

RSP Permian, Inc.
Form 4
March 03, 2016

FORM 4

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

OMB APPROVAL

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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 *
Huck William

(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)
03/01/2016

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)
VP, Operations

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 Ownership (Instr. 4)
			Code	V	Amount (A) or (D) Price		
Common Stock	03/01/2016		S		2,900 D 24.44 \$ (1) (2)	425,862	D
Common Stock	03/01/2016		S		1,100 D 25.08 \$ (2) (3)	424,762	D
Common Stock	03/01/2016		F ⁽⁴⁾		1,112 D \$ 0	423,650	D
Common Stock	03/01/2016		F ⁽⁴⁾		1,813 D \$ 0	421,837	D

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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. Number of Derivative Securities Beneficially Owned (Instr. 3 and 4)
				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
Huck William 3141 HOOD STREET, SUITE 500 DALLAS, TX 75219			VP, Operations	

Signatures

/s/ James E. Mutrie, attorney-in-fact for William Huck 03/03/2016

__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).
- On March 1, 2016, pursuant to a plan of disposition adopted in accordance with Rule 10b5-1 of the Securities Exchange Act of 1934 (the "10b5-1 Plan"), Mr. Huck sold 2,900 shares in multiple trades at prices ranging from \$23.98 to \$24.98. The price reported above reflects
- (1) the weighted average sale price. Mr. Huck hereby undertakes to provide to the Securities and Exchange Commission staff (the "Staff"), the issuer or any security holder of the issuer, upon request, full information regarding the number of shares and prices at which the transaction was effected.
 - (2) The first sale under the 10b5-1 Plan was on April 21, 2015 and the 10b5-1 Plan provides for sales of Mr. Huck's shares at or above a minimum share price on certain pre-determined dates until the 10b5-1 Plan terminates after 100,000 shares in the aggregate have been sold.
 - (3)

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On March 1, 2016, pursuant to the 10b5-1 Plan, Mr. Huck sold 1,100 shares in multiple trades at prices ranging from \$24.99 to \$25.22. The price reported above reflects the weighted average sale price. Mr. Huck hereby undertakes to provide to the Staff, the issuer or any security holder of the issuer, upon request, full information regarding the number of shares and prices at which the transaction was effected.

(4) Withheld for the payment of tax liabilities in connection with 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 is insufficient, *see* Instruction 6 for procedure.

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