Huck William Form 4 July 20, 2018

FORM 4

OMB APPROVAL

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

OMB Number: 3235-0287

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

Expires: January 31, 2005

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Estimated average burden hours per response... 0.5

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Section 16. Form 4 or Form 5 obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1 Name and Address of Departing De

07/19/2018

07/19/2018

Stock

Stock

Common

1. Name and Address of Reporting Person _ Huck William			Person 2. Issue Symbol	2. Issuer Name and Ticker or Trading Symbol				5. Relationship of Reporting Person(s) to Issuer				
			RSP Pe	RSP Permian, Inc. [RSPP]				(Check all applicable)				
	(Last)	(First) (M	fiddle) 3. Date o	f Earliest Tr	ansaction							
3141 HOOD STREET, SUITE 500 (Street)				(Month/Day/Year) 07/19/2018				Director 10% Owner X Officer (give title Other (specify below) E.V.P. of Operations				
			4. If Ame	4. If Amendment, Date Original				6. Individual or Joint/Group Filing(Check				
			Filed(Mo	Filed(Month/Day/Year)				Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person				
	DALLAS, T	X 75219										
	(City)	(State)	(Zip) Tab	le I - Non-D	erivative Se	curities	Acqı	uired, Disposed of	f, or Beneficial	ly Owned		
	1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securities	s Acquir	ed	5. Amount of	6. Ownership	7. Nature of		
	Security	(Month/Day/Year)	Execution Date, if	Code (Instr. 3, 4 and 5)			(D)	Beneficially (D) or Beneficia				
	(Instr. 3)		any									
			(Month/Day/Year)	(Instr. 8)				Owned	Indirect (I)	Ownership		
								Following Reported	(Instr. 4)	(Instr. 4)		
						(A)		Transaction(s)				
				Code V	Amount	or (D) P	Price	(Instr. 3 and 4)				
	Common	07/10/2019		٨	120 274	A (1	<u>1)</u>	524 807	D			

129,274 A

534,897 D

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

A

D

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SEC 1474

(9-02)

534,897

0

(2)

<u>(3)</u>

D

D

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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	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title	and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	TransactionNumber		Expiration Date		Amoun	t of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underly	ying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8) Deriva		e		Securit	ies	(Instr. 5)	Bene
	Derivative				Securities			(Instr. 3	3 and 4)		Own
	Security			Acquired							Follo
	•				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									A manuat		
									Amount		
						Date	Expiration		Or		
						Exercisable Date	Title Number of				
				C + V	(A) (D)						
				Code V	(A) (D)				Shares		

Reporting Owners

Relationships Reporting Owner Name / Address

> Officer Other Director 10% Owner

Huck William

3141 HOOD STREET, SUITE 500 E.V.P. of Operations

DALLAS, TX 75219

Signatures

/s/ James E. Mutrie, attorney-in-fact for William 07/20/2018 Huck

> **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 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.
- (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 (2) \$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.
- 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.

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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