#### Edgar Filing: RSP Permian, Inc. - Form 4

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Form 4	·										
March 03, 20	ГЛ	D STATES					NGE C	OMMISSION	OMB AF OMB	PROVAL 3235-0287	
Check thi if no long subject to Section 1 Form 4 or Form 5 obligation may conti <i>See</i> Instru 1(b).	6. r Filed p inue.	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 20(h) of the Investment Company Act of 1940									
(Print or Type R	Responses)										
Huck William Symbol			Symbol	uer Name <b>and</b> Ticker or Trading l Permian, Inc. [RSPP]				5. Relationship of Reporting Person(s) to Issuer			
				-				(Check all applicable) Director 10% Owner X_Officer (give title Other (specify below) VP, Operations			
				ndment, Date Original hth/Day/Year)				<ul> <li>6. Individual or Joint/Group Filing(Check</li> <li>Applicable Line)</li> <li>_X_ Form filed by One Reporting Person</li> <li> Form filed by More than One Reporting</li> </ul>			
DALLAS, T	TX 75219							Person	lore than One Re	porting	
(City)	(State)	(Zip)	Table	e I - Non-D	erivative	Secur	ities Acq	uired, Disposed of	, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	urity (Month/Day/Year) Execution Date, if			3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8) (A) or Code V Amount (D) Price			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	03/01/2017			F <u>(1)</u>	1,705	D	\$0	353,533	D		
Common Stock	03/01/2017			F <u>(1)</u>	2,781	D	\$0	350,752	D		
Common Stock	03/01/2017			S	6,000	D	\$ 40.69 (2) (3)	344,752	D		

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form (9-02)

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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 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. Transacti Code (Instr. 8)	5. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	;	Date	7. Titl Amou Under Secur (Instr.	ınt of rlying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secu Bene Owne Follo Repo Trans (Instr
				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			
Huck William 3141 HOOD STREET, SUITE 500 DALLAS, TX 75219			VP, Operations				
Signatures							
/s/ James E. Mutrie, attorney-in-fact fo Huck	or William	n 03/03/2017					
**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).
- (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.

On March 1, 2017, 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 6,000 shares in multiple trades at prices ranging from \$40.10 to \$41.09. The price reported above reflects

(2) the weighted average sale price. Mr. Huck hereby undertakes to provide to the Securities and Exchange Commission 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.

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.