

RSP Permian, Inc.
Form 5
February 05, 2016

FORM 5

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).
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 *
Arrott Zane W.

(Last) (First) (Middle)

3141 HOOD STREET, SUITE 500

(Street)

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

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
12/31/2015

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

 Director 10% Owner
 Officer (give title below) Other (specify below)
Chief Operating Officer

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

6. Individual or Joint/Group Reporting

(check applicable line)

DALLAS, TX 75219

Form Filed by One Reporting Person
 Form Filed by More than One Reporting Person

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 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 Ownership (Instr. 4)
Common Stock	01/30/2015	^	J ⁽¹⁾	16,125 A \$ 0 ⁽¹⁾	474,300	I ⁽²⁾	By family limited partnership ⁽³⁾
Common Stock	^	^	^	^ ^ ^ ^	59,198 ⁽⁴⁾	D ⁽²⁾	^

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

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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. Amount or Number of Shares
					(A) (D)	Date Exercisable Expiration Date	Title		

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Arrott Zane W. 3141 HOOD STREET, SUITE 500 DALLAS, TX 75219	Â	Â	Â Chief Operating Officer	Â

Signatures

/s/ James E. Mutrie, attorney-in-fact for Zane W. Arrott
Date: 02/05/2016

**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 its impending dissolution, Rising Star Development Co., L.L.C. ("Devco") made a pro rata distribution of all of the shares of common stock that it held to its members. Arrott Family Holdings, L.P. received 16,125 shares of common stock pursuant to this distribution from Devco.
 - (2) The Reporting Person's Form 4, filed with the Securities and Exchange Commission on November 27, 2015, inadvertently attributed to the Reporting Person's direct ownership the shares that were disposed of by Arrott Family Holdings, L.P.
 - (3) Mr. Arrott is a general partner of Arrott Family Holdings, L.P. and therefore may be deemed to indirectly beneficially own these securities. Mr. Arrott disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein.
 - (4) Amount reflects 4,126 shares and 1,995 shares withheld by the issuer on February 11, 2015 and March 1, 2015, respectively, each incident to the vesting of a restricted stock grant issued in accordance with Rule 16b-3.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.