

RANGE RESOURCES CORP
Form DEFM14A
August 10, 2016
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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 14A
Proxy Statement Pursuant to Section 14(a) of the
Securities Exchange Act of 1934
(Amendment No.)

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement

Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material under §240.14a-12

RANGE RESOURCES CORPORATION

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement if other than the Registrant)

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No fee required.

Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

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(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

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(1) Amount Previously Paid:

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(3) Filing Party:

(4) Date Filed:

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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 47.7% 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 143 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 33.

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

Sincerely,

Jeffrey L. Ventura

Jay C. Graham

Chairman, President and Chief Executive Officer
Range Resources Corporation

Chief Executive Officer
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 August 10, 2016 and is first being mailed to Range stockholders and Memorial stockholders on or about August 12, 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 September 15, 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, Live Oak Room V, 200 Main Street, Fort Worth, Texas 76102, on September 15, 2016 at 10:00 a.m., 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 August 10, 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:

Innisfree M&A Incorporated

501 Madison Avenue, 20th floor

New York, New York 10022

Stockholders may call toll free: (888) 750-5834

Banks and Brokers may call collect: (212) 750-5833

By Order of the Range Board of Directors,

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

Fort Worth, Texas

August 10, 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 September 15, 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 September 15, 2016, at 10:00 a.m., 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 August 10, 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 47.7% 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 143 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.

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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:

Innisfree M&A Incorporated

501 Madison Avenue, 20th floor

New York, New York 10022

Stockholders may call toll free: (888) 750-5834

Banks and Brokers may call collect: (212) 750-5833

By Order of the Memorial Board of Directors,

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

Houston, Texas

August 10, 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:

Innisfree M&A Incorporated

501 Madison Avenue, 20th floor

New York, New York 10022

Stockholders may call toll free: (888) 750-5834

Banks and Brokers may call collect: (212) 750-5833

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 September 9, 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 189.

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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 (File No. 333-211994), 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 August 10, 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 189.*

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 189.

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 33.

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, Live Oak Room V, 200 Main Street, Fort Worth, Texas 76102, on September 15, 2016, at 10:00 a.m., 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 September 15, 2016, at 10:00 a.m., 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 August 10, 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 August 10, 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 43 with respect to Range and on page 48 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 11:59 p.m., eastern time, on September 14, 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 11:59 p.m., eastern time, on September 14, 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 September 14, 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 September 14, 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 170,090,361 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 206,034,330 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 fill the position created by that increase with one member of the Memorial board of directors who has been designated by the Memorial board of directors. However, that designation is subject to the review by, and approval and recommendation of, the Governance and Nominating Committee of the Range board of directors.

It is anticipated that, following the completion of the merger, the Range board of directors will have ten members, consisting of the nine individuals serving on the Range board of directors as of the date of this joint proxy statement/prospectus and Robert A. Innamorati, an independent member of the Memorial board of directors who was designated by the Memorial board of directors and whose appointment was subsequently unanimously approved subject to completion of the merger by the Range board of directors following receipt of the unanimous recommendation of such appointment from the Governance and Nominating Committee. Mr. Innamorati would serve as an independent director. In addition, Range has recently entered into a voting support and nomination agreement with Range's largest stockholder, SailingStone Capital Partners LLC, and certain of that stockholder's affiliates (collectively, SailingStone),

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in which Range and SailingStone have agreed to cooperate with each other in good faith to identify one new independent director to be appointed to the Range board of directors who is mutually agreeable to the Range board of directors and SailingStone.

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
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.

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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.

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.

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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.

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

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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.

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 148.

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.

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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.

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 189.

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: Innisfree M&A Incorporated, 501 Madison Avenue, 20th floor, New York, New York 10022.

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: Innisfree M&A Incorporated, 501 Madison Avenue, 20th floor, New York, New York 10022.

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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 189. 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 June 30, 2016, Range had approximately \$2.6 billion of debt. For the six months ended June 30, 2016, Range's average production was approximately 1,401 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 189.

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 June 30, 2016, Memorial had approximately \$1.1 billion of debt. For the six months ended June 30, 2016, Memorial's average production was approximately 435 Mmcfed. These estimated proved reserves, debt and average production for Memorial exclude amounts attributable to discontinued operations.

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 189.

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 42)

The special meeting of Range stockholders will be held at The Worthington Renaissance Hotel, Live Oak Room V, 200 Main Street, Fort Worth, Texas 76102, on September 15, 2016, at 10:00 a.m., 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 August 10, 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 170,090,361 shares of Range common stock were issued and outstanding, approximately 2,387,295 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 66)

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 69)

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 47)

The special meeting of Memorial stockholders will be held at Memorial s offices at 500 Dallas Street, Suite 1800, Houston, Texas 77002, on September 15, 2016, at 10:00 a.m., 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 53 and 125, 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 August 10, 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 206,034,330 shares of Memorial common stock were issued and outstanding and entitled to vote at the Memorial special meeting, approximately 1,361,432 of which were owned and entitled to be voted by Memorial directors and executive officers (exclusive of shares beneficially owned by Kenneth A. Hersh and Jay C. Graham as those shares are subject to the voting and support agreement with Range discussed in the paragraph below). 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 47.7% 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 143 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,

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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 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 78)

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 83)***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

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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.

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 83.

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 94.

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

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*governing the merger. For more information on the merger agreement, see the section titled **The Merger Agreement** beginning on page 125.*

Form of the Merger (see page 125)

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 125)

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 137)

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 138)

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

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proxy statement/prospectus as the HSR Act) (on June 17, 2016, Range and Memorial were notified by U.S. antitrust authorities that the waiting period under the HSR Act had expired);

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 132)

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 134)

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 139)

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 141)

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 141 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 167)

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 123)

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 114)

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 137.

Regulatory Clearances Required to Complete the Transactions (see page 120)

Consummation of the merger is subject to the expiration or termination of any applicable waiting period under the HSR Act. On June 6, 2016, Range and Memorial filed Notification and Report Forms with the Antitrust Division of the Department of Justice, which is referred to as the Antitrust Division, and the Federal Trade Commission, which is referred to as the FTC. On June 17, 2016, Range and Memorial were notified by U.S. antitrust authorities that the waiting period under the HSR Act had expired. See The Merger Regulatory Clearances Required for the Merger.

Board of Directors and Executive Management Following the Merger (see page 119)

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 fill the position created by that increase with one member of the Memorial board of directors who has been designated by the Memorial board of directors. However, that designation is subject to the review by, and approval and recommendation of, the Governance and Nominating Committee of the Range board of directors.

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It is anticipated that, following the completion of the merger, the Range board of directors will have ten members, consisting of the nine individuals serving on the Range board of directors as of the date of this joint proxy statement/prospectus and Robert A. Innamorati, an independent member of the Memorial board of directors who was designated by the Memorial board of directors and whose appointment was subsequently unanimously approved subject to completion of the merger by the Range board of directors following receipt of the unanimous recommendation of such appointment from the Governance and Nominating Committee. Mr. Innamorati would serve as an independent director. In addition, Range and SailingStone have recently agreed, among other things, to cooperate with each other in good faith to identify one new independent director to be appointed to the Range board of directors who is mutually agreeable to the Range board of directors and SailingStone. See The Range Special Meeting SailingStone Voting Support and Nomination Agreement beginning on page 46 for more information.

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.

No Appraisal Rights (see page 123)

Neither the holders of shares of Range common stock nor the holders of shares of Memorial common stock are entitled to appraisal rights in connection with the merger in accordance with Delaware law, nor do the certificates of incorporation or bylaws of either company provide any stockholder with any such appraisal rights.

Exchange of Shares in the Merger (see page 126)

Prior to the effective time of the merger, Range will enter into an agreement with Memorial's transfer agent or another entity reasonably acceptable to Memorial to act as agent for the holders of Memorial common stock in connection with the merger and to receive the merger consideration and cash sufficient to pay cash (without interest) in lieu of fractional shares to which holders of fractional shares may become entitled. At the effective time of the merger, each share of Memorial common stock outstanding immediately prior to the effective time will be converted into the right to receive 0.375 of a share of Range common stock.

Promptly after the effective time of the merger, but in no event later than three business days after the closing date of the merger, Range will cause the exchange agent to mail to each holder of Memorial common stock a stock certificate or a letter of transmittal specifying, among other things, that delivery will be effected, and risk of loss and title to any certificates shall pass, only upon proper delivery of such certificates to the exchange agent, or in the case of book entry shares, upon adherence to the procedures set forth in the letter of transmittal. Such letter of transmittal will also include instructions explaining the procedure for surrendering Memorial stock certificates in exchange for shares of Range common stock or, in the case of book entry shares, the surrender of such shares for payment of the merger consideration.

After the effective time of the merger, shares of Memorial common stock will no longer be outstanding, will be automatically canceled and will cease to exist and each certificate or book entry share, if any, that previously represented shares of Memorial common stock will represent only the right to receive the merger consideration as described above, any cash in lieu of fractional shares of Range common stock and any dividends or other distributions to which the holders of the certificates become entitled upon surrender of such certificates. With respect to such shares of Range common stock deliverable upon the surrender of Memorial stock certificates or book entry shares, until holders of such Memorial stock certificates or book entry shares have surrendered such stock certificates or book entry shares to the exchange agent, those holders will not receive dividends or distributions declared or made with respect to such shares of Range common stock with a record date after the effective time of the merger.

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Memorial stockholders will not receive any fractional shares of Range common stock pursuant to the merger. Instead of any fractional shares, Memorial stockholders will be paid an amount in cash (without interest) for such fraction of a share calculated by multiplying the fractional share interest to which such holder would otherwise be entitled by the volume weighted average price of Range common stock for the five consecutive trading days immediately ending on the closing date of the merger as reported by Bloomberg, L.P.

Range stockholders need not take any action with respect to their stock certificates.

Anticipated Accounting Treatment (see page 151)

Range prepares its financial statements in accordance with U.S. Generally Accepted Accounting Principles (GAAP). The merger will be accounted for using the acquisition method of accounting with Range being considered the acquirer of Memorial for accounting purposes. This means that Range will allocate the purchase price to the fair value of Memorial's tangible and intangible assets and liabilities at the acquisition date, with the excess purchase price being recorded as goodwill. Under the acquisition method of accounting, goodwill is not amortized but is tested for impairment at least annually.

