

Michael Wallace Management, LLC
 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 *
 Wallace Michael W.

 (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)

 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)
Common Stock	07/19/2018		D(1)	27,781	D (1) (2) 0	I	See Footnote (3)
Common Stock	07/19/2018		D(1)	82,109	D (1) (2) 0	I	See Footnote (4)
Common Stock	07/19/2018		D(1)	8,001,626	D (1) (2) 0	I	See Footnote (5)
Common Stock	07/19/2018		D(1)	2,166,152	D (1) (2) 0	I	See Footnote (6)

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Common Stock	07/19/2018	D ⁽¹⁾	500	D	<u>(1)</u> <u>(2)</u>	0	I	See Footnote (7)
Common Stock	07/19/2018	D ⁽¹⁾	300	D	<u>(1)</u> <u>(2)</u>	0	I	See Footnote (8)

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

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(9-02)

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)
				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
Wallace Michael W. 3141 HOOD STREET, SUITE 500 DALLAS, TX 75219	X	X		
Wallace Leslyn M. 508 W. WALL STREET, SUITE 1200 MIDLAND, TX 79701		X		
Wallace Family Partnership, LP 508 W. WALL STREET, SUITE 1200 MIDLAND, TX 79701		X		
Michael Wallace Management, LLC 508 W. WALL STREET, SUITE 1200 MIDLAND, TX 79701		X		

Signatures

/s/ James E. Mutrie, attorney-in-fact for Michael W. Wallace	07/20/2018
**Signature of Reporting Person	Date
/s/ James E. Mutrie, attorney-in-fact for Leslyn M. Wallace	07/20/2018
**Signature of Reporting Person	Date
/s/ James E. Mutrie, attorney-in-fact for Wallace Family Partnership, LP	07/20/2018
**Signature of Reporting Person	Date
/s/ James E. Mutrie, attorney-in-fact for Michael Wallace Management, LLC	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.

(2) 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. On July 18, 2018 (the day prior to the Merger), the closing price of one share of Concho common stock was \$149.66.

(3) These securities were held of record by Michael W. Wallace. Leslyn M. Wallace, Mr. Wallace's spouse, disclaims beneficial ownership of these securities except to the extent of her pecuniary interest therein.

(4) These securities were held of record by Mrs. Wallace. Mr. Wallace disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein.

(5) These securities were held by Wallace Family Partnership, LP ("Wallace LP"). Michael Wallace Management, LLC ("Wallace Management") is the general partner of Wallace LP, and Mr. Wallace and Mrs. Wallace were the managers of Wallace Management. Accordingly, each of Mr. and Mrs. Wallace may be deemed to share voting and dispositive power over the reported securities of Wallace LP, and as a result may be deemed to beneficially own the reported securities of Wallace LP. Each of Mr. and Mrs. Wallace disclaims beneficial ownership of the reported securities of Wallace LP except to the extent of his or her pecuniary interest therein.

(6) These securities were held of record by Collins & Wallace Holdings, LLC. The estate of Ted Collins, Jr. and Wallace LP are the members of Collins & Wallace Holdings, LLC. Wallace Management is the general partner of Wallace LP, and Mr. and Mrs. Wallace are the managers of Wallace Management. Accordingly, the estate of Ted Collins, Jr. and Mr. and Mrs. Wallace may be deemed to share voting and dispositive power over the reported securities of Collins & Wallace Holdings, LLC, and as a result may be deemed to beneficially own the reported securities of Collins & Wallace Holdings, LLC. Each of Mr. and Mrs. Wallace disclaims beneficial ownership of the reported securities except to the extent of his or her pecuniary interest therein.

(7) These securities were purchased by Mr. Wallace as custodian for a minor child under the Uniform Transfer to Minors Act. Mr. Wallace disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein.

(8) These securities were held by a member of Mr. and Mrs. Wallace's immediate family sharing the same household. Mr. and Mrs. Wallace disclaim beneficial ownership of these securities except to the extent of their 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.

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