prospectus. Range and Memorial encourage you to read the entire merger agreement carefully because it is the principal document governing the merger. For more information on the merger agreement, see the section titled *The Merger Agreement* beginning on page 120.*

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Form of the Merger (see page 120)

Subject to the terms and conditions of the merger agreement, at the effective time of the merger, Merger Sub, a wholly owned subsidiary of Range that was formed for the sole purpose of effecting the merger, will merge with and into Memorial. Memorial will survive the merger and become a wholly owned subsidiary of Range.

Merger Consideration (see page 120)

Memorial stockholders will have the right to receive 0.375 of a share of Range common stock for each share of Memorial common stock they hold immediately prior to the effective time of the merger (the exchange ratio) and, in lieu of any fractional shares, cash (without interest) in an amount equal to the product of (i) such fractional part of a share of Range common stock multiplied by (ii) the volume weighted average price of Range common stock for the five consecutive trading days immediately prior to the closing date of the merger as reported by Bloomberg, L.P. The exchange ratio is fixed and will not be adjusted for changes in the market value of the common stock of Memorial or Range. As a result, the implied value of the consideration to Memorial stockholders will fluctuate between the date of this joint proxy statement/prospectus and the effective time of the merger. Based on the closing price of Range common stock on the NYSE on May 13, 2016, the last trading day before public announcement of the merger, the aggregate value of the merger consideration payable to Memorial stockholders was approximately \$3.2 billion.

Treatment of Memorial LTIP Restricted Stock Awards (see page 132)

Effective immediately prior to the effective time of the merger, each outstanding share of unvested restricted Memorial common stock will fully vest and any applicable restrictions will lapse and, at the effective time of the merger, each such share will be treated as a share of Memorial common stock, including with respect to the right to receive 0.375 of a fully vested share of Range common stock.

Expected Timing of the Merger

Range and Memorial currently expect the closing of the merger to occur late in the third quarter of 2016. However, the merger is subject to the satisfaction or waiver of conditions as described in the merger agreement, and it is possible that factors outside the control of Range and Memorial could result in the merger being completed at an earlier time, a later time or not at all.

Conditions to Completion of the Merger (see page 133)

The obligations of Range, Memorial and Merger Sub to complete the merger are subject to the satisfaction or waiver of the following conditions to completion of the merger on or prior to the closing date:

adoption of the merger agreement by the affirmative vote of holders of a majority of the outstanding shares of Memorial common stock entitled to vote thereon;

approval of the issuance of Range common stock pursuant to the merger agreement by the affirmative vote of holders of a majority of the shares present in person or represented by proxy and entitled to vote at the Range special meeting on that proposal;

expiration or termination of any waiting periods or the receipt of any consent required to be obtained for the consummation of the merger and the other transactions contemplated by the merger agreement under the Hart-Scott-Rodino Antitrust Improvements Act of 1976, as amended (referred to in this joint proxy statement/prospectus as the HSR Act);

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absence of any laws, temporary restraining orders, preliminary or permanent injunctions or other orders that have the effect of making the merger illegal or otherwise prohibiting completion of the merger;

effectiveness of the registration statement on Form S-4 of which this joint proxy statement/prospectus forms a part and the absence of a stop order or proceedings pending before the SEC for that purpose; and

authorization for the listing on the NYSE of the shares of Range common stock to be issued in connection with the merger, subject to official notice of issuance.

In addition, Range's and Merger Sub's obligations to effect the merger are subject to the satisfaction or waiver of the following additional conditions:

each of the representations and warranties of Memorial set forth in the merger agreement being true and correct as of the date of the merger agreement and as of the closing date as though made on and as of the closing date, unless otherwise specified and subject to certain materiality thresholds;

performance of, or compliance with, in all material respects, all obligations required to be performed or complied with by Memorial under the merger agreement on or prior to the effective time;

receipt of a certificate executed by an executive officer of Memorial, dated the closing date, confirming the satisfaction of the conditions described in the preceding two bullets;

receipt by Range of a tax opinion from counsel, including an opinion that (i) the merger will be treated as a reorganization within the meaning of Section 368(a) of the Code and (ii) Memorial, Range and Merger Sub will each be a party to the reorganization within the meaning of Section 368 of the Code; and

the consummation of the transactions contemplated by the Purchase and Sale Agreement (the MEMP GP PSA) dated as of April 27, 2016 by and between MEMP and Memorial, as a result of which Memorial would cease to own any interest in the general partner of MEMP, a publicly-traded oil and gas exploration and production master limited partnership (the transactions contemplated by the MEMP GP PSA were consummated on June 1, 2016).