Material U.S. Federal Income Tax Consequences (see page 148)

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 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.

As a condition to the completion of the merger, Memorial and Range will each have received an opinion, dated as of the closing date of the merger, that the merger will be treated for U.S. federal income tax purposes as a reorganization within the meaning of Section 368(a) of the Code. An opinion of counsel represents such counsel's best legal judgment but is not binding on the Internal Revenue Service (the IRS) or any court, so there can be no certainty that the IRS will not challenge the conclusions reflected in the opinion or that a court would not sustain such a challenge.

The tax opinions regarding the merger will not address any U.S. federal tax consequences other than U.S. federal income tax consequences, or any U.S. state, local or non-U.S. tax consequences, of the merger. The opinions will be based on certain assumptions and representations as to factual matters from Range and Memorial, as well as certain covenants and undertakings by Range and Memorial. If any of the assumptions, representations, covenants or undertakings is incorrect, incomplete, inaccurate or violated in any material respect, the validity of the conclusions reached by counsel in their opinions would be jeopardized and the tax consequences of the merger could differ from those described in this joint proxy statement/prospectus. Neither Range nor Memorial is currently aware of any facts or circumstances that would cause the assumptions, representations, covenants and undertakings to be incorrect, incomplete, inaccurate or violated in any material respect.

You are urged to consult your own tax advisor regarding the particular consequences to you of the merger.

Risk Factors (see page 33)

In evaluating the merger, in addition to the other information contained in this joint proxy statement/prospectus, you should carefully consider the risk factors relating to the merger and each of Range and Memorial beginning on page 33.

Table of Contents**Summary Selected Consolidated Financial Data****Summary Selected Consolidated Historical Financial Data of Range**

The following table sets forth Range's selected consolidated historical financial information that has been derived from (1) Range's consolidated financial statements as of December 31, 2015, 2014, 2013, 2012 and 2011 and (2) Range's consolidated financial statements for the six months ended June 30, 2016 and 2015. This disclosure does not include the effects of the merger. You should read this financial information in conjunction with Management's Discussion and Analysis of Financial Condition and Results of Operations and its consolidated financial statements and notes thereto in Range's Annual Report on Form 10-K for the year ended December 31, 2015 and Quarterly Report on Form 10-Q for the quarter ended June 30, 2016, each of which is incorporated into this joint proxy statement/prospectus by reference. The selected statement of operations data for the years ended December 31, 2012 and 2011 and selected balance sheet data as of December 31, 2013, 2012 and 2011 have been derived from Range's audited consolidated financial statements for such years, which have not been incorporated into this joint proxy statement/prospectus by reference. See *Where You Can Find More Information* beginning on page 189.

	Six Months Ended June 30,		Year Ended December 31,				
	2016	2015	2015	2014	2013	2012	2011
(In thousands, except per share data)							
Consolidated statements of operations data:							
Revenues and other income:							
Natural gas, NGLs and oil sales	\$ 434,093	\$ 583,536	\$ 1,089,644	\$ 1,911,989	\$ 1,715,676	\$ 1,351,694	\$ 1,173,266
Derivative fair value income (loss)	(75,890)	88,048	416,364	383,520	(61,825)	41,437	40,087
Brokered natural gas, marketing and other	75,007	35,824	92,060	130,548	116,577	15,441	15,030
Total revenues and other income:	433,210	707,408	1,598,068	2,426,057	1,770,428	1,408,572	1,228,383
Costs and expenses:							
Direct operating	44,725	71,917	136,363	150,483	128,091	115,905	112,972
Transportation, gathering and compression	262,107	184,624	396,739	325,289	256,242	192,445	120,755
Production and ad valorem taxes	11,936	19,170	33,860	44,555	45,240	67,120	27,666
Brokered natural gas and marketing	77,483	48,593	115,866	129,980	131,786	20,434	11,986

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Exploration	11,698	12,911	21,406	63,548	64,409	69,807	81,367
Abandonment and impairment of unproved properties	17,687	23,821	47,619	47,079	51,918	125,278	79,703
General and administrative	86,721	104,293	194,015	213,426	291,171	173,813	151,191
Memorial merger expenses	2,621						
Termination costs	167	6,367	15,070	8,371			
Deferred compensation plan	41,802	(12,906)	(77,627)	(74,550)	55,296	7,203	43,209
Interest	75,497	82,686	166,439	168,977	176,557	168,798	125,052
Loss on early extinguishment of debt			22,495	24,596	12,280	11,063	18,576
Depletion, depreciation and amortization	242,951	299,185	581,155	551,032	492,397	445,228	341,221
Impairment of proved properties and other assets	43,040		590,174	28,024	7,753	35,554	38,681
Loss (gain) on the sale of assets	4,947	(2,734)	406,856	(285,638)	(92,291)	(49,132)	(2,259)
Total costs and expenses	923,382	837,927	2,650,430	1,395,172	1,620,849	1,383,516	1,150,120
(Loss) income from continuing operations before income taxes	(490,172)	(130,519)	(1,052,362)	1,030,885	149,579	25,056	78,263
Income tax (benefit) expense:							
Current			29	1	(143)	(1,778)	637
Deferred	(173,526)	(39,609)	(338,706)	396,502	34,000	13,832	34,920
	(173,526)	(39,609)	(338,677)	396,503	33,857	12,054	35,557

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	Six Months Ended June 30,		Year Ended December 31,				
	2016	2015	2015	2014	2013	2012	2011
(In thousands, except per share data)							
Net (loss) income from continuing operations	(316,646)	(90,910)	(713,685)	634,382	115,722	13,002	42,706
Discontinued operations							15,320
Net (loss) income	\$ (316,646)	\$ (90,910)	\$ (713,685)	\$ 634,382	\$ 115,722	\$ 13,002	\$ 58,026
Net (loss) income per common share:							
Basic (loss) income from continuing operations	\$ (1.90)	\$ (0.55)	\$ (4.29)	\$ 3.81	\$ 0.71	\$ 0.08	\$ 0.26
discontinued operations							0.10
net (loss) income	\$ (1.90)	\$ (0.55)	\$ (4.29)	\$ 3.81	\$ 0.71	\$ 0.08	\$ 0.36
Diluted (loss) income from continuing operations	\$ (1.90)	\$ (0.55)	\$ (4.29)	\$ 3.79	\$ 0.70	\$ 0.08	\$ 0.26
discontinued operations							0.10
net (loss) income	\$ (1.90)	\$ (0.55)	\$ (4.29)	\$ 3.79	\$ 0.70	\$ 0.08	\$ 0.36
Weighted average common shares outstanding:							
Basic	166,964	166,230	166,389	163,625	160,438	159,131	158,030
Diluted	166,964	166,230	166,389	164,403	161,407	160,307	159,441
(In thousands)							
Consolidated statements of cash flow data:							
Cash provided by (used in):							
Operating activities	\$ 169,604	\$ 370,142	\$ 683,700	\$ 954,135	\$ 743,538	\$ 647,099	\$ 631,637
Investing activities	(74,282)	(704,869)	(218,772)	(1,245,456)	(983,436)	(1,528,558)	(547,981)
Financing activities	(95,411)	334,800	(464,905)	291,421	239,994	881,619	(86,412)
(In thousands)							
As of June 30,		As of December 31,					
2016	2015	2015	2014	2013	2012	2011	

(In thousands)

**Consolidated
balance sheets
data:**

Total assets	\$ 6,380,179	\$ 8,753,003	\$ 6,900,031	\$ 8,704,604	\$ 7,203,127	\$ 6,685,604	\$ 5,806,080
Total long-term debt	2,566,961	3,411,072	2,651,303	3,030,824	3,095,971	2,835,054	1,935,577
Stockholders equity	2,464,927	3,381,414	2,759,658	3,457,429	2,414,452	2,357,392	2,392,420

Summary Selected Consolidated Historical Financial Data of Memorial

The following table sets forth Memorial's selected consolidated historical financial information that has been derived from (1) Memorial's consolidated financial statements as of and for the years ended December 31, 2015, 2014, 2013 and 2012 and (2) Memorial's consolidated financial statements as of and for the six months ended June 30, 2016 and 2015. This disclosure does not include the effects of the merger. You should read this financial information in conjunction with Management's Discussion and Analysis of Financial Condition and Results of Operations and its consolidated financial statements and notes thereto in Memorial's Current Report on Form 8-K filed on July 28, 2016, and Quarterly Report on Form 10-Q for the quarter ended June 30, 2016, each of which is incorporated into this joint proxy statement/prospectus by reference. The selected statement of operations data and cash flow data for the year ended December 31, 2012 and selected balance sheet data as of December 31, 2013 and 2012 have been derived from Memorial's audited consolidated financial statements for such years, which have not been incorporated into this joint proxy statement/prospectus by reference. The selected balance sheet data as of June 30, 2015 has been derived from Memorial's unaudited consolidated financial statements as of June 30, 2015, which have not been incorporated into this joint proxy statement/prospectus by reference. See [Where You Can Find More Information](#) beginning on page 189.

