

RSP Permian, Inc.
Form 8-K
March 23, 2015

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

**Pursuant to Section 13 OR 15(d) of the
Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): **March 17, 2015**

RSP PERMIAN, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or Other Jurisdiction
of Incorporation)

001-36264
(Commission
File Number)

90-1022997
(I.R.S. Employer
Identification No.)

**3141 Hood Street, Suite 500
Dallas, Texas 75219**

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(Address of Principal Executive Offices)
(Zip Code)

(214) 252-2700

(Registrant's Telephone Number, Including Area Code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 1.01 **Entry into a Material Definitive Agreement.**

On March 17, 2015, RSP Permian, Inc., a Delaware corporation (the **Company**), and certain stockholders of the Company (the **Selling Stockholders**) entered into an Underwriting Agreement (the **Underwriting Agreement**) with Barclays Capital Inc. (the **Underwriter**) relating to the offer and sale (the **Offering**) of 5,000,000 shares of the Company's common stock, par value \$0.01 per share (the **Common Stock**), by the Company and 4,000,000 shares of Common Stock by the Selling Stockholders at a price to the public of \$25.80 per share (\$25.65 per share net of underwriting discounts and commissions). Pursuant to the Underwriting Agreement, the Company and the Selling Stockholders have granted the Underwriter a 30-day option to purchase up to an additional 750,000 shares and 600,000 shares of Common Stock, respectively.

The Underwriting Agreement contains customary representations and warranties, agreements and obligations, closing conditions and termination provisions. The Company and the Selling Stockholders have agreed to indemnify the Underwriter against certain liabilities, including liabilities under the Securities Act of 1933, as amended, and to contribute to payments the Underwriter may be required to make in the event of any such liabilities.

As more fully described under the caption **Underwriting** in the prospectus supplement, dated March 17, 2015, filed with the Securities and Exchange Commission on March 19, 2015, the Underwriter and certain of its affiliates have, from time to time, performed, and may in the future perform, various commercial and investment banking and financial advisory services for the Company and its affiliates, for which they received or may in the future receive customary fees and expenses.

The foregoing description is qualified in its entirety by reference to the full text of the Underwriting Agreement, which is attached as Exhibit 1.1 to this Current Report on Form 8-K and incorporated in this Item 1.01 by reference.

A legal opinion related to the shares sold pursuant to the Offering is filed herewith as Exhibit 5.1.

Item 9.01 **Financial Statements and Exhibits.**

(d) Exhibits.

Exhibit No.	Description
1.1	Underwriting Agreement, dated as of March 17, 2015, by and among RSP Permian, Inc., the Selling Stockholders named therein and Barclays Capital Inc.
5.1	Opinion of Vinson & Elkins L.L.P.
23.1	Consent of Vinson & Elkins L.L.P. (contained in Exhibit 5.1 hereto).

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

RSP PERMIAN, INC.

By: */s/ James E. Mutrie*
James E. Mutrie
General Counsel and Vice President

Dated: March 23, 2015

EXHIBIT INDEX

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