

GRAY STEVEN D
Form 4
March 09, 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 *
GRAY STEVEN D

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
3141 HOOD STREET, SUITE 500

3. Date of Earliest Transaction (Month/Day/Year)
10/19/2017

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

Chief Executive Officer

(Street)
DALLAS, TX 75219

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

(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 Ownership (Instr. 4)
Common Stock	10/19/2017		J ⁽¹⁾	35,056 A	\$ 0 (1) 35,056	I	See Footnote (2)
Common Stock	11/29/2017		G ⁽³⁾	10,000 D	\$ 0 25,056	I	See Footnote (2)
Common Stock					413,559	D	

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

Persons who respond to the collection of information contained in this form are not

SEC 1474 (9-02)

required to respond unless the form displays a currently valid OMB control number.

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)
--	--	--------------------------------------	--	--------------------------------	---	--	---	--	---

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GRAY STEVEN D 3141 HOOD STREET, SUITE 500 DALLAS, TX 75219	X		Chief Executive Officer	

Signatures

/s/ James E. Mutrie, attorney-in-fact for Steven D. Gray
03/09/2018

__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) Pursuant to the Written Consent of the General Partner of Pecos Energy Partners, L.P. (the "Partnership"), dated October 19, 2017, the Partnership made a pro rata distribution of all of the shares of RSP Permian, Inc.'s common stock, par value \$0.01 per share ("common stock"), that it held to its partners. Mr. Gray received 35,056 shares of common stock pursuant to this distribution from the Partnership.

(2) These securities are held of record by S&DG Investments, LLC ("S&DG Investments"). Steven D. Gray and Debbie Gray are the members of S&DG Investments. Accordingly, each of Mr. and Mrs. Gray may be deemed to share voting and dispositive power over the reported securities of S&DG Investments, and as a result may be deemed to beneficially own the reported securities of S&DG Investments. Each of Mr. and Mrs. Gray disclaims beneficial ownership of the reported securities of S&DG Investments except to the extent of his or her pecuniary interest therein.

(3) On November 29, 2017, S&DG Investments donated 10,000 shares to a charitable trust.

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.