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	Six Months Ended June 30		For the Year Ended December 31,			2012
	2016	2015	2015	2014	2013	
(In thousands, except per share data)						
Statement of Operations Data:						
Revenues:						
Oil & natural gas sales	\$ 180,064	\$ 165,628	\$ 374,042	\$ 409,070	\$ 219,552	\$ 110,590
Other revenues				12		
Total revenues	180,064	165,628	374,042	409,082	219,552	110,590
Costs and expenses:						
Lease operating	14,903	9,076	24,903	17,570	17,207	15,782
Gathering, processing, and transportation	45,294	29,052	72,554	45,956	17,666	6,887
Gathering, processing, and transportation affiliate	27,643	3,813	25,403			
Exploration	7,058	2,956	8,969	13,853	1,034	460
Taxes other than income	5,855	5,915	14,896	12,610	8,699	8,270
Depreciation, depletion, and amortization	125,357	76,359	188,742	128,238	70,903	37,048
Impairment of proved oil and natural gas properties				24,576	2,528	5,877
Incentive unit compensation expense	52,569	26,340	35,142	943,949	34,997	9,510
General and administrative	35,154	23,299	46,288	38,549	35,414	24,565
Accretion of asset retirement obligations	295	216	417	533	593	551
(Gain) loss on commodity derivative instruments	54,175	(77,727)	(281,249)	(257,734)	(3,161)	(10,500)
(Gain) loss on sale of properties	50	50	(47)	3,057	(82,773)	(2)
Other, net				(1)	2	464
Total costs and expenses	368,353	99,349	136,018	971,156	103,109	98,912
Operating income (loss)	(188,289)	66,279	238,024	(562,074)	116,443	11,678
Other income (expense):						
Interest expense, net	(24,124)	(19,369)	(39,396)	(50,283)	(24,948)	(8,283)
Loss on extinguishment of debt				(37,248)		
Other, net	(108)	(101)	(1,022)	320	143	534
Total other income (expense)	(24,232)	(19,470)	(40,418)	(87,211)	(24,805)	(7,749)
Income (loss) from continuing operations before income taxes						
	(212,521)	46,809	197,606	(649,285)	91,638	3,929
Income tax benefit (expense)	22,405	(22,914)	(100,005)	(102,392)	(1,311)	1
Net income (loss) from continuing operations						
	(190,116)	23,895	97,601	(751,677)	90,327	3,930
	(160,522)	(276,517)	(395,491)	115,614	61,005	23,067

Net income (loss) from discontinued operations

Net income (loss)	(350,638)	(252,622)	(297,890)	(636,063)	151,332	26,997
Net income (loss) attributable to noncontrolling interest	(160,354)	(274,666)	(393,538)	126,788	49,830	(2,701)
Net income (loss) attributable to Memorial Resource Development Corp.	(190,284)	22,044	95,648	(762,851)	101,502	29,698
Net (income) loss allocated to members				(20,305)	(90,712)	7,620
Net (income) loss allocated to previous owners				(1,425)	(10,790)	(37,318)
Net (income) allocated to participating restricted stockholders		(150)	(734)			
Net (income) loss from discontinued operations	168	227	327	(314)		
Net income (loss) available to common stockholders	\$ (190,116)	\$ 22,121	\$ 95,241	\$ (784,895)	\$	\$
Earnings per common share from continuing operations:						
Basic	\$ (0.93)	\$ 0.12	\$ 0.49	\$ (4.08)	\$	\$
Diluted	\$ (0.93)	\$ 0.12	\$ 0.49	\$ (4.08)	\$	\$

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	Six Months Ended June 30		For the Year Ended December 31,			2012
	2016	2015	2015	2014	2013	
(In thousands, except per share data)						
Cash Flow Data:						
Net cash flow provided by operating activities continuing operations	\$ 151,947	\$ 183,699	\$ 412,742	\$ 225,690	\$ 88,472	\$ 56,421
Net cash used in investing activities continuing operations	(245,507)	(196,800)	(922,784)	(430,732)	(152,759)	(188,907)
Net cash provided by (used in) financing activities continuing operations	85,964	(69,197)	425,412	99,487	(801)	101,807
Balance Sheet Data:						
Working capital	\$ 51,472	\$ 132,098	\$ 450,950	\$ 266,685	\$ 44,909	\$ 63,189
Total assets	2,100,696	4,448,704	5,082,849	4,559,826	2,796,817	2,459,304
Total debt	1,103,902	753,234	1,012,064	770,545	853,859	229,200
Total equity	693,637	1,326,459	1,467,921	1,702,964	858,132	1,276,709

Table of Contents**Summary Selected Unaudited Pro Forma Condensed Combined Financial Information**

The following selected unaudited pro forma condensed combined consolidated statements of operations data for the six months ended June 30, 2016 and year ended December 31, 2015 have been prepared to give effect to the merger as if the merger had been completed on January 1, 2015. The unaudited pro forma condensed combined consolidated balance sheet data at June 30, 2016 have been prepared to give effect to the merger as if the merger was completed on June 30, 2016. The following selected unaudited pro forma condensed combined consolidated financial information should be read in conjunction with the section titled Unaudited Pro Forma Condensed Combined Financial Statements and related notes included in this joint proxy statement/prospectus beginning on page 152.

The pro forma financial statements have been prepared using the acquisition method of accounting for business combinations under GAAP, with Range treated as the acquirer. Under the acquisition method of accounting, Range will record all assets acquired and liabilities assumed at their respective acquisition date fair values at the effective time of closing. The acquisition method of accounting is dependent upon certain valuations and other studies that have yet to commence or progress to a stage where there is sufficient information for a definitive measure. The sources and amounts of merger transaction expenses may also differ from that assumed in the following pro forma adjustments. Accordingly, the pro forma adjustments are preliminary, have been made solely for the purpose of providing pro forma financial statements, and are subject to revision based on a final determination of fair value as of the date of acquisition. Differences between these preliminary estimates and the final acquisition accounting may have a material impact on the accompanying pro forma financial statements and the combined company's future results of operations and financial position.

The unaudited pro forma condensed combined financial statements are provided for illustrative purposes only and are not intended to represent or be indicative of the results of operations or financial position of the combined company that would have been recorded had the merger been completed as of the dates presented and should not be taken as representative of future results of operations or financial position of the combined company. The unaudited pro forma condensed combined financial statements do not reflect the impacts of any potential operational efficiencies, asset dispositions, cost savings or economies of scale that the combined company may achieve with respect to the combined operations.

	Six Months Ended June 30, 2016	Year Ended December 31, 2015
	(In thousands, except per share amounts)	
Pro forma statement of operations data:		
Natural gas, NGL and oil sales	\$ 614,157	\$ 1,347,917
Net loss	(425,419)	(298,837)
Loss per share, basic	(1.74)	(1.23)
Loss per share, diluted	(1.74)	(1.23)

**As of
June 30,
2016
(In
thousands)**

Pro forma balance sheet data:

Cash and cash equivalents	\$	392
Total assets		11,368,934
Long-term debt		3,686,811
Stockholder s equity		5,419,809

Table of Contents**Summary Pro Forma Combined Oil and Natural Gas Reserve and Production Data**

The following table presents selected unaudited pro forma information regarding Range's proved reserves as of December 31, 2015 after giving effect to the acquisition of Memorial's proved reserves as if they were acquired on December 31, 2015.

The following estimates of the net proved oil and natural gas reserves of Range's oil and gas properties as of December 31, 2015 are based on evaluations prepared by Range's internal reservoir engineers. Wright & Company, Inc., an independent petroleum engineering firm conducted an audit of 94% of Range's proved reserves. The following estimates of the net proved oil and natural gas reserves of Memorial's oil and gas properties as of December 31, 2015 (which exclude net proved oil and natural gas reserves attributable to discontinued operations) are based on evaluations prepared by Memorial's internal reservoir engineers and were audited by independent petroleum engineers Netherland, Sewell & Associates, Inc.

There are numerous uncertainties inherent in estimating quantities and values of proved reserves and in projecting future rates of production and the amount and timing of development expenditures, including many factors beyond the property owner's control. The following reserve data represents estimates only and should not be construed as being precise. The assumptions used in preparing these estimates may not be realized, causing the quantities of oil and gas that are ultimately recovered, the timing of the recovery of oil and gas reserves, the production and operating costs incurred and the amount and timing of future development expenditures to vary from the estimates presented herein. Actual production, revenues and expenditures with respect to reserves will vary from estimates and the variances may be material.

These estimates were calculated using the 12-month average of the first day of the month reference prices as adjusted for location and quality differentials. Any significant price changes will have a material effect on the quantity and present value of the reserves. These estimates depend on a number of variable factors and assumptions, including historical production from the area compared with production from other comparable producing areas, the assumed effects of regulations by governmental agencies, assumptions concerning future oil and gas prices, and assumptions concerning future operating costs, transportation costs, severance and excise taxes, development costs and workover and remedial costs.

Estimated Quantities of Oil and Natural Gas Reserves as of**December 31, 2015**

	Range Historical	Memorial Historical	Range Pro Forma Combined
Estimated proved reserves:			
Natural gas (Mmcf)	6,277,697	973,814	7,251,511
NGLs (Mbbls)	549,135	54,160	603,295
Crude oil (Mbbls)	53,193	13,154	66,347
Natural gas equivalents (Mmcfe)(a)	9,891,663	1,377,694	11,269,357
Estimated proved developed reserves:			
Natural gas (Mmcf)	3,376,165	443,983	3,820,148

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NGLs (Mbbbls)	309,306	24,583	333,889
Crude oil (Mbbbl)	31,679	6,101	37,780
Natural gas equivalents (Mmcfe)(a)	5,422,075	628,081	6,050,156

- (a) Oil and NGLs are converted to mcfe at the rate of one barrel equals six mcf based upon the approximate relative energy content of oil to natural gas, which is not indicative of the relationship of oil and natural gas prices.

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As of June 30, 2016, significant changes in the pro forma estimates of total proved natural gas, NGLs and oil reserve quantities since December 31, 2015 were (1) Range's sale of certain Oklahoma reserves of approximately 26,681 mmcf in the second quarter 2016 and (2) the sale of an approximately 139,207 mmcf non-operated working interest reserves in Northeast Pennsylvania in first quarter 2016.

The following table sets forth summary pro forma information with respect to Range's and Memorial's combined oil and natural gas production for the year ended December 31, 2015 and six months ended June 30, 2016. This pro forma information gives effect to the merger as if each had occurred on January 1, 2015.

The Range and Memorial production data presented below was derived from Range's Annual Report on Form 10-K for the year ended December 31, 2015, Memorial's Current Report on Form 8-K filed on July 28, 2016 and their respective Quarterly Reports on Form 10-Q for the six months ended June 30, 2016.

