RSP Permian, Inc. Form 4 November 18, 2016

FORM 4

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

OMB APPROVAL OMB

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Check this box if no longer subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Form 5 obligations may continue.

See Instruction 1(b).

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 Ad Huck Willian	•	orting Person *	2. Issuer Name and Ticker or Trading Symbol RSP Permian, Inc. [RSPP]	5. Relationship of Reporting Person(s) to Issuer		
		(Middle)		(Check all applicable)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction			
			(Month/Day/Year)	Director 10% Owner		
3141 HOOD STREET, SUITE 500			11/16/2016	_X_ Officer (give title Other (specify below)		
				VP, Operations		
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
			Filed(Month/Day/Year)	Applicable Line)		
DALLAS, TX 75219			• /	_X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		
(City)	(State)	(Zip)	Table I - Non-Derivative Securities Acc	quired Disposed of or Beneficially Owned		

(City)	(State)	Table	e I - Non-D	erivative	Secur	ities Acq	uired, Disposed o	f, or Beneficial	ly 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)	(Instr. 3,	ispose 4 and (A) or	d of (D) 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)	
Common Stock	11/16/2016		Code V S	5,700	(D)	Price \$ 39.88 (1) (2)	352,137	D	
Common Stock	11/16/2016		S	300	D	\$ 40.75 (2) (3)	351,837	D	

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

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Titl	le and	8. Price of	9
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transact	ionNumber	Expiration Da	ate	Amou	int of	Derivative	J
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	,
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Secur	ities	(Instr. 5)]
	Derivative				Securities			(Instr.	3 and 4)		(
	Security				Acquired						J
	-				(A) or						J
					Disposed						-
					of (D)						(
					(Instr. 3,						
					4, and 5)						
									Amount		
									Amount		
						Date	Expiration	Title	or Number		
						Exercisable Date					
				C-1- 1	7 (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
Huck
11/18/2016

**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 November 16, 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 5,700 shares in multiple trades at prices ranging from \$39.54 to \$40.54. 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 minimum share price on certain pre-determined dates until the 10b5-1 Plan terminates after 100,000 shares in the aggregate have been sold.
- On November 16, 2016, pursuant to the 10b5-1 Plan, Mr. Huck sold 300 shares in multiple trades at prices ranging from \$40.66 to \$40.86. 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

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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