

RSP Permian, Inc.
Form 5/A
June 12, 2015

FORM 5

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

OMB APPROVAL

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Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
Pollard Tamara D.

(Last) (First) (Middle)

3141 HOOD STREET, SUITE 500

(Street)

DALLAS, TX 75219

(City) (State) (Zip)

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

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
12/31/2014

4. If Amendment, Date Original Filed(Month/Day/Year)
02/13/2015

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
EVP of Planning and Reserves

6. Individual or Joint/Group Reporting

(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)	Amount	(A) or (D) Price	5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	08/08/2014	Â	J(1)(2)	219,229	A	\$ (1) 492,114	I	See Footnote (3)	
Common Stock	08/08/2014	Â	J(1)(4)	6,989	A	\$ (1) 19,060	I	By spouse (5)	
Common Stock	12/11/2014	Â	J(6)(7)	272,885	A	\$ (6) 492,114	I	See Footnote (3)	
	12/11/2014	Â	J(6)(8)	9,071	A	\$ (6) 19,060	I		

Common
Stock

By Spouse
(5)

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

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(9-02)

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. of D Se B O E Is Fi (I
					(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Pollard Tamara D. 3141 HOOD STREET, SUITE 500 DALLAS, TX 75219	Â	Â	Â EVP of Planning and Reserves	Â

Signatures

/s/ James E. Mutrie, attorney-in-fact for Tamara D. Pollard

06/12/2015

**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) In connection with an underwritten public offering (the "offering") of RSP Permian, Inc.'s ("RSP") common stock, par value \$0.01 per share ("common stock"), by RSP and certain selling stockholders of RSP named in the registration statement on Form S-1 initially filed with the Securities and Exchange Commission on May 30, 2014, as subsequently amended, RSP Permian Holdco, L.L.C. ("Holdco") made a pro rata distribution (the "Offering Distribution") of common stock to its members.

(2) Pollard Resource Holdings, LP received 219,229 shares of common stock pursuant to the Offering Distribution.

(3) Ms. Pollard is a manager of the general partner of Pollard Resource Holdings, LP and therefore may be deemed to indirectly beneficially own these securities. Ms. Pollard disclaims beneficial ownership of these securities except to the extent of her pecuniary interest therein.

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- (4) Ms. Pollard's spouse received 6,989 shares of common stock from Holdco pursuant to the Offering Distribution.
- (5) Ms. Pollard disclaims beneficial ownership of these securities except to the extent of her pecuniary interest therein.
- (6) In connection with its impending dissolution, Holdco made a pro rata distribution (the "Dissolution Distribution") of all of the shares of common stock that it held to its members.
- (7) Pollard Resource Holdings, LP received 272,885 shares of common stock pursuant to the Dissolution Distribution.
- (8) Ms. Pollard's spouse received 9,071 shares from Holdco pursuant to the Dissolution Distribution.

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Remarks:

The Reporting Person's Form 5, filed with the Securities and Exchange Commission on February 13,

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