	Six Months Ended June 30, 2016		
	Range Historical	Memorial Historical	Range Pro Forma Combined
Production:			
Natural gas (Mmcf)	167,865	59,227	227,092
NGLs (Mbbbls)	12,841	2,612	15,453
Crude oil (Mbbbls)	1,694	715	2,409
Total Mmcfe(a)	255,072	79,189	334,261

	Year Ended December 31, 2015		
	Range Historical	Memorial Historical	Range Pro Forma Combined
Production:			
Natural gas (Mmcf)	362,687	98,269	460,956
NGLs (Mbbbls)	20,356	3,249	23,605
Crude oil (Mbbbls)	4,084	1,331	5,415
Total Mmcfe(a)	509,328	125,749	635,077

- (a) Oil and NGLs are converted to mcf at the rate of one barrel equals six mcf based upon the approximate relative energy content of oil to natural gas, which is not indicative of the relationship of oil and natural gas prices.

Unaudited Comparative Per Share Data

The following table sets forth certain historical net income (loss) per share of Range and Memorial and per share book value information on an unaudited pro forma combined basis after giving effect to the merger.

Historical per share data of Range for the year ended December 31, 2015 and the six months ended June 30, 2016 was derived from Range's historical financial statements for the respective periods. Historical per share data of Memorial

for the year ended December 31, 2015 and the six months ended June 30, 2016 was derived from Memorial's historical financial statements for the respective periods. This information should be read together with the consolidated financial statements and related notes of Range and Memorial that are incorporated into this joint proxy statement/prospectus by reference. See "Where You Can Find More Information" beginning on page 189.

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Unaudited pro forma combined per share data for the year ended December 31, 2015 and the six months ended June 30, 2016 was derived and should be read in conjunction with the unaudited pro forma condensed combined financial data included under "Unaudited Pro Forma Condensed Combined Financial Information" beginning on page 152. The pro forma information is presented for illustrative purposes only and is not necessarily indicative of the operating results or financial position that would have occurred if the merger had been completed as of the beginning of the period.

	Six Months Ended June 30, 2016	Year Ended December 31, 2015
Historical-Range:		
Net loss per share:		
Basic	\$ (1.90)	\$ (4.29)
Diluted	(1.90)	(4.29)
Cash dividends(1)(3)	0.04	0.16
Net book value per share	14.49	16.29
Historical-Memorial:		
Net income (loss) per share from continuing operations:		
Basic	\$ (0.93)	\$ 0.49
Diluted	(0.93)	0.49
Cash dividends(2)(3)		
Net book value per share	3.37	4.01
Pro forma combined:		
Net loss per share:		
Basic	\$ (1.74)	\$ (1.23)
Diluted	(1.74)	(1.23)
Net book value per share-diluted	21.91	n/a

- (1) On June 1, 2016, Range announced the declaration of a dividend of \$0.02 per share of outstanding Range common stock, payable on June 30, 2016 and with a record date of the close of business on June 15, 2016. Future decisions to pay dividends on Range common stock will be at the discretion of the Range board of directors and will depend on the financial condition, results of operations, capital requirements, and other factors that the Range board of directors may deem relevant.
- (2) Since its initial public offering, Memorial has not declared any dividends and does not anticipate declaring or providing any cash dividends to holders of Memorial common stock in the foreseeable future.
- (3) The merger agreement prohibits Range and Memorial (unless consented to in advance by the other, which consent may not be unreasonably withheld, delayed or conditioned) from paying dividends to their respective stockholders stock until the earlier of the effective time of the merger and the termination of the merger agreement in accordance with its terms. Memorial has consented to the dividend that Range announced on June 1, 2016.

Comparative Market Prices

The following table shows the closing sale prices of Range common stock as reported on the NYSE and Memorial common stock as reported on the NASDAQ as of May 13, 2016, the last full trading day before public announcement of the merger, and as of August 9, 2016, the last trading day for which this information could be calculated prior to the date of this joint proxy statement/prospectus.

	Range Common Stock	Memorial Common Stock	Memorial Equivalent Per Share
May 13, 2016	\$ 42.01	\$ 13.45	\$ 15.75
August 9, 2016	\$ 38.84	\$ 14.51	\$ 14.57

The market price of Range common stock and Memorial common stock will fluctuate prior to the merger. Range stockholders and Memorial stockholders are urged to obtain current market quotations for the shares prior to making any decision with respect to the merger.

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Litigation Relating to the Merger

In July 2016, three separate class action lawsuits relating to the merger were filed by alleged stockholders (Plaintiffs) against Memorial and the members of the Memorial board of directors. These lawsuits are styled (i) *Roger Mariani v. Memorial Resource Development Corp., et al.*, Case No. 4:16-cv-2042, in the United States District Court for the Southern District of Texas, Houston Division; (ii) *Joel Morris v. Memorial Resource Development Corp., et al.*, Case No. 4:16-cv-2183, in the United States District Court for the Southern District of Texas, Houston Division and (iii) *Robert Hawkins v. Memorial Resource Development Corp., et. al.*, Case No. 4:16-cv-2201, in the United States District Court for the Southern District of Texas, Houston Division. The *Morris* action also names Range and Medina Merger Sub, Inc. as additional defendants.

Plaintiffs allege that this joint proxy statement/prospectus omits allegedly material information concerning, in general and among other things, (i) the valuation analyses prepared by Barclays and Morgan Stanley in connection with their respective fairness opinions, (ii) the financial projections utilized by Barclays and Morgan Stanley and (iii) the background of the merger. Based on these allegations, Plaintiffs allege that (i) the defendants have violated Section 14(a) of the Exchange Act and Rule 14a-9 promulgated thereunder and (ii) members of the Memorial board of directors have violated Section 20(a) of the Exchange Act. Plaintiffs also allege, in general and among other things, that the terms of the merger are (i) unfair to our stockholders and (ii) the result of an inadequate process.

Based on these allegations, Plaintiffs seek to enjoin the defendants from proceeding with or consummating the merger. To the extent that the merger is consummated before injunctive relief is granted, Plaintiffs seek to have the merger rescinded. Plaintiffs also seek attorneys fees.

Plaintiffs have not yet served the defendants, and the defendants date to answer, move to dismiss, or otherwise respond to the lawsuits has not yet been set. The defendants cannot predict the outcome of the lawsuits or any others that might be filed, nor can the defendants predict the amount of time and expense that will be required to resolve the lawsuits. The defendants intend to vigorously defend the lawsuits.

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SPECIAL NOTE REGARDING FORWARD-LOOKING STATEMENTS

This joint proxy statement/prospectus and the documents incorporated by reference into this joint proxy statement/prospectus contain forward-looking statements within the meaning of the federal securities laws that are not limited to historical facts, but reflect Range's and/or Memorial's current beliefs, expectations or intentions regarding future events. Words such as may, will, could, should, expect, plan, project, intend, anticipate, believe, predict, potential, pursue, target, continue, and similar expressions are intended to identify such forward-looking statements. These forward-looking statements include, without limitation, Range's and Memorial's expectations with respect to the synergies, costs and other anticipated financial impacts of the proposed transaction; future financial and operating results of the combined company; the combined company's plans, objectives, expectations and intentions with respect to future operations and services; approval of the proposed transaction by stockholders; the satisfaction of the closing conditions to the proposed transaction; and the timing of the completion of the proposed transaction.

Although Range and Memorial believe the expectations reflected in such forward-looking statements are reasonable, such expectations may not occur. These forward-looking statements involve known and unknown risks, uncertainties and other factors that may cause the actual results, performance or achievements of the combined company to be materially different from actual future results expressed or implied by the forward-looking statements. These risks and uncertainties also include those set forth under Risk Factors, beginning on page 33, as well as, among others, risks and uncertainties relating to:

Failure to obtain the required votes of Range's or Memorial's stockholders;

The time required to complete the merger;

Uncertainty as to whether the conditions to closing the merger will be satisfied or whether the merger will be completed;

The diversion of management time on merger-related issues;

The ultimate timing, outcome and results of integrating the operations of Range and Memorial;

The effects of the business combination of Range and Memorial, including the combined company's future financial condition, results of operations, strategy and plans;

Potential adverse reactions or changes to business relationships resulting from the announcement or completion of the merger; expected benefits from the merger and the ability of Range to realize those benefits;

Expectations regarding regulatory approval of the merger;

The results of any merger-related litigation, settlements and investigations;

Variations in market demand for, and prices of, natural gas, NGLs and oil;

Ability to hedge future commodity price risk;

The timing and successful drilling and completion of natural gas and oil wells;

Availability of capital and the ability to repay indebtedness when due;

Availability of rigs and other operating equipment;

Amounts, timing and types of capital expenditures and operating expenses;

Ability to raise capital to fund capital expenditures;

Timely and full receipt of sale proceeds from the sale of production;

The ability to find, acquire, market, develop and produce new natural gas and oil properties;

Interest rate volatility;

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Results of borrowing base redeterminations under the revolving credit facility;

Compliance with covenants under the revolving credit facility;

Uncertainties in the estimation of proved reserves and the net present values of these reserves, and in the projection of future rates of production and timing of development expenditures;

Operating hazards attendant to the natural gas and oil business;

Operational hazards that are generally not recoverable from third parties or insurance;

Expansion and development trends of the oil and gas industry;

Potential mechanical failure or under-performance of significant wells, production facilities, processing plants or pipeline mishaps;

Weather conditions;

Availability and cost of material and equipment;

Actions or inactions of third-party operators of the combined company's properties;

Actions or inactions of third-party operators of pipelines or processing facilities;

The ability to find and retain skilled personnel;

Strength and financial resources of competitors;

Federal and state regulatory developments and approvals;

Environmental risks and ability to satisfy future environmental costs;

Worldwide economic conditions;

Drilling and operating costs, production rates and ultimate reserve recoveries;

Restrictions on permitting activities;

Expanded rigorous monitoring and testing requirements imposed by law, regulatory authorities or otherwise;

Legislation that may regulate drilling activities and increase or remove liability caps for claims of damages from oil spills;

Ability to obtain insurance coverage on commercially reasonable terms;

Accidental spills, blowouts and pipeline ruptures;

Impact of new and potential legislative and regulatory changes on operating and safety standards for the domestic oil and gas exploration and production industry;

Financial flexibility;

Potential triggering of change of control provisions in certain agreements to which Memorial is a party; and

Other financial, operational and legal risks and uncertainties detailed from time to time in either Range's or Memorial's SEC filings.

