

RSP Permian, Inc.
Form 4
May 22, 2015

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 *
Production Opportunities II, L.P.

2. Issuer Name and Ticker or Trading Symbol
RSP Permian, Inc. [RSPP]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
5221 N. O'CONNOR BLVD.,
SUITE 1100

3. Date of Earliest Transaction
(Month/Day/Year)
04/10/2015

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

(Street)
IRVING, TX 75039

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

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

(City) (State) (Zip)

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 Indirect Beneficial Ownership (Instr. 4)			
			Code	V	Amount	(A) or (D)	Price			
Common Stock	04/10/2015		S(1)		206,077	D	\$ 25.65	4,361,950	I	See Footnote (2) (3)
Common Stock	05/20/2015		S(4)(5)		4,101,261	D	\$ 28	260,689	I	See Footnote (2) (3)

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

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SEC 1474 (9-02)

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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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Beneficially (Instr. 5)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Production Opportunities II, L.P. 5221 N. O'CONNOR BLVD., SUITE 1100 IRVING, TX 75039				Director by Deputization
Natural Gas Partners IX, L.P. 5221 N. O'CONNOR BLVD., SUITE 1100 IRVING, TX 75039				Director by Deputization
NGP IX Offshore Holdings, L.P. 5221 N. O'CONNOR BLVD., SUITE 1100 IRVING, TX 75039				Director by Deputization
G.F.W. ENERGY IX, L.P. 5221 N. O'CONNOR BLVD., SUITE 1100 IRVING, TX 75039				Director by Deputization
GFW IX, L.L.C. 5221 N. O'CONNOR BLVD., SUITE 1100 IRVING, TX 75039				Director by Deputization
NGP Energy Capital Management, L.L.C. 5221 N. O'CONNOR BLVD., SUITE 1100 IRVING, TX 75039				Director by Deputization

Signatures

/s/ James E. Mutrie, attorney-in-fact for Production Opportunities II, L.P. 05/22/2015

__Signature of Reporting Person

Date

/s/ James E. Mutrie, attorney-in-fact for the general partner of the general partner of Natural Gas Partners IX, L.P. 05/22/2015

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<u>Signature of Reporting Person</u>	Date
/s/ James E. Mutrie, attorney-in-fact for the general partner of the general partner of NGP IX Offshore Holdings, L.P.	05/22/2015
<u>Signature of Reporting Person</u>	Date
/s/ James E. Mutrie, attorney-in-fact for the general partner of G.F.W. Energy IX, L.P.	05/22/2015
<u>Signature of Reporting Person</u>	Date
/s/ James E. Mutrie, attorney-in-fact for GFW IX, L.L.C.	05/22/2015
<u>Signature of Reporting Person</u>	Date
/s/ James E. Mutrie, attorney-in-fact for NGP Energy Capital Management, L.L.C.	05/22/2015
<u>Signature of Reporting Person</u>	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 April 10, 2015, Production Opportunities II, L.P. ("Production Opportunities") sold 206,077 shares of RSP Permian, Inc.'s ("RSP") common stock, par value \$0.01 per share ("common stock"), in connection with the exercise of the underwriter's option to purchase additional shares of common stock pursuant to the underwriting agreement, dated March 17, 2015, for a public offering of common stock by RSP, Production Opportunities and certain other stockholders of RSP.

(2) Held directly by Production Opportunities.

(3) This form is jointly filed by Production Opportunities, Natural Gas Partners IX, L.P. ("NGP IX"), NGP IX Offshore Holdings, L.P. ("NGP Offshore"), G.F.W. Energy IX, L.P. ("GFW Energy"), GFW IX, L.L.C. ("GFW IX") and NGP Energy Capital Management, L.L.C. ("NGP ECM"). GFW IX is the general partner of GFW Energy, which is the general partner of each of NGP IX and NGP Offshore, which jointly own Production Opportunities. GFW IX has delegated full power and authority to manage NGP IX and NGP Offshore to NGP ECM. Accordingly, each of NGP ECM, GFW IX, GFW Energy, NGP IX and NGP Offshore may be deemed to share voting and dispositive power over the reported securities and, as a result, may be deemed to beneficially own the reported securities. Each of NGP ECM, GFW IX, GFW Energy, NGP IX and NGP Offshore disclaim beneficial ownership of the reported securities in excess of their respective pecuniary interests therein.

(4) On May 20, 2015, Production Opportunities sold 4,101,261 shares of common stock pursuant to Rule 144 under the Securities Act of 1933, as amended.

(5) Following the sale, Production Opportunities no longer has the right pursuant to a Stockholders' Agreement to designate one nominee to the Board of Directors of RSP (the "Board"). Also, as of RSP's annual meeting on May 20, 2015, David R. Albin, who was Production Opportunities' nominee to the Board, is no longer a member of the Board.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.