RSP Permian, Inc. Form 4 March 07, 2017

# FORM 4

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

**OMB APPROVAL OMB** 

Number:

3235-0287

Expires:

5. Relationship of Reporting Person(s) to

Issuer

January 31, 2005

Estimated average burden hours per

response... 0.5

if no longer subject to Section 16. Form 4 or Form 5 obligations

may continue.

Check this box

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

2. Issuer Name and Ticker or Trading

Symbol

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

See Instruction 1(b).

(Print or Type Responses)

McNeill Scott K.

1. Name and Address of Reporting Person \*

			RSP Permian, Inc. [RSPP]						(Check all applicable)		
(Last) (First) (Middle) 3141 HOOD STREET, SUITE 500			3. Date of Earliest Transaction (Month/Day/Year) 03/03/2017						X Director 10% Owner X Officer (give title Other (specify below)		
			4. If Amendment, Date Original Filed(Month/Day/Year)						6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		
(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned								ially Owned			
1.Title of Security (Instr. 3)	2. Transaction Dat (Month/Day/Year)		Date, if	3. Transa Code (Instr.	8)	4. Securit on(A) or Dis (Instr. 3, 4)	sposed	of (D)	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 Indirect Beneficial Ownership (Instr. 4)
Stock	03/03/2017			S		50,000	D	40.38 (1)	124,477	D	
Common Stock	03/03/2017			G(2)	V	5,000	D	\$ 0	119,477	D	
Common Stock									392,647	I	By family limited partnership (3)
Common Stock									20,000	I	By family limited

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			$\frac{\text{partnership}}{\underline{^{(4)}}}$			
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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Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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	2. Conversion	3. Transaction Date (Month/Day/Year)		4.	5. tiorNumber	6. Date Exerc Expiration D		7. Title Amoun		8. Price of Derivative
Security (Instr. 3)	or Exercise Price of Derivative Security	(Montal Day) Teal)	any (Month/Day/Year)	Code (Instr. 8	of	(Month/Day/ e		Underly Securit	ying	Security (Instr. 5)
				Code V	V (A) (D)	Date Exercisable	Expiration Date	Title 1	Amount or Number of Shares	

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

### **Reporting Owners**

**McNeill** 

Reporting Owner Name / Address	Relationships							
Topotong O Harris Land, Linds	Director	10% Owner	Officer	Other				
McNeill Scott K. 3141 HOOD STREET, SUITE 500 DALLAS, TX 75219	X		Chief Financial Officer					
Signatures								
/s/ James E. Mutrie, attorney-in-fact fo	or Scott K.	03	3/07/2017					

\*\*Signature of Reporting Person

# **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 March 3, 2017, Mr. McNeill sold 50,000 shares in multiple trades at prices ranging from \$40.37 to \$40.42. The price reported above reflects the weighted average sale price. Mr. McNeill 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.

Date

- (2) On March 3, 2017, Mr. McNeill donated 5,000 shares to a charitable trust.
- 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.
- 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.
- Mr. McNeill is the trustee of the irrevocable trust for the benefit of his minor children and therefor may be deemed to indirectly (5) beneficially own these securities. Mr. McNeill disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein.
- 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. 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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