

RSP Permian, Inc.
Form 4
February 16, 2016

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 *
McNeill Scott K.

(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. Date of Earliest Transaction (Month/Day/Year)
02/11/2016

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

Chief Financial Officer

6. Individual or Joint/Group Filing(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)	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)
Common Stock	02/11/2016		A ⁽¹⁾	43,344	A \$ 19.38	199,855	D
Common Stock	02/11/2016		F ⁽²⁾	11,263	D \$ 19.38	188,592	D
Common Stock						383,541	I
Common Stock						20,000	I

By family limited partnership ⁽³⁾

By family limited partnership

				(4)
Common Stock		180,000	I	Irrevocable Trust ⁽⁵⁾
Common Stock		300	I	UTMA custodian for son, Jack McNeill ⁽⁶⁾
Common Stock		300	I	UTMA custodian for daughter, Lola McNeill ⁽⁶⁾
Common Stock		300	I	UTMA custodian for daughter, Sophie McNeill ⁽⁶⁾

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. Number of Derivative Securities Owned Following Reporting Transaction (Instr. 6)
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V	(A)	(D)

Reporting Owners

Reporting Owner Name / Address

Relationships

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	Director	10% Owner	Officer	Other
McNeill Scott K. 3141 HOOD STREET, SUITE 500 DALLAS, TX 75219	X		Chief Financial Officer	

Signatures

/s/ James E. Mutrie, attorney-in-fact for Scott K.
McNeill

02/16/2016

__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) Restricted stock grant that will vest in three installments, with the first installment of 14,448 shares occurring on February 11, 2017, the second installment of 14,448 shares occurring on February 11, 2018 and the third installment of 14,448 shares occurring on February 11, 2019.
 - (2) Withheld for the payment of tax liabilities in connection with the vesting of a restricted stock grant issued in accordance with Rule 16b-3.
 - (3) Mr. McNeill is a general partner of Mcfam, LP and therefore may be deemed to indirectly beneficially own these securities. Mr. McNeill disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein.
 - (4) Mr. McNeill is a general partner of Jasolo, LP and therefor may be deemed to indirectly beneficially own these securities. Mr. McNeill disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein.
 - (5) Mr. McNeill is the trustee of the irrevocable trust for the benefit of his minor children and therefor may be deemed to indirectly beneficially own these securities. Mr. McNeill disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein.
 - (6) These securities were purchased by Mr. McNeill as custodian for a minor child under the Uniform Transfer to Minors Act. Mr. McNeill disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein.

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.