Range and Memorial caution that the foregoing list of factors is not exclusive. Additional information concerning these and other risk factors is contained in Range's and Memorial's most recently filed Annual Reports on Form 10-K, subsequent Quarterly Reports on Form 10-Q, recent Current Reports on Form 8-K and other SEC filings. The forward-looking statements speak only as of the date made and, other than as required by law, neither Range nor Memorial undertake any obligation to update publicly or revise any of these forward-looking statements, whether as a result of new information, future events or otherwise. All subsequent written and oral forward-looking statements concerning Range, Memorial, the proposed transaction or other matters and attributable to Range or Memorial or any person acting on their behalf are expressly qualified in their entirety by the cautionary statements above.

Table of Contents**RISK FACTORS**

*In addition to the other information included and incorporated by reference into this joint proxy statement/prospectus, including the matters addressed in the section titled **Special Note Regarding Forward-Looking Statements**, you should carefully consider the following risks before deciding whether to vote for any of the proposals described in this joint proxy statement/prospectus. In addition, you should read and consider the risks associated with each of the businesses of Range and Memorial because these risks will also affect the combined company following the merger. These risks can be found in the Annual Reports on Form 10-K for the fiscal year ended December 31, 2015 in the case of Range and Memorial stockholders, as those risks may be updated or supplemented in each company's subsequently filed Quarterly Reports on Form 10-Q or Current Reports on Form 8-K, to the extent incorporated by reference into this joint proxy statement/prospectus. You should also read and consider the other information in this joint proxy statement/prospectus and the other documents incorporated by reference into this joint proxy statement/prospectus. See the section titled **Where You Can Find More Information** beginning on page 189.*

Risk Factors Relating to Range and Memorial

Range's and Memorial's businesses are and will be subject to the risks described in Range's and Memorial's Annual Reports on Form 10-K for the fiscal year ended December 31, 2015, as such risks may be updated or supplemented in each company's subsequently filed Quarterly Reports on Form 10-Q or Current Reports on Form 8-K, to the extent incorporated by reference into this joint proxy statement/prospectus. See **Where You Can Find More Information** beginning on page 189.

Risk Factors Relating to the Merger

The exchange ratio is fixed and will not be adjusted in the event of any change in either Range's or Memorial's stock price.

At the effective time, each share of Memorial common stock outstanding immediately prior to the effective time will be converted into the right to receive 0.375 of a share of Range common stock. This exchange ratio will not be adjusted for changes in the market price of either Range common stock or Memorial common stock between the date of signing the merger agreement and completion of the merger. Changes in the price of Range common stock prior to the merger will affect the value of Range common stock that Memorial common stockholders will receive on the date of the merger. The exchange ratio will be adjusted proportionally to reflect the effect of any stock split, reverse stock split, stock dividend, subdivision, reclassification, recapitalization, combination, exchange of shares or the like, with respect to Range common stock or Memorial common stock between the date of signing the merger agreement and completion of the merger.

The prices of Range common stock and Memorial common stock at the closing of the merger may vary from their prices on the date the merger agreement was executed, on the date of this joint proxy statement/prospectus and on the date of each stockholders meeting. As a result, the value represented by the exchange ratio will also vary, and you will not know or be able to calculate the market value of the merger consideration you will receive upon completion of the merger. For example, based on the range of closing prices of Range common stock during the period from May 13, 2016, the last trading day before public announcement of the merger, through August 9, 2016, the latest practicable trading date before the date of this joint proxy statement/prospectus, the exchange ratio represented a value ranging from a high of \$17.30 to a low of \$13.37 for each share of Memorial common stock.

In addition, the merger might not be completed until a significant period of time has passed after the respective special stockholder meetings. Because the exchange ratio will not be adjusted to reflect any changes in the market value of

Range common stock or Memorial common stock, the market value of the Range common stock issued in connection with the merger and the Memorial common stock surrendered in connection with the

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merger may be higher or lower than the values of those shares on earlier dates. Stock price changes may result from, among other things, changes in the business, operations or prospects of Range or Memorial prior to or following the merger, litigation or regulatory considerations, general business, market, industry or economic conditions and other factors both within and beyond the control of Range and Memorial. Neither Range nor Memorial is permitted to terminate the merger agreement solely because of changes in the market price of either company's common stock.

A large portion of the shares of Range common stock to be issued to Memorial's largest stockholder in the merger will not be subject to any lock-up provisions, which could adversely affect the post-effective time market price of the Range common stock.

Approximately 36% of the outstanding shares of Memorial common stock is held by MRD Holdco LLC, which is owned by three related private equity funds. Those private equity funds intend to distribute after the completion of the Memorial stockholder vote and before or after the effective time of the merger a total of approximately 26% of the outstanding shares of Memorial common stock, or approximately 8% of the outstanding Range common stock on a pro forma basis for the merger, to approximately 500 different limited partners. If distributed before the effective time of the merger, under the terms of the merger, those shares of Memorial common stock to be distributed to the limited partners will be converted in the merger into a total of approximately 8% of the outstanding Range common stock on a pro forma basis for the merger.

In either case, those shares will not be subject to lock-up restrictions and will be freely tradable on the open market. If those limited partners elected to sell a significant portion of those shares of Range common stock at the same time, or in close proximity with each other, that sales activity could potentially have an adverse effect on the market price for Range common stock.

Current Range stockholders will have a reduced ownership and voting interest in the combined company after the merger.

Based on the estimated number of shares of Memorial common stock that will be outstanding immediately prior to the closing of the merger, we estimate that Range will issue approximately 77.3 million shares of Range common stock to Memorial stockholders in the merger. As a result of these issuances, current Range and Memorial stockholders are expected to hold approximately 69% and 31%, respectively, of the combined company's outstanding common stock immediately following completion of the merger.

Range stockholders currently have the right to vote for their respective directors and on other matters affecting the applicable company. Each Range stockholder will remain a stockholder of Range with a percentage ownership of the combined company that will be smaller than the stockholder's percentage of Range prior to the merger. As a result of these reduced ownership percentages, Range stockholders will have less voting power in the combined company than they now have with respect to Range.

Uncertainties associated with the merger may cause a loss of management personnel and other key employees, which could adversely affect the future business and operations of the combined company.

Range and Memorial are dependent on the experience and industry knowledge of their officers and other key employees to execute their business plans. Each company's success until the merger and the combined company's success after the merger will depend in part upon the ability of Range and Memorial to retain key management personnel and other key employees. Current and prospective employees of Range and Memorial may experience uncertainty about their roles within the combined company following the merger, which may have an adverse effect on the ability of each of Range and Memorial to attract or retain key management and other key personnel.

Accordingly, no assurance can be given that the combined company will be able to attract or retain key management personnel and other key employees of Range and Memorial to the same extent that Range and Memorial have previously been able to attract or retain their own employees.

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The transactions are subject to conditions, including certain conditions that may not be satisfied, or completed on a timely basis, if at all.

The merger is subject to a number of other conditions beyond Range's and Memorial's control that may prevent, delay or otherwise materially adversely affect its completion. We cannot predict whether and when these other conditions will be satisfied. Any delay in completing the merger could cause the combined company not to realize some or all of the benefits that we expect to achieve if the merger is successfully completed within its expected time frame. See "The Merger Agreement - Conditions to Completion of the Merger" beginning on page 138.

Failure to complete the merger could negatively impact the future business and financial results of Range and Memorial.

Neither Range nor Memorial can make any assurances that it will be able to satisfy all of the conditions to the merger or succeed in any litigation brought in connection with the merger. If the merger is not completed, the financial results of Range and/or Memorial may be adversely affected and Range and/or Memorial will be subject to several risks, including but not limited to:

being required to pay a termination fee of either \$125,000,000 or \$300,000,000, in the case of Range, or \$75,000,000, in the case of Memorial, or a no vote expense payment of \$25,000,000, under certain circumstances provided in the merger agreement;

payment of costs relating to the merger, such as legal, accounting, financial advisor and printing fees, regardless of whether the merger is completed;

having had the focus of each company's management on the merger instead of on pursuing other opportunities that could have been beneficial to each company; and

being subject to litigation related to any failure to complete the merger.

If the merger is not completed, Memorial and Range cannot assure their stockholders that these risks will not materialize and will not materially and adversely affect the business, financial results and stock prices of Memorial or Range.

The merger agreement contains provisions that limit each party's ability to pursue alternatives to the merger, could discourage a potential competing acquiror of either Range or Memorial from making a favorable alternative transaction proposal and, in specified circumstances, could require either party to pay a termination fee to the other party.

The merger agreement contains no shop provisions that, subject to limited exceptions, restrict Memorial's ability to solicit, initiate, or knowingly encourage or knowingly facilitate, directly or indirectly, any inquiry or proposal in respect of a competing third-party proposal for the acquisition of Memorial's stock, business or assets. In addition, pursuant to the merger agreement, Range has agreed that, unless required by law, it will not (i) enter into, participate or engage in or continue any discussions or negotiations with respect to certain transactions if such action would or would reasonably be expected to prevent, materially delay or materially impede Range's or Merger Sub's ability to

consummate any of the transactions contemplated by the merger agreement or (ii) take any action that would or would reasonably be expected to prevent, materially delay or materially impede the consummation of any of the transactions contemplated by the merger agreement. In addition, 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 Merger Agreement No Solicitation of Competing Proposals beginning on page 132, The Merger Agreement Termination of the Merger Agreement beginning on page 139 and The Merger Agreement Termination Fees and Expenses beginning on page 141.

These provisions could discourage a potential third-party acquiror that might have an interest in acquiring all or a significant portion of Memorial or Range from considering or proposing that acquisition, even if it were

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prepared to pay consideration with a higher per share cash or market value than the market value proposed to be received or realized in the merger or might result in a potential third-party acquiror proposing to pay a lower price to the stockholders than it might otherwise have proposed to pay because of the added expense of the termination fee that may become payable in certain circumstances.

If the merger agreement is terminated and either Range or Memorial determines to seek another business combination, it may not be able to negotiate a transaction with another party on terms comparable to or better than the terms of the merger.

Memorial's directors and executive officers have interests in the merger that may be different from, or in addition to, the interests of Memorial stockholders generally.

