RSP Permian, Inc. Form 4 April 21, 2016

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

OMB APPROVAL

January 31, 2005

0.5

Estimated average burden hours per

5. Relationship of Reporting Person(s) to

response...

if no longer subject to Section 16. Form 4 or Form 5 obligations

may continue.

See Instruction

Check this box

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

2. Issuer Name and Ticker or Trading

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

| Clast Clas |
|--|
| Clast (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) (Mont |
| 3141 HOOD STREET, SUITE 500 04/19/2016 |
| (Street) 4. If Amendment, Date Original Filed(Month/Day/Year) Applicable Line Z. 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 (Month/Day/Year) (Month/Day/Year) Execution Date, if Transaction(A) or Disposed of (D) Security (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Instr. 3) Execution Date, if Transaction(A) or Disposed of (D) Securities Code (Instr. 3, 4 and 5) Beneficially Owned Indirect (I) Ownership |
| (Street) 4. If Ame-Idment, Date Original Filed(Month/Day/Year) Applicable Line X_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 (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Instr. 3) (Street) 4. If Ame-Idment, Date Original Applicable Line X_Form filed by One Reporting Person Person Form filed by More than One Reporting Applicable Line X_Form filed by More than One Reporting Acquired, Disposed of, or Beneficially Owned 5. Amount of 6. Ownership 7. Nature of Security Applicable Line S_Code (Instr. 3, 4 and 5) Beneficially (D) or Beneficial Ownership Applicable Line |
| Filed(Month/Day/Year) DALLAS, TX 75219 (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of Security (Month/Day/Year) (Month/Day/Year) any (Code (Instr. 3, 4 and 5) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Instr. 8) Filed(Month/Day/Year) Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person _T_Form filed by One Reporting Person Applicable Line) _X_ Form filed by One Reporting Person _T Form filed by One Reporting Person |
| DALLAS, TX 75219 (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of Security (Month/Day/Year) (Instr. 3) (Month/Day/Year) (Month/Day/Year) (Instr. 8) (Month/Day/Year) (Month/Day/Year) (Instr. 8) (Month/Day/Year) (Month/Day/Year) (Instr. 8) (Month/Day/Year) (Month/Day/Year) (Instr. 8) (Month/Day/Year) (Month/D |
| City CState CZip Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned |
| (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1. Title of Security (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Instr. 3) (Month/Day/Year) (Month/Day/Year) (Instr. 8) (Month/Day/Year) (Instr. 8) (Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned (6. Ownership 7. Nature of Security (Month/Day/Year) (Securities Acquired) (Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned (6. Ownership 7. Nature of Security (Month/Day/Year) (Instr. 3, 4 and 5) (Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned (6. Ownership 7. Nature of Security (Month/Day/Year) (Instr. 3, 4 and 5) (Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned (6. Ownership 7. Nature of Security (Month/Day/Year) (Instr. 3, 4 and 5) (Non-Derivative Securities Acquired) (Non-Derivative Secur |
| 1.Title of Security (Month/Day/Year) Execution Date, if Code (Instr. 3) (Month/Day/Year) (Month/Day/Year) (Instr. 8) (Month/Day/Year) (Instr. 8) (North-Day/Year) (Instr. |
| Security (Month/Day/Year) Execution Date, if Transaction(A) or Disposed of (D) Securities Form: Direct Indirect (Instr. 3) any Code (Instr. 3, 4 and 5) Beneficially (D) or Beneficial (Month/Day/Year) (Instr. 8) Owned Indirect (I) Ownership |
| (Instr. 3) any Code (Instr. 3, 4 and 5) Beneficially (D) or Beneficial (Month/Day/Year) (Instr. 8) Owned Indirect (I) Ownership |
| (Month/Day/Year) (Instr. 8) Owned Indirect (I) Ownership |
| Following (Instr. 4) (Instr. 4) |
| |
| (A) Reported Transaction(s) |
| or (Instr. 3 and 4) Code V Amount (D) Price |
| \$ |
| Common Stock 04/19/2016 S 5,800 D 31.38 408,037 D |
| $\underbrace{(1)}_{2} \underbrace{(2)}_{2}$ |
| \$ |
| Common 04/19/2016 S 200 D 31.66 407,837 D |
| (<u>2</u>) (<u>3</u>) |

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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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 | 2. | 3. Transaction Date | | 4. | 5. | 6. Date Exer | | 7. Title a | | 8. Price of | 9. Nu |
|-------------|-------------|---------------------|--------------------|------------|------------|--------------|------------|------------|--------|-------------|---------|
| Derivative | Conversion | (Month/Day/Year) | Execution Date, if | | onNumber | Expiration D | | Amount | | Derivative | Deriv |
| Security | or Exercise | | any | Code | of | (Month/Day/ | Year) | Underly | _ | Security | Secui |
| (Instr. 3) | Price of | | (Month/Day/Year) | (Instr. 8) | Derivative | e | | Securitie | es | (Instr. 5) | Bene |
| | Derivative | | | | Securities | S | | (Instr. 3 | and 4) | | Own |
| | Security | | | | Acquired | | | | | | Follo |
| | , | | | | (A) or | | | | | | Repo |
| | | | | | Disposed | | | | | | Trans |
| | | | | | of (D) | | | | | | (Instr |
| | | | | | (Instr. 3, | | | | | | (IIISti |
| | | | | | 4, and 5) | | | | | | |
| | | | | | 4, and 3) | | | | | | |
| | | | | | | | | A | mount | | |
| | | | | | | D. | E | 01 | r | | |
| | | | | | | Date | Expiration | Title N | umber | | |
| | | | | | | Exercisable | Date | 01 | | | |
| | | | | Code V | (A) (D) | | | | hares | | |

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 04/21/2016 Huck

> **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 April 19, 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 5,800 shares in multiple trades at prices ranging from \$30.64 to \$31.61. 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 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.
- 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 (2) minimum share price on certain pre-determined dates until the 10b5-1 Plan terminates after 100,000 shares in the aggregate have been
- On April 19, 2016, pursuant to the 10b5-1 Plan, Mr. Huck sold 200 shares in multiple trades at a price of \$31.66. The price reported (3) 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.

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.

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