In addition, Memorial's obligations to effect the merger is subject to the satisfaction or waiver of the following additional conditions:

each of the representations and warranties of Range set forth in the merger agreement being true and correct as of the date of the merger agreement and as of the closing date as though made on and as of the closing date, unless otherwise specified and subject to certain materiality thresholds;

performance of, or compliance with, in all material respects all agreements and covenants required to be performed or complied with by Range and Merger Sub under the merger agreement on or prior to the effective time;

receipt by Memorial of a certificate executed by an executive officer of Range, dated the closing date, confirming the satisfaction of the conditions described in the preceding two bullets; and

receipt by Memorial of a tax opinion from counsel, including an opinion that (i) the merger will be treated as a reorganization within the meaning of Section 368(a) of the Code and (ii) Memorial, Range and Merger Sub will each be a party to the reorganization within the meaning of Section 368 of the Code.

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No Solicitation of Competing Proposals (see page 127)

The merger agreement generally precludes Memorial from soliciting or engaging in discussions or negotiations with respect to a proposal competing with the transactions contemplated by the merger agreement. However, if Memorial receives a proposal meeting certain requirements from a third party, and the Memorial board of directors determines in good faith (after consultation with its financial advisors and outside legal counsel) that such proposal is, or would or would reasonably be expected to lead to, a superior proposal that meets certain requirements as set forth in the merger agreement, Memorial may furnish non-public information to and enter into discussions with, and only with, that third party regarding such competing proposal. See the section titled *The Merger Agreement No Solicitation of Competing Proposals*.

Changes in Board Recommendations (see page 129)

The merger agreement generally provides that, subject to the exceptions described below, Memorial may not change its recommendation that Memorial stockholders adopt the merger agreement, and Range may not change its recommendation that Range stockholders approve the issuance of Range common stock in the merger.

However, notwithstanding the foregoing, the merger agreement provides that, prior to obtaining Memorial stockholder approval of the merger, Memorial in response to a *bona fide* competing proposal that did not result from a material breach of the no-shop covenants and certain related covenants may effect a change of recommendation, or terminate the merger agreement (subject to Memorial's obligation to pay the termination fee as described below in *The Merger Agreement Effect of Termination*), after satisfaction of certain conditions set forth under *The Merger Agreement Changes in Board Recommendations*. In addition, the merger agreement provides that, prior to obtaining Memorial stockholder approval of the merger and in response to an intervening event with respect to Memorial, Memorial may effect a change of recommendation after satisfaction of certain conditions set forth under *The Merger Agreement Changes in Board Recommendations*.

The merger agreement also provides that, prior to obtaining Range stockholder approval of the proposed issuance of Range common stock in the merger and in response to an intervening event with respect to Range, the Range board of directors or any committee thereof may effect a change of recommendation after satisfaction of certain conditions set forth under *The Merger Agreement Changes in Board Recommendations*.

Termination of the Merger Agreement (see page 134)

The merger agreement may be terminated at any time prior to the effective time of the merger, whether (except as described below) before or after the receipt of the required stockholder approvals, under the following circumstances:

by mutual written consent of Range and Memorial;

by either Range or Memorial:

if any governmental entity denies a required approval and such denial has become final and nonappealable, or issues a final and nonappealable order permanently enjoining or otherwise prohibiting the completion of the merger, unless the terminating party's failure to comply with any

material covenant or agreement under the merger agreement has been the cause of or resulted in such denial;

if the merger is not consummated by on or before 5:00 p.m. Houston time on December 15, 2016, unless the failure to close by that date is due to the failure of the terminating party to perform any of its material covenants or agreements under the merger agreement;

upon a terminable breach of the other party (as described under The Merger Agreement Termination of the Merger Agreement);