Memorial's directors and executive officers have financial 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 to Memorial's stockholders that the merger agreement be approved. These interests include: (i) 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 the executive is involuntarily terminated in connection with the merger, (ii) Memorial's directors and executive officers hold equity compensation plan awards under the Memorial LTIP, the vesting of which awards will be accelerated as a result of the merger, in accordance with the terms of those awards and the merger agreement, (iii) upon adoption of the merger agreement by Memorial stockholders, MRD Holdco is permitted to distribute its shares of Memorial common stock to, among others, MRD Holdco LLC's members, including certain Memorial officers and employees, and the shares of Memorial common stock received by those Memorial officers and employees will be entitled to receive the merger consideration and (iv) 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 137.

MRD Holdco LLC, Jay Graham, Anthony Bahr and WHR Incentive LLC have entered into the voting and support agreement with Range in connection with the execution of the merger agreement. See The Merger Agreement Voting and Support Agreement beginning on page 143 for more information.

The Memorial board of directors was aware of these interests at the time it approved the merger agreement and the transactions contemplated by the merger agreement, including the merger. If you are a Memorial stockholder, these interests may cause Memorial's directors and executive officers to view the merger proposal differently and more favorably than you may view it. See The Merger Interests of Memorial Directors and Executive Officers in the Merger beginning on page 114 for more information.

If the merger does not qualify as a reorganization under Section 368(a) of the Code, the stockholders of Memorial may be required to pay substantial U.S. federal income taxes.

As a condition to the completion of the merger, Memorial and Range will each have received a tax opinion described in the section titled The Merger Agreement Conditions to Completion of the Merger, dated as of the closing date of the merger, including an opinion that the merger will be treated for U.S. federal income tax purposes as a reorganization within the meaning of Section 368(a) of the Code. These opinions will be based on certain assumptions and representations as to factual matters from Range and Memorial, as well as certain covenants and undertakings by Range and Memorial. If any of the assumptions, representations, covenants or undertakings is incorrect, incomplete, inaccurate or violated in any material respect, the validity of the conclusions reached by counsel in their opinions

would be jeopardized. In addition, an opinion of counsel represents counsel's best legal judgment but is not binding on the IRS or any court, so there can be no certainty that the IRS will not challenge the conclusions reflected in the opinions or that a court will not sustain such a

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challenge. If the IRS or a court determines that the merger should not be treated as a reorganization, a holder of Memorial common stock would recognize taxable gain or loss upon the exchange of Memorial common stock for Range common stock pursuant to the merger. See **Material U.S. Federal Income Tax Consequences** beginning on page 148.

Completion of the merger may trigger change in control or other provisions in certain agreements to which Memorial is a party.

The completion of the merger may trigger change in control or other provisions in certain agreements to which Memorial is a party. If Range and Memorial are unable to negotiate waivers of those provisions, the counterparties may exercise their rights and remedies under the agreements, potentially terminating the agreements or seeking monetary damages. Even if Range and Memorial are able to negotiate waivers, the counterparties may require a fee for such waivers or seek to renegotiate the agreements on terms less favorable to Memorial or the combined company.

Memorial and Range are subject to litigation related to the merger, and it is possible that additional claims may be brought by the current plaintiffs or others.

Memorial and Range are subject to litigation related to the merger. See **The Merger Litigation Relating to the Merger**. It is possible that additional claims beyond those that have already been filed will be brought by the current plaintiffs or by others in an effort to enjoin the merger or seek monetary relief from Memorial or Range. Memorial and Range cannot predict the outcome of these lawsuits, or others, nor can they predict the amount of time and expense that will be required to resolve any such lawsuits. An unfavorable resolution of any such litigation surrounding the merger could delay or prevent their consummation. In addition, the costs of defending any such litigation, even if resolved in Memorial's or Range's favor, could be substantial and such litigation could distract Memorial and Range from pursuing the consummation of the merger and other potentially beneficial business opportunities.

Risk Factors Relating to the Combined Company Following the Merger

The combined company's debt may limit its financial flexibility.

As of June 30, 2016, Range had \$3.0 million outstanding under its credit facility and a total of \$2.6 billion in principal amount of senior notes and senior subordinated notes. In addition, the combined company may incur additional debt from time to time in connection with the financing of operations, acquisitions, recapitalizations and refinancings. The level of the combined company's debt could have several important effects on future operations, including, among others:

a significant portion of the combined company's income from operations may be applied to the payment of principal and interest on the debt and will not be available for other purposes;

covenants contained in the combined company's existing and future debt arrangements may require the combined company to meet financial tests that may affect its flexibility in planning for and reacting to changes in its business, including possible acquisition opportunities;

the combined company's ability to obtain additional financing for capital expenditures, acquisitions, general corporate and other purposes may be limited or burdened by increased costs or more restrictive covenants;

the combined company may not be able to refinance or extend the term of the existing debt on favorable terms or at all which would have a material effect on its ability to continue operations;

the combined company may be at a competitive disadvantage to similar companies that have less debt;

the combined company's vulnerability to adverse economic and industry conditions may increase; and

the combined company may face limitations on its flexibility to plan for and react to changes in its business and the industries in which it operates.

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The failure to integrate successfully the businesses of Range and Memorial in the expected timeframe would adversely affect the combined company's future results following the merger.

The merger involves the integration of two companies that currently operate independently. The success of the merger will depend in large part on the ability of the combined company to realize the anticipated benefits, including cost savings, innovation and operational efficiencies, from combining the businesses of Range and Memorial. To realize these anticipated benefits, the businesses of Range and Memorial must be successfully integrated. This integration will be complex and time-consuming. The failure to integrate successfully and to manage successfully the challenges presented by the integration process may result in the combined company not achieving the anticipated benefits of the merger.

Potential difficulties that may be encountered in the integration process include the following:

the inability to successfully integrate the businesses of Range and Memorial in a manner that permits the combined company to achieve the full benefit of synergies, cost savings and operational efficiencies that are anticipated to result from the merger;

complexities associated with managing the larger, more complex combined business;

complexities associated with integrating the workforces of the two companies;

potential unknown liabilities and unforeseen expenses, delays or regulatory conditions associated with the merger, including one-time cash costs to integrate the two companies that may exceed the anticipated range of such one-time cash costs that Range and Memorial estimated as of the date of execution of the merger agreement;

difficulty or inability to refinance the debt of the combined company or comply with the covenants thereof;

performance shortfalls at one or both of the companies as a result of the diversion of management's attention caused by completing the merger and integrating the companies operations; and

the disruption of, or the loss of momentum in, each company's ongoing business or inconsistencies in standards, controls, procedures and policies.

Any of these difficulties in successfully integrating the businesses of Range and Memorial, or any delays in the integration process, could adversely affect the combined company's ability to achieve the anticipated benefits of the merger and could adversely affect the combined company's business, financial results, financial condition and stock price. Even if the combined company is able to integrate the business operations of Range and Memorial successfully, there can be no assurance that this integration will result in the realization of the full benefits of synergies, cost savings, innovation and operational efficiencies that Range and Memorial currently expect from this integration or

that these benefits will be achieved within the anticipated time frame.

The future results of the combined company will suffer if the combined company does not effectively manage its expanded operations following the merger.

Following the merger, the size of the business of the combined company will increase significantly beyond the current size of either Range's or Memorial's business, and the combined company will have significant operations in an oil and gas producing region in which Range has not recently operated. The combined company's future success depends, in part, upon its ability to manage this expanded business, which will pose substantial challenges for management, including challenges related to the management and monitoring of new operations and associated increased costs and complexity. There can be no assurances that the combined company will be successful or that it will realize the expected operating efficiencies, cost savings, revenue enhancements and other benefits currently anticipated from the merger.

Table of Contents***The combined company is expected to incur substantial expenses related to the merger and the integration of Range and Memorial.***

The combined company is expected to incur substantial expenses in connection with the merger and the integration of Range and Memorial. There are a large number of processes, policies, procedures, operations, technologies and systems that must be integrated, including purchasing, accounting and finance, sales, billing, payroll, pricing, revenue management, maintenance, marketing and benefits. While Range and Memorial have assumed that a certain level of expenses will be incurred, there are many factors beyond their control that could affect the total amount or the timing of the integration expenses. Moreover, many of the expenses that will be incurred are, by their nature, difficult to estimate accurately. These expenses could, particularly in the near term, exceed the savings that the combined company expects to achieve from the elimination of duplicative expenses and the realization of economies of scale and cost savings. These integration expenses could result in the combined company's taking charges against earnings following the completion of the merger, and the amount and timing of any such charges are uncertain at present.

Financial projections by Range and Memorial may not prove to be reflective of actual future results.

In connection with the merger, Range and Memorial prepared and considered, among other things, internal financial forecasts for Range and Memorial, respectively. These financial projections include assumptions regarding future operating cash flows, expenditures and growth of Range and Memorial. They speak only as of the date made and will not be updated. These financial projections were not provided with a view to public disclosure, are subject to significant economic, competitive, industry and other uncertainties and may not be achieved in full, at all or within projected timeframes. In addition, the failure of businesses to achieve projected results, could have a material adverse effect on the combined company's share price and financial position following the merger. For additional information regarding these financial projections, see "The Merger" Certain Prospective Unaudited Financial and Operating Information of Range and Memorial beginning on page 108.

The pro forma financial information included in this document is presented for illustrative purposes only and may not be an indication of the combined company's financial condition or results of operations following the merger.

The pro forma financial information contained in this document is presented for illustrative purposes only, is based on various adjustments, assumptions and preliminary estimates and may not be an indication of the combined company's financial condition or results of operations following the merger for several reasons. See "Unaudited Pro Forma Condensed Combined Financial Information" beginning on page 152. The actual financial condition and results of operations of the combined company following the merger may not be consistent with or evident from this pro forma financial information. In addition, the assumptions used in preparing the pro forma financial information may not prove to be accurate, and other factors may affect the combined company's financial condition or results of operations following the merger. Any potential decline in the combined company's financial condition or results of operations may cause significant variations in the stock price of the combined company.

Uncertainty about the merger and diversion of management could harm the combined company following the merger.

