

RSP Permian, Inc.
Form 4/A
July 29, 2016

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 *
Pollard Tamara 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)
06/30/2016

4. If Amendment, Date Original Filed(Month/Day/Year)
07/05/2016

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
EVP of Planning and Reserves

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	(D)	Price
Common Stock	06/30/2016		F ⁽¹⁾		1,111	D	\$ 0
Common Stock	06/30/2016		F ⁽¹⁾		3,173	D	\$ 0
Common Stock	06/30/2016		A ⁽²⁾		28,500	A	\$ 0
Common Stock	06/30/2016		A ⁽³⁾		23,357	A	\$ 0
Common Stock	06/30/2016		F ⁽¹⁾		11,957	D	\$ 0

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Common Stock	06/30/2016	F ⁽¹⁾	9,799	D	\$ 0	62,694	D	
Common Stock						380,989	I	See Footnote <u>(4)</u>
Common Stock						19,060	I	By spouse <u>(5)</u>

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 Beneficially Owned Following Reported Transaction (Instr. 5)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Pollard Tamara D. 3141 HOOD STREET, SUITE 500 DALLAS, TX 75219			EVP of Planning and Reserves	

Signatures

/s/ James E. Mutrie, attorney-in-fact for Tamara D. Pollard

07/29/2016

__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) Withheld for the payment of tax liabilities in connection with the vesting of a restricted stock grant issued in accordance with Rule 16b-3.

These securities are performance based restricted stock awards that were granted under the 2014 Long Term Incentive Plan for the performance period January 1, 2014 to December 31, 2016. All of these performance based restricted stock awards vested as of June 30, 2016 in connection with Ms. Pollard's retirement from the Issuer and her agreement with the Issuer and Issuer's Compensation Committee.
- (2) These securities are performance based restricted stock awards that were granted under the 2014 Long Term Incentive Plan for the performance period January 1, 2015 to December 31, 2017. All of these performance based restricted stock awards vested as of June 30, 2016 in connection with Ms. Pollard's retirement from the Issuer and her agreement with the Issuer and Issuer's Compensation Committee.
- (3) Ms. Pollard is a manager of the general partner of Pollard Resource Holdings, LP and therefore may be deemed to indirectly beneficially own these securities. Ms. Pollard disclaims beneficial ownership of these securities except to the extent of her pecuniary interest therein.
- (4) Ms. Pollard disclaims beneficial ownership of these securities except to the extent of her pecuniary interest therein.
- (5)

Remarks:

The Reporting Person's Form 4, filed with the Securities and Exchange Commission on July 5, 2016, inadvertently failed to no

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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