
UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM S-8

REGISTRATION STATEMENT
under the Securities Act of 1933

CENTENNIAL RESOURCE DEVELOPMENT, INC.

(Exact Name of Registrant as Specified in Its Charter)

Delaware	1001 Seventeenth Street, Suite 1800	47-5381253
(State or other jurisdiction of incorporation or organization)	(Address, Including Zip Code, of Registrant's of Principal Executive Offices)	(I.R.S. Employer Identification Number)

CENTENNIAL RESOURCE DEVELOPMENT, INC. 2016 LONG TERM INCENTIVE PLAN

(Full title of plan)

Davis O. O'Connor
1001 Seventeenth Street, Suite 1800
Denver, Colorado 80202
(720) 499-1400

(Address, Including Zip Code, and Telephone Number, including Area Code, of Agent for Service)

Copies to:

John M. Greer
Latham & Watkins LLP
811 Main Street, Suite 3700
Houston, Texas 77002
(713) 546-5400

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

Large accelerated filer Accelerated filer Non-accelerated filer Smaller reporting company Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act.

CALCULATION OF REGISTRATION FEE

Title of Securities to be Registered	Amount to be Registered⁽¹⁾	Proposed Maximum Offering Price per Share⁽³⁾	Proposed Maximum Aggregate Offering Price⁽³⁾	Amount of Registration Fee⁽⁴⁾
Class A Common stock, par value \$0.0001 per share	9,587,088 ⁽²⁾	\$0.89	\$8,532,508.32	\$1,107.52

⁽¹⁾ In accordance with Rule 416 under the Securities Act of 1933, as amended (the “Securities Act”), this registration statement (the “Registration Statement”) shall be deemed to cover any additional shares of Class A Common Stock, par value \$0.0001 per share, of the Registrant (“Common Stock”) that may from time to time be offered or issued pursuant to the Centennial Resource Development, Inc. 2016 Long Term Incentive Plan, as amended or restated from time to time (the “Plan”) by reason of stock splits, stock dividends or similar transactions.

⁽²⁾ Consists of shares of Common Stock issuable under the terms of the Plan.

⁽³⁾ Estimated solely for the purpose of calculating the registration fee in accordance with Rules 457(c) and 457(h) of the Securities Act based on the average of the high and low prices of the Common Stock reported on the NASDAQ Capital Market on May 21, 2020.

⁽⁴⁾ Determined in accordance with Section 6(b) of the Securities Act at a rate equal to \$129.80 per \$1,000,000 of the proposed maximum aggregate offering price.

Part I

INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

This Registration Statement of Centennial Resource Development, Inc. (the “Registrant,” “we,” “us” and “our”) is being filed pursuant to General Instruction E to Form S-8 under the Securities Act to register additional shares of the Registrant’s Common Stock under the Plan. On March 16, 2020, the board of directors of the Registrant approved the Plan, subject to the approval of the Registrant’s stockholders. On April 29, 2020, the Company’s stockholders approved the Plan. The Plan constitutes an amendment and restatement of the Centennial Resource Development, Inc. 2016 Long-Term Incentive Plan (the “Existing Plan”) and, among other things, increased the number of shares of Common Stock issuable under the Existing Plan by 8,250,000 shares. This Registration Statement on Form S-8 hereby incorporates by reference the contents of the Registrant’s registration statements on Form S-8 filed with the Securities and Exchange Commission (the “Commission”) on December 15, 2016 (Registration No. 333-215119) and on May 15, 2019 (Registration No. 333-231514).

Part II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

The following documents filed with the Commission by the Registrant are incorporated by reference herein:

- (a) The Registrant’s Annual Report on Form 10-K for the fiscal year ended December 31, 2019, as filed with the Commission on February 24, 2020 (File No. 001-37697);
- (b) The Registrant’s Quarterly Report on Form 10-Q for the fiscal quarter ended March 31, 2020, as filed with the Commission on May 4, 2020 (File No. 001-37697);
- (c) The Registrant’s Current Reports on Form 8-K filed with the Commission on February 24, 2020, February 25, 2020, March 27, 2020, April 2, 2020, April 23, 2020, May 4, 2020, May 4, 2020, May 6, 2020, May 18, 2020, May 20, 2020 and May 22, 2020; and
- (d) The description of the Registrant’s Common Stock contained in its Registration Statement on Form 8-A filed with the Commission on February 17, 2016, including any amendment or report filed for the purpose of updating such description.

All documents subsequently filed by the Registrant pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Securities Exchange Act of 1934, prior to the filing of a post-effective amendment which indicates that all securities offered have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference in this registration statement and to be part hereof from the date of filing of such documents, except as to any portion of any Current Report furnished under Items 2.02 or 7.01 of Form 8-K that is not deemed filed under such provisions.

Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this registration statement to the extent that a statement contained herein, or in any subsequently filed document that also is or is deemed to be incorporated by reference herein, modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute part of this registration statement.

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS that each individual whose signature appears below constitutes and appoints George S. Glyphis and Davis O. O'Connor, and each of them, his or her true and lawful attorneys-in-fact and agents with full power of substitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement on Form S-8, and to file the same with all exhibits thereto and all documents in connection therewith, with the Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents or any of them, or his, her or their substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on May 29, 2020.