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if the Range stockholders fail to approve the issuance of Range common stock in the merger at the Range special meeting; or

if the Memorial stockholders fail to approve and adopt the merger agreement and the transactions contemplated by the merger agreement, including the merger, at the Memorial special meeting;

by Range:

prior to obtaining approval of the Memorial stockholders, if the Memorial board of directors makes a change of recommendation;

prior to obtaining approval of the Memorial stockholders, if Memorial is in violation in any material respect of the covenants in the merger agreement relating to the filing of this joint proxy statement/prospectus or the obligation to hold the Memorial stockholder meeting;

prior to obtaining approval of the proposed issuance of Range common stock, in order to enter into a definitive agreement with respect to a Range alternative proposal, if the Range board of directors determines in good faith in accordance with the merger agreement that such proposal is a Range superior proposal, and that the failure to terminate the merger agreement would be inconsistent with its duties under applicable law (provided that Range contemporaneously pays the applicable termination fee described below) (in each as described under The Merger Agreement Termination of the Merger Agreement);

by Memorial:

prior to obtaining the approval of the Memorial stockholders, in order to enter into a definitive agreement with respect to a Memorial superior proposal in a manner allowed by certain exceptions to the no-shop covenants (provided that Memorial contemporaneously pays the applicable termination fee described below);

prior to obtaining approval of the proposed issuance of Range common stock in the merger, if Range or Merger Sub is in violation in any material respect of the covenants in the merger agreement relating to the filing of this joint proxy statement/prospectus or the obligation to hold the Range stockholder meeting; or

if the Range board of directors or any committee thereof has made a change of recommendation.

Termination Fees and Expenses (see page 136)

Generally, all fees and expenses incurred in connection with the merger agreement and the transactions contemplated by the merger agreement will be paid by the party incurring those expenses, subject to the specific exceptions discussed in this joint proxy statement/prospectus. In the event the merger agreement is terminated by either Range or Memorial because of the failure to obtain Range stockholder approval, then Range will pay to Memorial a no vote expense payment equal to \$25,000,000. In the event the merger agreement is terminated by either Range or Memorial because of the failure to obtain Memorial stockholder approval, then Memorial will pay Range a no vote expense payment equal to \$25,000,000. In certain circumstances, Memorial may be required to pay Range a termination fee of \$75,000,000, or Range may be required to pay Memorial a termination fee of \$125,000,000 or an alternative proposal fee of \$300,000,000. See the section titled "The Merger Agreement Termination Fees and Expenses" beginning on page 136 for a discussion of the circumstances under which such termination fee or no vote expense payment will be required to be paid.

Comparison of Stockholder Rights and Corporate Governance Matters (see page 165)

The governing corporate documents of Memorial differ from the governing corporate documents of Range, in some cases materially. As a result, Memorial stockholders that receive Range common stock as merger consideration will have different rights once they become stockholders of Range. These differences are described in detail under the section titled "Comparison of Rights of Range Stockholders and Memorial Stockholders."

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Listing of Shares of Range Common Stock; De-Listing and Deregistration of Shares of Memorial Common Stock (see page 118)

It is a condition to the completion of the merger that the shares of Range common stock to be issued to Memorial stockholders be authorized for listing on the NYSE at the effective time of the merger, subject to official notice of issuance. Upon completion of the merger, shares of Memorial common stock currently listed on the NASDAQ will cease to be listed for trading on the NASDAQ and will be subsequently deregistered under the Exchange Act.

Interests of Memorial Directors and Executive Officers in the Merger (see page 111)

Memorial's directors and executive officers have interests in the merger that may be different from, or in addition to, the interests of the Memorial stockholders generally. The members of the Memorial board of directors were aware of and considered these interests, among other matters, in evaluating and negotiating the merger agreement and the merger, and in recommending that Memorial stockholders approve and adopt the merger agreement and the transactions contemplated by the merger agreement, including the merger.

These interests include:

Each Memorial executive officer (other than Mr. Graham) is a party to a change in control agreement with Memorial that could provide that executive with potential compensation and benefits in the event that the executive is involuntarily terminated in connection with the merger.

Memorial's directors and executive officers hold equity compensation plan awards under the Memorial Resource Development Corp. 2014 Long Term Incentive Plan (the Memorial LTIP), the vesting of which will be accelerated as a result of the merger, in accordance with the terms of those awards and the merger agreement.

Upon adoption of the merger agreement by Memorial stockholders, MRD Holdco LLC is permitted to distribute its shares of Memorial common stock to, among others, MRD Holdco LLC's members, including certain Memorial officers and employees. The shares of Memorial common stock received by those Memorial officers and employees will be entitled to receive the merger consideration.

Memorial's directors and executive officers are entitled to continued indemnification and insurance coverage under the merger agreement, as more fully described in The Merger Agreement Indemnification and Insurance beginning on page 115.

Regulatory Clearances Required to Comple