

Sheffield Bryan  
Form 4  
February 26, 2018

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2015  
Estimated average burden hours per response... 0.5

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 \*  
Sheffield Bryan

2. Issuer Name and Ticker or Trading Symbol  
Parsley Energy, Inc. [PE]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
303 COLORADO STREET, SUITE 3000

3. Date of Earliest Transaction (Month/Day/Year)  
02/26/2018

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

See Remarks

(Street)

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

AUSTIN, TX 78701

(City) (State) (Zip)

**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               |            |   |   |
| Class A common stock            | 02/26/2018                           |  | P                              |   |   | 189,500  | A   | 26.34<br><u>(1)</u> | 11,533,063 | D |   |
| Class A common stock            |                                      |  |                                |   |   |  |   |                     | 1,711,269  | I | By Sheffield Energy Management, LLC<br><u>(2)</u> |
| Class B common stock <u>(3)</u> |                                      |  |                                |   |   |  |   |                     | 20,716,573 | D |   |
|                                 |                                      |  |                                |   |   |  |   |                     | 1,802,178  | I |   |

Class B  
common  
stock <sup>(3)</sup>

By Sheffield  
Energy  
Management <sup>(2)</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)

**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 Transaction (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 |
| Sheffield Bryan<br>303 COLORADO STREET, SUITE 3000<br>AUSTIN, TX 78701 | X             | X         | See Remarks |       |

## Signatures

/s/ Bryan Sheffield, by Colin Roberts, as  
Attorney-in-Fact

02/26/2018

\_\_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) The price reported in Column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$25.90 to \$26.64, inclusive. Upon request, the Reporting Person will provide to Parsley Energy, Inc., any security holder of Parsley Energy, Inc., or the staff of the Securities and Exchange Commission full information regarding the number of shares purchased at each separate price within the rate set forth in this footnote.

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- (2) Mr. Sheffield has voting and dispositive power over these shares.
- (3) Each share of Class B common stock has no economic rights but entitles its holder to one vote on all matters to be voted on by stockholders generally.

### **Remarks:**

Chairman and Chief Executive Officer

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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