RSP Permian, Inc. Form 4 December 09, 2016

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**OMB** Number:

3235-0287

Expires:

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January 31, 2005

0.5

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**OMB APPROVAL** 

response...

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

Check this box

**SECURITIES** Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations

may continue. See Instruction

Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

1(b).

Common

Common

Stock

Stock

12/07/2016

12/07/2016

(Print or Type Responses)

1 Name and Address of Departing De

I. Name ar Huck Wi	d Address of Reporting lliam	Symbol	2. Issuer Name and Ticker or Trading Symbol RSP Permian, Inc. [RSPP]			5. Relationship of Reporting Person(s) to Issuer			
(Last)	(First) (I		f Earliest T		(Check all applicable)				
		(Month/I	Day/Year)		Director	10%	Owner		
3141 HC	OD STREET, SUIT		-		_X_ Officer (given below)	e titleOther below) P, Operations	er (specify		
	(Street)	4. If Amo	4. If Amendment, Date Original			6. Individual or Joint/Group Filing(Check			
DALLAS	S, TX 75219	Filed(Mo	nth/Day/Yea	r)	Applicable Line) _X_ Form filed by I Form filed by I Person				
(City)	(State)	(Zip) Tab	le I - Non-l	Derivative Securities Acq	quired, Disposed o	f, or Beneficial	ly Owned		
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)		Code	4. Securities Acquired on(A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		

Code V Amount

4,830

1.170

S

S

(D)

D

D

Price \$

42.68

(1)(2)

43.29

(2) (3)

\$

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.

(Instr. 3 and 4)

347,007

345,837

D

D

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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	f 2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exer	cisable and	7. Titl	le and	8. Price of	9. Nu
Derivativ	e Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orNumber	Expiration D	ate	Amou	ınt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	/Year)	Under	rlying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivativ	e		Secur	ities	(Instr. 5)	Bene
	Derivative				Securities	S		(Instr.	. 3 and 4)		Own
	Security				Acquired						Follo
					(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									A		
									Amount		
						Date	Expiration	T:41-	or Namel		
						Exercisable	Date	Title	Number		
				C-1- V	(A) (D)				of		
				Code v	(A) (D)				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 12/09/2016 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 December 7, 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 4,830 shares in multiple trades at prices ranging from \$42.14 to \$43.14. The price reported above
- (1) reflects 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.
- The first sale under the 10b5-1 Plan was on August 17, 2016 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 December 7, 2016, pursuant to the 10b5-1 Plan, Mr. Huck sold 1,170 shares in multiple trades at prices ranging from \$43.17 to \$43.41. 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

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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