

GRAY STEVEN D
Form 4
July 20, 2018

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 *
GRAY STEVEN D

(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)
07/19/2018

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 Executive Office

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	(A) or (D)	Price
Common Stock	07/19/2018		A		366,994	A	<u>(1)</u> <u>(2)</u> 780,553
Common Stock	07/19/2018		D		780,553	D	<u>(3)</u> 0
Common Stock	07/19/2018		D		25,056	D	<u>(3)</u> 0

See Footnote (4)

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

SEC 1474 (9-02)

displays a currently valid OMB control number.

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 Owned Beneficially (Instr. 5)
--	--	--------------------------------------	--	--------------------------------	---	--	---	--	--

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GRAY STEVEN D 3141 HOOD STREET, SUITE 500 DALLAS, TX 75219	X		Chief Executive Office	

Signatures

/s/ James E. Mutrie, attorney-in-fact for Steven D. Gray
 Date: 07/20/2018

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) On July 19, 2018, pursuant to the Agreement and Plan of Merger dated as of March 27, 2018 (the "Merger Agreement"), by and among Concho Resources Inc. ("Concho"), Green Merger Sub Inc. ("Merger Sub") and RSP Permian, Inc. ("RSP"), Merger Sub merged with and into RSP (the "Merger"), with RSP surviving the Merger as a wholly-owned subsidiary of Concho. Immediately prior to the effective time of the Merger (the "Effective Time"), the outstanding awards of performance-based restricted stock of RSP vested based on RSP's performance through the Effective Time, as determined by the RSP board of directors, and each vested share of performance-based restricted stock was converted into the right to receive 0.320 of a share of Concho common stock.

(2) (Continued from Footnote 1) On July 18, 2018 (the day prior to the Merger), the closing price of one share of Concho common stock was \$149.66. Withholding for the payment of tax liabilities in connection with the vesting of restricted stock awards was effectuated following the conversion into shares of Concho common stock.

(3) Pursuant to the Merger Agreement, each share of RSP common stock issued and outstanding immediately prior to the Effective Time (including each outstanding share of time-based restricted stock of RSP that vested in full and was treated as a share of RSP common stock for purposes of the Merger Agreement) was converted into the right to receive 0.320 of a share of Concho common stock. On July 18, 2018 (the day prior to the Merger), the closing price of one share of Concho common stock was \$149.66.

Edgar Filing: GRAY STEVEN D - Form 4

These securities are held of record by S&DG Investments, LLC ("S&DG Investments"). Steven D. Gray and Debbie Gray are the members of S&DG Investments. Accordingly, each of Mr. and Mrs. Gray may be deemed to share voting and dispositive power over the (4) reported securities of S&DG Investments, and as a result may be deemed to beneficially own the reported securities of S&DG Investments. Each of Mr. and Mrs. Gray disclaims beneficial ownership of the reported securities of S&DG Investments except to the extent of his or her 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.