The combined company's success will be dependent upon the experience and industry knowledge of its officers and other key employees. The merger could result in current and prospective employees experiencing uncertainty about their future with the combined company following the merger. These uncertainties may impair the ability of the combined company to retain, recruit or motivate key personnel. In addition, completion of the merger and integrating the companies' operations will require a significant amount of time and attention from management of the two companies. The diversion of management's attention away from ongoing operations could adversely affect business

relationships of the combined company following the merger.

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The combined company may not be able to utilize a portion of Memorial's or Range's net operating loss carryforwards to offset future taxable income for U.S. federal tax purposes, which could adversely affect the combined company's net income and cash flows.

As of December 31, 2015, Memorial had federal income tax net operating loss carryforwards (NOLs) of approximately \$169.7 million, which will expire in 2034 and 2035, and Range had regular NOLs of approximately \$620.6 million and alternative minimum tax NOLs of approximately \$539.3 million, which will expire between 2018 and 2035. Utilization of these NOLs depends on many factors, including the combined company's future taxable income, which cannot be predicted with any accuracy. In addition, Section 382 of the Internal Revenue Code of 1986, as amended (Section 382), generally imposes an annual limitation on the amount of an NOL that may be used to offset taxable income when a corporation has undergone an ownership change (as determined under Section 382). An ownership change generally occurs if one or more stockholders (or groups of stockholders) change their ownership by more than 50 percentage points over their lowest ownership percentage within a rolling three-year period, taking into account for this purpose only those stockholders (or groups of stockholders) who are deemed to own at least 5% of the corporation's stock. In the event that an ownership change has occurred or were to occur with respect to a corporation following its recognition of an NOL, utilization of this NOL would be subject to an annual limitation under Section 382, generally determined by multiplying the value of the corporation's stock at the time of the ownership change by the applicable long-term tax-exempt rate as defined in Section 382. However, this annual limitation would be increased under certain circumstances by recognized built-in gains of the corporation existing at the time of the ownership change. Any unused annual limitation with respect to an NOL generally may be carried over to later years, subject to the expiration of the NOL 20 years after it arose.

We believe Memorial will undergo an ownership change as a result of its acquisition pursuant to the merger, and the corresponding annual limitation associated with that change in ownership may prevent the combined company from fully utilizing prior to their expiration Memorial's NOLs as of the effective time of the merger. While Range's issuance of stock pursuant to the merger would, standing alone, be insufficient to result in an ownership change with respect to Range, the determination of whether Range will undergo an ownership change as a result of the merger will be dependent upon other changes in ownership of Range stock occurring within the relevant three-year period described above, which cannot be predicted or determined with accuracy until after they occur. If Range were to undergo an ownership change, the combined company may be prevented from fully utilizing Range's NOLs as of the time of the merger prior to their expiration. Future changes in stock ownership or future regulatory changes could also limit the combined company's ability to utilize Memorial's or Range's NOLs. To the extent the combined company is not able to offset future taxable income with Memorial's or Range's NOLs, the combined company's net income and cash flows may be adversely affected.

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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 June 30, 2016, Range had approximately \$2.6 billion of debt. For the six months ended June 30, 2016, Range's average production was approximately 1,401 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 189.

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 June 30, 2016, Memorial had approximately \$1.1 billion of debt. For the six months ended June 30, 2016, Memorial's average production was approximately 435 Mmcfed. These estimated proved reserves, debt and average production for Memorial exclude amounts attributable to discontinued operations.

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

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 189.

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, Medina Merger Sub, Inc. will be merged with and into Memorial, with Memorial surviving as a wholly owned subsidiary of Range.

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THE RANGE SPECIAL MEETING

This joint proxy statement/prospectus is being provided to the Range stockholders as part of a solicitation of proxies by the Range board of directors for use at the Range special meeting to be held at the time and place specified below and at any properly convened meeting following an adjournment or postponement thereof. This joint proxy statement/prospectus provides Range stockholders with information they need to know to be able to vote or instruct their vote to be cast at the Range special meeting.

Date, Time and Place

The special meeting of Range stockholders will be held at The Worthington Renaissance Hotel, Live Oak Room V, 200 Main Street, Fort Worth, Texas 76102, on September 15, 2016, at 10:00 a.m., local time.

Purpose of the Range Special Meeting

At the Range special meeting, Range stockholders will be asked to consider and vote on the following:

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 of the issuance of shares of Range common stock to Memorial stockholders in connection with the merger.

Recommendation of the Range Board of Directors

At a special meeting held on May 15, 2016, the Range board of directors 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.

Range stockholders should read carefully this joint proxy statement/prospectus including any documents incorporated by reference and the Annexes in their entirety for more detailed information concerning the merger and the transactions contemplated by the merger agreement.

Range Record Date; Stockholders Entitled to Vote

The record date for the Range special meeting is August 10, 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. At the close of business on the record date, Range's only outstanding class of voting securities was the Range common stock,

and 170,090,361 shares of Range common stock were issued and outstanding. A list of the Range stockholders of record who are entitled to vote at the Range special meeting 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 executive offices at 100 Throckmorton Street, Suite 1200, Fort Worth, Texas 76102 and will also be available at the Range special meeting for examination by any stockholder present at such meeting.

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Each share of Range common stock outstanding on the record date for the Range special meeting is entitled to one vote on each proposal and any other matter coming before the Range special meeting.

Voting by Range s Directors and Executive Officers

At the close of business on the record date for the Range special meeting, Range directors and executive officers were entitled to vote 2,387,295 shares of Range common stock or approximately 1.4% of the shares of Range common stock outstanding on that date. The Range directors and executive officers are currently expected to vote their shares in favor of all Range proposals.

Quorum

No business may be transacted at the Range special meeting unless a quorum is present. 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. 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 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. At any adjourned meeting, all proxies will be voted in the same manner as they would have been voted at the original convening of the special meeting, except for any proxies that have been effectively revoked or withdrawn prior to the adjourned meeting.

All shares of Range common stock represented at the Range special meeting, including shares that are represented but that vote to abstain from voting on one or more proposals, will be treated as present for purposes of determining the presence of a quorum. Broker non-votes will not be treated as present for purposes of determining the presence of a quorum.

Required Vote

The required votes to approve the Range proposals are as follows:

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 on the proposal, assuming a quorum is present. Each share of Range common stock outstanding on the record date for the Range special meeting is entitled to one vote on this proposal. 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 on the proposal, regardless of whether there is a quorum. Each share of Range common stock outstanding on the record date for the Range special meeting is entitled to one vote on this proposal. 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.

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Voting of Proxies by Holders of Record

If you were a record holder of Range stock at the close of business on the record date for the Range special meeting, a proxy card is enclosed for your use. Range requests that you 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. Information and applicable deadlines for voting through the internet or by telephone are set forth on the enclosed proxy card. When the accompanying proxy is returned properly executed, the shares of Range common stock represented by it will be voted at the Range special meeting in accordance with the instructions contained in the proxy card. Your internet or telephone vote authorizes the named proxies to vote your shares in the same manner as if you had marked, signed and returned a proxy card.

If a proxy is returned without an indication as to how the shares of Range common stock represented are to be voted with regard to a particular proposal, the Range common stock represented by the proxy will be voted in accordance with the recommendation of the Range board of directors and, therefore, **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 adjourn the Range special meeting, if necessary or appropriate, to permit further solicitation of proxies.

At the date hereof, the Range board of directors has no knowledge of any business that will be presented for consideration at the Range special meeting and that would be required to be set forth in this joint proxy statement/prospectus or the related proxy card other than the matters set forth in Range's Notice of Special Meeting of Stockholders. If any other matter is properly presented at the Range special meeting for consideration, it is intended that the persons named in the enclosed form of proxy and acting thereunder will vote in accordance with their best judgment on such matter.

Your vote is important. Accordingly, if you were a record holder of Range common stock on the record date for the Range special meeting, please sign and return the enclosed proxy card or vote via the internet or telephone regardless of whether you plan to attend the Range special meeting in person. Proxies submitted through the specified internet website or by phone must be received by 11:59 p.m., eastern time, on September 14, 2016 to ensure that the proxies are voted.

Shares Held in Street Name

If you hold shares of Range common stock through a broker, bank 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 broker, bank or other nominee, and not you, and you must provide the record holder of your shares with instructions on how to vote your shares. Please follow the voting instructions provided by your broker, bank or other nominee. Please note that you may not vote shares held in street name by returning a proxy card directly to Range or by voting in person at the Range special meeting unless you have a legal proxy, which you must obtain from your broker, bank or other nominee. Furthermore, brokers, banks or other nominees who hold shares of Range common stock on behalf of their customers may not give a proxy to Range to vote those shares without specific instructions from their customers.

If you are a Range stockholder and you do not instruct your broker, bank or other nominee on how to vote your shares, your broker, bank or other nominee may not vote your shares on any of the Range proposals.

Voting in Person

If you plan to attend the Range special meeting and wish to vote in person, you will be given a ballot at the special meeting. If you are a registered stockholder, please be prepared to provide proper identification, such as a driver's license, at the Range special meeting. If your shares are held in street name, you must bring to the special meeting a proxy executed in your favor from the record holder (your broker, bank or other nominee) of the shares authorizing you to vote at the special meeting.

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Revocation of Proxies

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

Giving written notice to Range's corporate secretary;

Delivering a valid, later-dated proxy or a later-dated vote by telephone or on the internet in a timely manner;
or

Voting by ballot at the special meeting.

A registered stockholder may revoke a proxy by any of these methods, regardless of the method used to deliver the stockholder's previous proxy. Written notices of revocation and other communications with respect to the revocation of proxies should be addressed as follows:

Range Resources Corporation

100 Throckmorton Street, Suite 1200

Fort Worth, Texas 76102

(817) 870-2601

Attention: Corporate Secretary

If your shares are held in street name through a broker, bank or other nominee and deliver voting instructions to the record holder of those shares, you may only revoke the voting of those shares in accordance with your instruction if the record holder revokes the original proxy as directed above and either resubmits a proxy reflecting your voting instructions or delivers to you a legal proxy giving you the right to vote the shares.

