

RSP Permian, Inc.  
Form SC 13G/A  
February 14, 2017

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

**SCHEDULE 13G**  
**Under the Securities Exchange Act of 1934**  
**Amendment No. 2**

**RSP Permian, Inc.**

**(Name of Issuer)**

**Common Stock, \$0.01 par value**

**(Title of Class of Securities)**

**74978Q 105**

**(CUSIP Number)**

**December 31, 2016**

**(Date of Event Which Requires Filing of this Statement)**

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 ( Act ) or otherwise subject to the liabilities of that section of the Act, but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 74978Q 105

1 Name of Reporting Person:

Ted Collins, Jr.

2 Check the Appropriate Box if a Member of a Group

(a): (b):

3 SEC Use Only

4 Citizenship or Place of Organization

United States of America

5 Sole Voting Power

0

Number of 6 Shared Voting Power  
Shares

Beneficially  
Owned by

Each 18,866,536

Reporting 7 Sole Dispositive Power

Person

With 8,397,015

8 Shared Dispositive Power

2,167,152

9 Aggregate Amount Beneficially Owned by Each Reporting Person

18,866,536

10 Check if the Aggregate Amount in Row (9) Excludes Certain Shares

11 Percent of Class Represented by Amount in Row (9)

13.3% (1)  
12 Type of Reporting Person

IN

(1) Based on 141,964,304 shares of common stock issued and outstanding as of January 23, 2017.

This Amendment No. 2 amends and restates the Amendment No. 1 to Schedule 13G filed on February 12, 2016 in its entirety. This Amendment No. 2 is referred to herein as this Schedule 13G.

**Item 1(a).** Name of Issuer:  
RSP Permian, Inc. (the Issuer )

**Item 1(b).** Address of Issuer's Principal Executive Offices:  
3141 Hood Street, Suite 500

Dallas, Texas 75219

**Item 2(a).** Names of Persons Filing:  
This Schedule 13G is being filed by Ted Collins, Jr. (the Reporting Person ).

**Item 2(b).** Address or Principal Business Office or, if none, Residence:  
The address of the Reporting Person is 508 W. Wall Street, Suite 1200, Midland, Texas 79701.

**Item 2(c).** Citizenship:  
The Reporting Person is a citizen of the United States of America.

**Item 2(d).** Title of Class of Securities:  
Common stock, par value \$0.01 per share.

**Item 2(e).** CUSIP Number:  
74978Q 105

**Item 3.** If this statement is filed pursuant to Rule 13d-1(b), or 13d-2(b) or (c), check whether the person filing is a:  
Not applicable.

**Item 4.** Ownership:

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The Reporting Person is the record owner of 8,405,088 shares (8,073 shares of which are unvested restricted stock) of the Issuer's common stock.

The Reporting Person is a member of Collins & Wallace Holdings, LLC, which is the record owner of 2,166,152 shares of the Issuer's common stock.

Each of RSP Permian, Inc., the Reporting Person, Wallace Family Partnership, LP and Pecos Energy Partners, L.P. is party to a Stockholders' Agreement, dated as of January 23, 2014 (the Stockholders' Agreement). The Stockholders' Agreement, among other things, requires the Reporting Person, Wallace Family Partnership, LP and Pecos Energy Partners, L.P. to vote their respective shares of the Issuer's common stock for directors that are designated in accordance with the provisions of the Stockholders' Agreement. Each of the Reporting Person and Wallace Family Partnership, LP has the right to designate a certain number of nominees to the Issuer's board of directors, subject to the limitations and conditions set forth in the Stockholders' Agreement, including the ownership of a specified percentage of the outstanding shares of the Issuer's common stock.

The Reporting Person may also be deemed to have shared voting and dispositive power over the 1,000 shares of the Issuer's common stock that are held of record by the Reporting Person's spouse.

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Because of the foregoing relationships, the Reporting Person may be deemed to share (i) voting and dispositive power over the 2,166,152 shares of the Issuer's common stock held of record by Collins & Wallace Holdings, LLC, (ii) voting power over the 8,294,296 shares of the Issuer's common stock held of record by the other parties to the Stockholders Agreement, and (iii) voting and dispositive power of the 1,000 shares of the Issuer's common stock held of record by the Reporting Person's spouse. As a result, the Reporting Person may be deemed to be the beneficial owner of the shares of the Issuer's common stock as listed below. The Reporting Person disclaims beneficial ownership of these securities in excess of his pecuniary interests therein.

a. Amount beneficially owned:  
18,866,536

b. Percent of class:  
13.3%

c. Number of shares as to which the person has:

i. Sole power to vote or to direct the vote:  
0

ii. Shared power to vote or to direct the vote:  
18,866,536

iii. Sole power to dispose or to direct the disposition of:  
8,397,015

iv. Shared power to dispose or to direct the disposition of:  
2,167,152

**Item 5. Ownership of Five Percent or Less of a Class:**  
Not applicable.

**Item 6. Ownership of More than Five Percent on Behalf of Another Person:**  
Not applicable.

**Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company or Control Person:**  
Not applicable.

**Item 8. Identification and Classification of Members of the Group:**  
Not applicable.

**Item 9. Notice of Dissolution of Group:**



Not applicable.

**Item 10. Certifications:**

Not applicable.

**SIGNATURE**

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: February 14, 2017

**Ted Collins, Jr.**

By: /s/ James E. Mutrie

Name: James E. Mutrie

Title: Attorney-in-Fact