

Grimm Michael K  
Form 4  
July 20, 2018

**FORM 4**

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

OMB APPROVAL

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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 \*  
Grimm Michael K

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
P. O. BOX 8813  
(Street)  
HORSESHOE BAY, TX 78657

3. Date of Earliest Transaction (Month/Day/Year)  
07/19/2018

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

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

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  | Code                           | V   | Amount  | (A) or (D)   | Price   |
| Common Stock                    | 07/19/2018                           |  | D <sup>(1)</sup>               |   | 63,206  | D  | <u>(1)</u><br><u>(2)</u>                              |
| Common Stock                    | 07/19/2018                           |  | D <sup>(1)</sup>               |   | 526,249   | D  | <u>(1)</u><br><u>(2)</u>                              |

By family limited partnership <sup>(3)</sup>

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

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SEC 1474 (9-02)

## Edgar Filing: Grimm Michael K - Form 4

**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 Following Reporting Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|

## Reporting Owners

| Reporting Owner Name / Address                               | Relationships |           |         |       |
|--|---------------|-----------|---------|-------|
|  | Director      | 10% Owner | Officer | Other |
| Grimm Michael K<br>P. O. BOX 8813<br>HORSESHOE BAY, TX 78657 | X             |           |         |       |

## Signatures

/s/ James E. Mutrie, attorney-in-fact for Michael K. Grimm 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.
- Pursuant to the Merger Agreement, each share of RSP common stock issued and outstanding immediately prior to the effective time of the Merger (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.
- (2) 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 conversion into shares of Concho common stock.
- Mr. Grimm is a manager of the general partner of Grimm Family Limited Partnership and therefore may be deemed to indirectly
- (3) beneficially own these securities. Mr. Grimm 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.