

HULBURT BENJAMIN WARD
Form 4
March 04, 2019

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
HULBURT BENJAMIN WARD

(Last) (First) (Middle)

2121 OLD GATESBURG ROAD,
SUITE 110

(Street)

STATE COLLEGE, PA 16803

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Montage Resources Corp [MR]

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

02/28/2019

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
____ Officer (give title below) Other (specify below)

See Remarks

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
			Code	V	Amount (A) or (D) Price		
Common Stock	02/28/2019		M		27,697 (1)	A	(1) 163,404 D
Common Stock	02/28/2019		M		41,860 (2)	A	(2) 205,264 D
Common Stock	02/28/2019		M		12,043 (3)	A	(3) 217,307 D

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

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	Amount or Number of Shares
Performance Stock Unit	(1)	02/28/2019		M	27,697	(1) (1)	Common Stock	27,697
Performance Stock Unit	(2)	02/28/2019		M	41,860	(2) (2)	Common Stock	41,860
Performance Stock Unit	(3)	02/28/2019		M	12,043	(3) (3)	Common Stock	12,043

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

HULBURT BENJAMIN WARD
2121 OLD GATESBURG ROAD, SUITE 110
STATE COLLEGE, PA 16803

See Remarks

Signatures

/s/ Christopher K. Hulburt,
attorney-in-fact

03/04/2019

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) On February 28, 2019, pursuant to the terms of a Separation and Release Agreement (the "Separation Agreement"), a total of 27,697 unvested performance stock units granted to the Reporting Person on April 22, 2016 became vested and converted into shares of common stock, par value \$0.01 per share ("Common Stock"), of Montage Resources Corporation (the "Company") on a one-for-one basis.

(2) On February 28, 2019, pursuant to the terms of the Separation Agreement, a total of 41,860 unvested performance stock units granted to the Reporting Person on February 24, 2017 became vested and converted into shares of Common Stock on a one-for-one basis.

(3) On February 28, 2019, pursuant to the terms of the Separation Agreement, a total of 12,043 unvested performance stock units granted to the Reporting Person on February 23, 2018 became vested and converted into shares of Common Stock on a one-for-one basis, while the remaining 15,159 unvested performance stock units were forfeited and canceled.

Remarks:

- All balances reflect a 15-to-1 reverse stock split of the Common Stock effected on February 28, 2019.
- This beneficial ownership report is filed to report that the Reporting Person is no longer subject to Section 16 of the Securities

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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