

RSP Permian, Inc.
Form 4
January 06, 2017

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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 Address of Reporting Person *
McNeill Scott K.

(Last) (First) (Middle)
3141 HOOD STREET, SUITE 500
(Street)

DALLAS, TX 75219

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
RSP Permian, Inc. [RSPP]

3. Date of Earliest Transaction (Month/Day/Year)
01/04/2017

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
Chief Financial Officer

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially 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)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 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)	7. Nature of Ownership (Instr. 4)
			Code	V	Amount	Price	
Common Stock	01/04/2017		A ⁽¹⁾		34,200	\$ 0	169,866 D
Common Stock	01/04/2017		F ⁽²⁾		11,306	\$ 0	158,560 D
Common Stock							392,647 I
Common Stock							20,000 I

By family limited partnership ⁽³⁾

By family limited partnership

				(4)
Common Stock		180,000	I	Irrevocable Trust ⁽⁵⁾
Common Stock		300	I	UTMA custodian for son, Jack McNeill ⁽⁶⁾
Common Stock		300	I	UTMA custodian for daughter, Lola McNeill ⁽⁶⁾
Common Stock		300	I	UTMA custodian for daughter, Sophie McNeill ⁽⁶⁾

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

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SEC 1474
(9-02)

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

X

McNeill Scott K.
3141 HOOD STREET, SUITE 500
DALLAS, TX 75219

Chief
Financial
Officer

Signatures

/s/ James E. Mutrie, attorney-in-fact for Scott K.
McNeill

01/06/2017

**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).

- These securities are performance based restricted stock awards issued under the issuer's 2014 Long Term Incentive Plan. All of these performance based restricted shares vested after the time-based vesting schedule was met on December 31, 2016 and upon certification by the issuer's Compensation Committee of attainment of the applicable performance conditions and adjustment of the target number of shares on January 4, 2017.
- (1) Withheld for the payment of tax liabilities in connection with the vesting of a restricted stock grant issued in accordance with Rule 16b-3.
 - (2) Mr. McNeill is a general partner of Mcfam, LP and therefore may be deemed to indirectly beneficially own these securities. Mr. McNeill disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein.
 - (3) Mr. McNeill is a general partner of Jasolo, LP and therefor may be deemed to indirectly beneficially own these securities. Mr. McNeill disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein.
 - (4) Mr. McNeill is the trustee of the irrevocable trust for the benefit of his minor children and therefor may be deemed to indirectly beneficially own these securities. Mr. McNeill disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein.
 - (5) These securities were purchased by Mr. McNeill as custodian for a minor child under the Uniform Transfer to Minors Act. Mr. McNeill disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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