

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:

Wallace Family Partnership, LP

2 Check the Appropriate Box if a Member of a Group

(a): (b):

3 SEC Use Only

4 Citizenship or Place of Organization

Texas

5 Sole Voting Power

Number of

Shares

0

Beneficially

6 Shared Voting Power

Owned by

Each

18,865,536

7 Sole Dispositive Power

Reporting

Person

0

With

8 Shared Dispositive Power

10,355,278

9 Aggregate Amount Beneficially Owned by Each Reporting Person

18,865,536

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

PN

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

CUSIP No. 74978Q 105

1 Name of Reporting Person:

Michael Wallace Management, LLC

2 Check the Appropriate Box if a Member of a Group

(a): (b):

3 SEC Use Only

4 Citizenship or Place of Organization

Texas

5 Sole Voting Power

Number of

Shares

0

Beneficially

6 Shared Voting Power

Owned by

Each

18,865,536

7 Sole Dispositive Power

Reporting

Person

0

With

8 Shared Dispositive Power

10,355,278

9 Aggregate Amount Beneficially Owned by Each Reporting Person

18,865,536

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

OO

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

CUSIP No. 74978Q 105

1 Name of Reporting Person:

Michael W. Wallace

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

Number of

Shares

17,675

Beneficially

6 Shared Voting Power

Owned by

Each

18,865,836

7 Sole Dispositive Power

Reporting

Person

9,602

With

8 Shared Dispositive Power

10,355,578

9 Aggregate Amount Beneficially Owned by Each Reporting Person

18,884,011

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

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

13.4% (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.



CUSIP No. 74978Q 105

1 Name of Reporting Person:

Leslyn M. Wallace

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

Number of

Shares

82,109

Beneficially

6 Shared Voting Power

Owned by

Each

18,865,836

7 Sole Dispositive Power

Reporting

Person

82,109

With

8 Shared Dispositive Power

10,355,578

9 Aggregate Amount Beneficially Owned by Each Reporting Person

18,947,945

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 each of the following persons (each, a Reporting Person and together, the Reporting Persons ):

(i) Wallace Family Partnership, LP

(ii) Michael Wallace Management, LLC

(iii) Michael W. Wallace

(iv) Leslyn M. Wallace

The Reporting Persons have entered into a Joint Filing Agreement, a copy of which is filed with this Schedule 13G as Exhibit 99.1, pursuant to which the Reporting Persons have agreed to file this Schedule 13G jointly in accordance with the provisions of Rule 13d-1(k)(1) of the Securities Exchange Act of 1934, as amended.

**Item 2(b).** Address or Principal Business Office or, if none, Residence:

- (i) Wallace Family Partnership, LP

508 W. Wall Street, Suite 1200

Midland, Texas 79701

- (ii) Michael Wallace Management, LLC

508 W. Wall Street, Suite 1200

Midland, Texas 79701

- (iii) Michael W. Wallace

508 W. Wall Street, Suite 1200

Midland, Texas 79701

- (iv) Leslyn M. Wallace

508 W. Wall Street, Suite 1200

Midland, Texas 79701

**Item 2(c).** Citizenship:

- (i) Wallace Family Partnership, LP: Texas

- (ii) Michael Wallace Management, LLC: Texas

- (iii) Michael W. Wallace: United States of America

- (iv) Leslyn M. Wallace: 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:**

Each of RSP Permian, Inc., Ted Collins, Jr., 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 Ted Collins, Jr., 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 Ted Collins, Jr. 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.

Wallace Family Partnership, LP and Ted Collins, Jr. are the members of Collins & Wallace Holdings, LLC. Michael Wallace Management, LLC is the general partner of Wallace Family Partnership, LP, and Mr. and Mrs. Wallace are the managers of Michael Wallace Management, LLC.

Mr. Wallace purchased 500 shares of the Issuer's common stock, as custodian, for a minor child under the Uniform Transfer to Minors Act. Also, a member of Mr. and Mrs. Wallace's immediate family sharing the same household holds 300 shares of the Issuer's common stock.

