

DeNezza Matthew R  
 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 \*  
 DeNezza Matthew R

(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 (D) or Price		
Common Stock	02/28/2019		M		11,904 (1)	A	(1) 60,027 D
Common Stock	02/28/2019		M		20,728 (2)	A	(2) 80,755 D
Common Stock	02/28/2019		M		6,919 (3)	A	(3) 87,674 D

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

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number.

**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	11,904	(1) (1)	Common Stock	11,904
Performance Stock Unit	(2)	02/28/2019		M	20,728	(2) (2)	Common Stock	20,728
Performance Stock Unit	(3)	02/28/2019		M	6,919	(3) (3)	Common Stock	6,919

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DeNezza Matthew R 2121 OLD GATESBURG ROAD, SUITE 110 STATE COLLEGE, PA 16803				See Remarks

## Signatures

/s/ Matthew R.  
DeNezza 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 11,904 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 20,728 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 6,919 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

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the remaining 7,739 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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