Solicitation of Proxies

Range is soliciting proxies for the Range special meeting from its stockholders. In accordance with the merger agreement, Range will pay its own cost of soliciting proxies from its stockholders, including the cost of mailing this joint proxy statement/prospectus. In addition to solicitation of proxies by mail, proxies may be solicited by Range's officers, directors and regular employees, without additional remuneration, by personal interview, telephone or other means of communication.

Range will make arrangements with brokerage houses, custodians, nominees and fiduciaries to forward proxy solicitation materials to beneficial owners of Range common stock. Range may reimburse these brokerage houses, custodians, nominees and fiduciaries for their reasonable expenses incurred in forwarding the proxy materials.

To help ensure the presence in person or by proxy of the holders of the largest number of shares of Range common stock possible, Range has engaged Innisfree M&A Incorporated, a proxy solicitation firm (Innisfree), to solicit proxies

on Range's behalf. Range has agreed to pay Innisfree a proxy solicitation fee not to exceed \$25,000 per month. Range will also reimburse Innisfree for its reasonable out-of-pocket costs and expenses.

Adjournments

The Range special meeting may be adjourned from time to time by the chairman of the meeting or by the affirmative vote of a majority of the shares of Range common stock, present in person or by proxy at the Range special meeting and entitled to vote thereon, regardless of whether there is a quorum, without further notice other than by an announcement made at the special meeting. 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 further solicitation of proxies. Unless

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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.

SailingStone Voting Support and Nomination Agreement

On August 7, 2016, Range entered into a voting support and nomination agreement with SailingStone (the SailingStone Agreement). Based on beneficial ownership filings made by SailingStone with the SEC, SailingStone beneficially owns 18,406,655 shares (10.8%) of Range common stock and is Range's largest stockholder. Range has filed a Current Report on Form 8-K with the SEC that describes the SailingStone Agreement in more detail, and that description is incorporated by reference into this joint proxy statement/prospectus.

Pursuant to the terms of the SailingStone Agreement, Range and SailingStone agreed, among other things, to cooperate with each other in good faith to identify one new independent director (the Joint Appointee) to be appointed to the Range board of directors who is mutually agreeable to the Range board of directors and SailingStone. The Joint Appointee must: (i) be independent within the meaning of all applicable securities laws and the rules under the New York Stock Exchange, (ii) not be or have been affiliated with SailingStone or Range, (iii) have a background in engineering and in the oil and gas sector, (iv) have a track record of creating shareholder value, and (v) have specific experience with respect to incentive compensation and other financial issues. Range also agreed to implement a stockholder engagement policy and to supplement its performance criteria for its short-term and long-term incentive compensation programs for the compensation award cycle that commences in 2017.

SailingStone has agreed to vote all shares of Range common stock with respect to which SailingStone has discretionary investment authority and discretionary voting authority as described below. At the Range special meeting, SailingStone has agreed to vote in favor of the issuance of shares of Range common stock to Memorial stockholders in connection with the merger. At Range's 2017 annual meeting of stockholders, SailingStone has agreed to vote in accordance with the recommendations of the Range board of directors with respect to the election of directors and Range's non-binding say on pay proposal to approve its executive compensation philosophy. SailingStone has also agreed that, during the Standstill Period described below, it will vote in accordance with the recommendations of the Range board of directors with respect to any other proposals or nominations proposed or supported by any other Range stockholder that (i) relate specifically to the merger, the election of directors or say on pay or otherwise relate to the makeup or structure of the Range board of directors or (ii) relate to certain extraordinary transactions described in the SailingStone Agreement.

SailingStone agreed to certain customary standstill provisions, effective as of the date of the SailingStone Agreement through the date that is 30 calendar days prior to the last date on which individuals may be nominated for election as directors at the first annual meeting of Range's 2017 annual meeting of stockholders, unless SailingStone and Range agree to another date for the termination of the SailingStone Agreement (the Standstill Period).

None of the foregoing agreements is conditioned upon the consummation of the merger.

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THE MEMORIAL SPECIAL MEETING

This joint proxy statement/prospectus is being provided to the Memorial stockholders as part of a solicitation of proxies by the Memorial board of directors for use at the Memorial special meeting to be held at the time and place specified below and at any properly convened meeting following an adjournment or postponement thereof. This joint proxy statement/prospectus provides Memorial stockholders with information they need to know to be able to vote or instruct their vote to be cast at the Memorial special meeting.

Date, Time and Place

The special meeting of Memorial stockholders will be held at Memorial's offices at 500 Dallas Street, Suite 1800, Houston, Texas 77002, on September 15, 2016, at 10:00 a.m., local time.

Purpose of the Memorial Special Meeting

At the Memorial special meeting, Memorial stockholders will be asked to consider and vote on the following:

a proposal to approve and adopt the merger agreement and the transactions contemplated by the merger agreement, including the merger;

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 first proposal listed above.

Completion of the merger is conditioned on the 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.

Recommendation of the Memorial Board of Directors

At a special meeting held on May 15, 2016, 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 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.

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Memorial stockholders should read carefully this joint proxy statement/prospectus including any documents incorporated by reference and the Annexes in their entirety for more detailed information concerning the merger and the transactions contemplated by the merger agreement.

Memorial Record Date; Stockholders Entitled to Vote

The record date for the Memorial special meeting is August 10, 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. At the close of business on the record date, the only outstanding voting securities of Memorial were shares of common stock, and 206,034,330 shares of Memorial common stock were issued and outstanding and entitled to vote at the Memorial special meeting. A list of the Memorial stockholders of record who are entitled to vote at the Memorial special meeting 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 executive offices at 500 Dallas Street, Suite 1800, Houston, Texas 77002 and will also be available at the Memorial special meeting for examination by any stockholder present at such meeting.

Each share of Memorial common stock outstanding on the record date for the Memorial special meeting is entitled to one vote on each proposal and any other matter coming before the Memorial special meeting.

Voting by Memorial's Directors and Executive Officers

At the close of business on the record date for the Memorial special meeting, Memorial directors and executive officers were entitled to vote 1,361,432 shares of Memorial common stock or approximately 0.7% of the shares of Memorial common stock issued and outstanding and entitled to vote at the Memorial special meeting (exclusive of shares beneficially owned by Kenneth A. Hersh and Jay C. Graham as those shares are subject to the voting and support agreement with Range discussed in the paragraph below). The Memorial directors and executive officers are currently expected to vote their shares in favor of all Memorial proposals.

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) have entered into the voting and support agreement with Range. 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 47.7% 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 such 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 143 for more information.

Quorum

No business may be transacted at the Memorial special meeting unless a quorum is present. 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

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quorum. 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, 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. At any adjourned meeting, all proxies will be voted in the same manner as they would have been voted at the original convening of the special meeting, except for any proxies that have been effectively revoked or withdrawn prior to the adjourned 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.

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 of a quorum. Broker non-votes will not be treated as present for purposes of determining the presence of a quorum.

Required Vote

The required votes to approve the Memorial proposals are as follows:

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 on this proposal. Each share of Memorial common stock outstanding on the record date for the Memorial special meeting is entitled to one vote on this proposal. 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 on this proposal, assuming a quorum is present. Each share of Memorial common stock outstanding on the record date for of the Memorial special meeting is entitled to one vote on this proposal. 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 approval of 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 on this proposal, regardless of whether there is a quorum. Each share of Memorial common stock outstanding on the record date for of the Memorial special meeting is entitled to one vote on this proposal. 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.

Voting of Proxies by Holders of Record

If you were a record holder of Memorial stock at the close of business on the record date for the Memorial special meeting, a proxy card is enclosed for your use. Memorial requests that you vote your shares as promptly

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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. Information and applicable deadlines for voting through the internet or by telephone are set forth on the enclosed proxy card. When the accompanying proxy is returned properly executed, the shares of Memorial common stock represented by it will be voted at the Memorial special meeting in accordance with the instructions contained in the proxy card. Your internet or telephone vote authorizes the named proxies to vote your shares in the same manner as if you had marked, signed and returned a proxy card.

If a proxy is returned without an indication as to how the shares of Memorial common stock represented are to be voted with regard to a particular proposal, the Memorial common stock represented by the proxy will be voted in accordance with the recommendation of the Memorial board of directors and, therefore, 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 adjourn the Memorial special meeting, if necessary or appropriate, to permit further solicitation of proxies.

At the date hereof, the Memorial board of directors has no knowledge of any business that will be presented for consideration at the Memorial special meeting and that would be required to be set forth in this joint proxy statement/prospectus or the related proxy card other than the matters set forth in Memorial's Notice of Special Meeting of Stockholders. If any other matter is properly presented at the Memorial special meeting for consideration, it is intended that the persons named in the enclosed form of proxy and acting thereunder will vote in accordance with their best judgment on such matter.

Your vote is important. Accordingly, if you were a record holder of Memorial common stock on the record date for the Memorial special meeting, please sign and return the enclosed proxy card or vote via the internet or telephone regardless of whether you plan to attend the Memorial special meeting in person. Proxies submitted through the specified internet website or by phone must be received by 11:59 p.m., eastern time, on September 14, 2016 to ensure that your vote is counted.

Shares Held in Street Name

If you hold shares of Memorial common stock through a broker, bank 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 broker, bank or other nominee, and not you, and you must provide the record holder of your shares with instructions on how to vote your shares. Please follow the voting instructions provided by your broker, bank or other nominee. Please note that you may not vote shares held in street name by returning a proxy card directly to Memorial or by voting in person at the Memorial special meeting unless you have a legal proxy, which you must obtain from your broker, bank or other nominee. Furthermore, brokers, banks or other nominees who hold shares of Memorial common stock on behalf of their customers may not give a proxy to Memorial to vote those shares without specific instructions from their customers.

If you are a Memorial stockholder and you do not instruct your broker, bank or other nominee on how to vote your shares, your broker, bank or other nominee may not vote your shares on any of the Memorial proposals.

Voting in Person

If you plan to attend the Memorial special meeting and wish to vote in person, you will be given a ballot at the special meeting. If you are a registered stockholder, please be prepared to provide proper identification, such as a driver's

license, at the Memorial special meeting. If your shares are held in street name, you must bring to the special meeting a proxy executed in your favor from the record holder (your broker, bank or other nominee) of the shares authorizing you to vote at the special meeting.