

RSP Permian, Inc.
Form 4
March 10, 2017

FORM 4

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

OMB APPROVAL

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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 *
Collins Ted Jr

(Last) (First) (Middle)

508 W. WALL STREET, SUITE 1200

(Street)

MIDLAND, TX 79701

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
03/08/2017

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 03/08/2017 | | S | | 14,740 | D | \$ 38.84 (1) (2) |
| Common Stock | 03/08/2017 | | S | | 6,160 | D | \$ 39.93 (2) (3) |
| Common Stock | 03/08/2017 | | S | | 100 | D | \$ 40.47 (2) (4) |
| Common Stock | 03/09/2017 | | S | | 19,224 | D | \$ 38.29 |

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| | | | | | (2) (5) | | | | |
|--------------|------------|--|---|-------|---------|-------------|-----------|---|------------------------|
| Common Stock | 03/09/2017 | | S | 1,776 | D | \$ 39.11 | 8,367,851 | D | |
| | | | | | | (2) (6) | | | |
| Common Stock | | | | | | | 1,000 | I | By spouse (7) |
| Common Stock | | | | | | | 2,166,152 | I | See footnote (8) |

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. 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. Nu... Deriv... Secur... Bene... Own... Follo... Repo... Trans... (Instr...) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| | | | | | | Code | V | (A) | (D) |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Collins Ted Jr 508 W. WALL STREET, SUITE 1200 MIDLAND, TX 79701 | X | X | | |

Signatures

/s/ James E. Mutrie, attorney-in-fact for Ted Collins, Jr. 03/10/2017

__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 March 8, 2017, 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. Collins sold 14,740 shares in multiple trades at prices ranging from \$38.37 to \$39.33. The price reported above reflects the weighted average sale price. Mr. Collins 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.

(2) The first sale under the 10b5-1 Plan was on March 8, 2017 and the 10b5-1 Plan provides for twice-monthly sales of Mr. Collins' shares at or above a minimum share price of \$30.00 per share on randomly pre-determined dates ("Trade Date"). No more than 500,000 shares may be sold in the aggregate under the 10b5-1 Plan and no more than 100,000 shares may be sold on any Trade Date. The 10b5-1 Plan terminates no later than February 8, 2018, regardless of whether the maximum of 500,000 shares in the aggregate have been sold.

(3) On March 8, 2017, pursuant to the 10b5-1 Plan, Mr. Collins sold 6,160 shares in multiple trades at prices ranging from \$39.39 to \$40.34. The price reported above reflects the weighted average sale price. Mr. Collins hereby undertakes to provide to 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.

(4) On March 8, 2017, pursuant to the 10b5-1 Plan, Mr. Collins sold 100 shares in multiple trades at a price of \$40.47 per share. The price reported above reflects the weighted average sale price. Mr. Collins hereby undertakes to provide to 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.

(5) On March 9, 2017, pursuant to the 10b5-1 Plan, Mr. Collins sold 19,224 shares in multiple trades at prices ranging from \$37.89 to \$38.82. The price reported above reflects the weighted average sale price. Mr. Collins hereby undertakes to provide to 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.

(6) On March 9, 2017, pursuant to the 10b5-1 Plan, Mr. Collins sold 1,776 shares in multiple trades at prices ranging from \$38.91 to \$39.25. The price reported above reflects the weighted average sale price. Mr. Collins hereby undertakes to provide to 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.

(7) These securities are held of record by Mr. Collins' spouse. Mr. Collins disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein.

(8) These securities are held of record by Collins & Wallace Holdings, LLC. Mr. Collins and Wallace Family Partnership, LP are the members of Collins & Wallace Holdings, LLC. Accordingly, Mr. Collins 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. Mr. Collins disclaims beneficial ownership of the reported securities in excess of his pecuniary interests 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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