Edgar Filing: RSP Permian, Inc. - Form 4

RSP Permian	, Inc.									
Form 4										
November 04										
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION							OMB AF OMB Number:	APPROVAL 3235-0287		
Check this	s box	Washington, D.C. 20549								
if no longe subject to Section 16 Form 4 or	er STATEMENT (5.	STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES								
Form 5 obligations may continue. See Instruction 1(b). 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 R	esponses)									
1. Name and Ac Huck Williar	Symbol	2. Issuer Name and Ticker or Trading Symbol RSP Permian, Inc. [RSPP]				5. Relationship of Reporting Person(s) to Issuer				
(Last)		Date of Earliest Transaction				(Check all applicable)				
3141 HOOD		(Month/Day/Year)				Director 10% Owner X Officer (give title Other (specify below) VP, Operations				
	4. If Amendm Filed(Month/D	endment, Date Original onth/Day/Year)				 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting 				
DALLAS, T	X 75219						Person	ore than One Re	porting	
(City)	(State) (Zip)	Table I -	- Non-De	erivative	Secur	ities Acq	uired, Disposed of	, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)2. Transaction Date (Month/Day/Year)2A. Deemed Execution Date, if any (Month/Day/Year)			3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)				5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		
C		Со	ode V	Amount	or (D)	Price \$	Transaction(s) (Instr. 3 and 4)			
Common Stock	11/02/2016	S	S	3,600	D	35.86 (1) (2)	360,237	D		
Common Stock	11/02/2016	S	S	2,400	D	\$ 36.43 (2) (3)	357,837	D		

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

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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 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. Transactic Code (Instr. 8)	5. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	5	Date	7. Titl Amou Under Secur (Instr.	unt of rlying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
				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			
Huck William 3141 HOOD STREET, SUITE 500 DALLAS, TX 75219			VP, Operations				
Signatures							
/s/ James E. Mutrie, attorney-in-fact f Huck	11/04/2016						
<u>**</u> 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 November 2, 2016, pursuant to a plan of disposition adopted in accordance with Rule 10b5-1 of the Securities Exchange Act of 1934 (the "10b5-1 Plan"), Mr. Huck sold 3,600 shares in multiple trades at prices ranging from \$35.15 to \$36.15. The price reported above

(1) reflects the weighted average sale price. Mr. Huck hereby undertakes to provide to the Securities and Exchange Commission staff (the "Staff"), the issuer or any security holder of the issuer, upon request, full information regarding the number of shares and prices at which the transaction was effected.

The first sale under the 10b5-1 Plan was on August 17, 2016 and the 10b5-1 Plan provides for sales of Mr. Huck's shares at or above a minimum share price on certain pre-determined dates until the 10b5-1 Plan terminates after 100,000 shares in the aggregate have been sold.

On November 2, 2016, pursuant to the 10b5-1 Plan, Mr. Huck sold 2,400 shares in multiple trades at prices ranging from \$36.17 to \$36.91. The price reported above reflects the weighted average sale price. Mr. Huck hereby undertakes to provide to the Staff, the issuer

(3) s30.91. The price reported above reflects the weighted average sale price. Wil. Fluck hereby undertakes to provide to the start, the issuer or any security holder of the issuer, upon request, full information regarding the number of shares and prices at which the transaction was effected.

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.