Because of the foregoing relationships, (i) Wallace Family Partnership, LP may be deemed to share voting power over the 8,510,258 shares of the Issuer's common stock held of record by the other parties to the Stockholders Agreement, (ii) Michael Wallace Management, LLC and Mr. and Mrs. Wallace may be deemed to share voting power over the 16,699,384 shares of the Issuer's common stock held of record by Wallace Family Partnership, LP and the other parties to the Stockholders Agreement, (iii) Wallace Family Partnership, LP, Michael Wallace Management, LLC and Mr. and Mrs. Wallace may be deemed to share voting and dispositive power over the 2,166,152 shares held of record by Collins & Wallace Holdings, LLC, (iv) Michael Wallace Management, LLC and Mr. and Mrs. Wallace may be deemed to share dispositive power over the 8,189,126 shares held of record by Wallace Family Partnership, LP, and (v) Mr. and Mrs. Wallace may be deemed to share voting and dispositive power over (a) the 500 shares purchased by Mr. Wallace as custodian for a minor child under the Uniform Transfers to Minors Act and (b) the 300 shares held of record by a member of Mr. and Mrs. Wallace's immediate family sharing the same household. As a result, the Reporting Persons may be deemed to be the beneficial owner of the shares of the Issuer's common stock as listed below. Each such Reporting Person disclaims beneficial ownership of these securities in excess of its pecuniary interests therein.

1. Wallace Family Partnership, LP

a. Amount beneficially owned:

18,865,536

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:

18,865,536

iii. Sole power to dispose or to direct the disposition of:

0

iv. Shared power to dispose or to direct the disposition of:

10,355,278

2. Michael Wallace Management, LLC

a. Amount beneficially owned:

18,865,536

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:

18,865,536

iii. Sole power to dispose or to direct the disposition of:

0

iv. Shared power to dispose or to direct the disposition of:

10,355,278

3. Michael W. Wallace

a. Amount beneficially owned:

18,884,011

b. Percent of class:

13.4%



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

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

17,675

ii. Shared power to vote or to direct the vote:

18,865,836

iii. Sole power to dispose or to direct the disposition of:

9,602

iv. Shared power to dispose or to direct the disposition of:

10,355,578

4. Leslyn M. Wallace

a. Amount beneficially owned:

18,947,945

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:

82,109

ii. Shared power to vote or to direct the vote:

18,865,836

iii. Sole power to dispose or to direct the disposition of:

82,109

iv. Shared power to dispose or to direct the disposition of:

10,355,578

**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

**Wallace Family Partnership, LP**

By: Michael Wallace Management, LLC,  
its general partner

By: /s/ James E. Mutrie  
Name: James E. Mutrie  
Title: Attorney-in-Fact

**Michael Wallace Management, LLC**

By: /s/ James E. Mutrie  
Name: James E. Mutrie  
Title: Attorney-in-Fact

**Michael W. Wallace**

By: /s/ James E. Mutrie  
Name: James E. Mutrie  
Title: Attorney-in-Fact

**Leslyn M. Wallace**

By: /s/ James E. Mutrie  
Name: James E. Mutrie  
Title: Attorney-in-Fact

**EXHIBIT INDEX**

<b>Exhibit Number</b>	<b>Description</b>
24.1	Power of Attorney for Wallace Family Partnership, LP, dated February 10, 2015 (incorporated by reference to Exhibit 24.1 to the Schedule 13G filed by the Reporting Persons on February 13, 2015).
24.2	Power of Attorney for Michael Wallace Management, LLC, dated February 10, 2015 (incorporated by reference to Exhibit 24.2 to the Schedule 13G filed by the Reporting Persons on February 13, 2015).
24.3	Power of Attorney for Michael W. Wallace, dated February 10, 2015 (incorporated by reference to Exhibit 24.3 to the Schedule 13G filed by the Reporting Persons on February 13, 2015).
24.4	Power of Attorney for Leslyn M. Wallace, dated February 10, 2015 (incorporated by reference to Exhibit 24.4 to the Schedule 13G filed by the Reporting Persons on February 13, 2015).
99.1	Joint Filing Agreement among the parties regarding filing of Schedule 13G, dated February 13, 2015 (incorporated by reference to Exhibit 99.1 to the Schedule 13G filed by the Reporting Persons on February 13, 2015).