<u>Signature</u>	<u>Title</u>
<hr/> <u>/s/ Sean R. Smith</u> Sean R. Smith	Chief Executive Officer and Director (Principal Executive Officer)
<hr/> <u>/s/ George S. Glyphis</u> George S. Glyphis	Vice President, Chief Financial Officer and Assistant Secretary (Principal Financial Officer)
<hr/> <u>/s/ Brent P. Jensen</u> Brent P. Jensen	Vice President and Chief Accounting Officer (Principal Accounting Officer)
<hr/> <u>/s/ Steven J. Shapiro</u> Steven J. Shapiro	Chairman and Director
<hr/> <u>/s/ Maire A. Baldwin</u> Maire A. Baldwin	Director
<hr/> <u>/s/ Karl E. Bandtel</u> Karl E. Bandtel	Director
<hr/> <u>/s/ Matthew G. Hyde</u> Matthew G. Hyde	Director
<hr/> <u>/s/ Pierre F. Lapeyre, Jr.</u> Pierre F. Lapeyre, Jr.	Director
<hr/> <u>/s/ David M. Leuschen</u> David M. Leuschen	Director
<hr/> <u>Jeffrey H. Tepper</u>	Director
<hr/> <u>/s/ Robert M. Tichio</u> Robert M. Tichio	Director

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LATHAM & WATKINS LLP

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May 29, 2020

Centennial Resource Development, Inc.
1001 Seventeenth Street, Suite 1800
Denver, Colorado 80202

Re: Registration Statement on Form S-8; 9,587,088 shares of Class A Common Stock, par value \$0.0001 per share, of Centennial Resource Development, Inc.

Ladies and Gentlemen:

We have acted as special counsel to Centennial Resource Development, Inc., a Delaware corporation (the “**Company**”), in connection with the proposed issuance by the Company of up to 9,587,088 shares of Class A common stock, par value \$0.0001 per share (the “**Shares**”), issuable under the Amended and Restated Centennial Resource Development, Inc. 2016 Long Term Incentive Plan (the “**Plan**”). The Shares are included in a registration statement on Form S-8 under the Securities Act of 1933, as amended (the “**Act**”), filed with the Securities and Exchange Commission (the “**Commission**”) on the date hereof (the “**Registration Statement**”). This opinion is being furnished in connection with the requirements of Item 601(b)(5) of Regulation S-K under the Act, and no opinion is expressed herein as to any matter pertaining to the contents of the Registration Statement or related prospectus, other than as expressly stated herein with respect to the issuance of the Shares.

As such counsel, we have examined such matters of fact and questions of law as we have considered appropriate for purposes of this letter. With your consent, we have relied upon certificates and other assurances of officers of the Company and others as to factual matters without having independently verified such factual matters. We are opining herein as to the General Corporation Law of the State of Delaware (“**DGCL**”), and we express no opinion with respect to any other laws.

Subject to the foregoing and the other matters set forth herein, it is our opinion that, as of the date hereof, when the Shares shall have been duly registered on the books of the transfer agent and registrar therefor in the name or on behalf of the recipient, and have been issued by the Company against payment therefor (not less than par value) in the circumstances contemplated by and pursuant to the Plan, and assuming in each case that the individual issuances, grants or awards under the Plan are duly authorized by all necessary corporate action of the Company and duly issued, granted or awarded and exercised in accordance with the requirements of law and the Plan (and the agreements and awards duly adopted thereunder and in accordance therewith), the issuance and sale of the Shares will have been duly authorized by all necessary corporate action of the Company, and the Shares will be validly issued, fully paid and nonassessable. In rendering the foregoing opinion, we have assumed that the Company will comply with all applicable notice requirements regarding uncertificated shares in the DGCL.

This opinion is for your benefit in connection with the Registration Statement and may be relied upon by you and by persons entitled to rely upon it pursuant to the applicable provisions of the Act. We consent to your filing this opinion as an exhibit to the Registration Statement. In giving such consent, we do not thereby admit that we are in the category of persons whose consent is required under Section 7 of the Act or the rules and regulations of the Commission thereunder.

Very truly yours,

/s/ Latham & Watkins LLP



KPMG LLP
Suite 800
1225 17th Street
Denver, CO 80202-5598

Consent of Independent Registered Public Accounting Firm

The Board of Directors
Centennial Resource Development, Inc.:

We consent to the incorporation by reference in the registration statement on Form S-8 of Centennial Resource Development, Inc. and its subsidiaries of our reports dated February 24, 2020, with respect to the consolidated balance sheets of Centennial Resource Development, Inc. as of December 31, 2019 and 2018, the related consolidated statements of operations, shareholders' equity, and cash flows for each of the years in the three-year period ended December 31, 2019, and the related notes (collectively, the consolidated financial statements) and the effectiveness of internal control over financial reporting as of December 31, 2019, which reports appear in the December 31, 2019 annual report on Form 10-K of Centennial Resource Development, Inc. Our report refers to a change in the method of accounting for leases in 2019 due to the adoption of Accounting Standards Update 2016-02, *Leases (ASC Topic 842)*.

/s/ KPMG LLP

Denver, Colorado
May 29, 2020



CONSENT OF INDEPENDENT PETROLEUM ENGINEERS AND GEOLOGISTS

We hereby consent to the inclusion in the Registration Statement on Form S-8 of Centennial Resource Development, Inc. (the "Registration Statement") of our reports, dated January 29, 2020, January 30, 2019, and January 29, 2018, to the Centennial Resource Production, LLC interest with respect to estimates of oil and gas reserves and future revenue thereof, as of December 31, 2019, 2018, and 2017, and the information contained therein. We hereby further consent to all references to our firm and such report included in the Registration Statement.

NETHERLAND, SEWELL & ASSOCIATES, INC.

By: /s/ Danny D. Simmons
Danny D. Simmons, P.E.
President and Chief Operating Officer

Houston, Texas
May 29, 2020

Please be advised that the digital document you are viewing is provided by Netherland, Sewell & Associates, Inc. (NSAI) as a convenience to our clients. The digital document is intended to be substantively the same as the original signed document maintained by NSAI. The digital document is subject to the parameters, limitations, and conditions stated in the original document. In the event of any differences between the digital document and the original document, the original document shall control and supersede the digital document.