

Goff MCEP II LP  
Form 4  
December 27, 2018

**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 \*  
GOFF JOHN C

2. Issuer Name and Ticker or Trading Symbol  
Mid-Con Energy Partners, LP  
[MCEP]

5. Relationship of Reporting Person(s) to Issuer  
  
(Check all applicable)

(Last) (First) (Middle)  
500 COMMERCE STREET  
  
(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)  
12/24/2018

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

FORT WORTH, TX 76102  
  
(City) (State) (Zip)

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
\_\_\_ Form filed by One Reporting Person  
\_X\_ 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 Indirect Beneficial Ownership (Instr. 4)		
			Code	V	Amount	(A) or (D)	Price		
Common Units	12/24/2018		P		143,000	A	\$ 0.666 143,000	I	See footnote (1)
Common Units	12/24/2018		P		35,000	A	\$ 0.666 35,000	I	See footnote (2)
Common Units	12/26/2018		P		65,000	A	\$ 0.7324 208,000	I	See footnote (1)
Common Units	12/26/2018		P		15,000	A	\$ 0.7324 50,000	I	See footnote

(2)

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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Class A Convertible Preferred Units	<u>(3)</u>					02/11/2017	<u>(3)</u>	Common Units Representing Limited Partner Interests	2,697,67
Class A Convertible Preferred Units	<u>(3)</u>					02/11/2017	<u>(3)</u>	Common Units Representing Limited Partner Interests	1,860,46
Class A Convertible Preferred Units	<u>(3)</u>					02/11/2017	<u>(3)</u>	Common Units Representing Limited Partner Interests	232,558
Class B Convertible Preferred Units	<u>(4)</u>					07/31/2018	<u>(4)</u>	Common Units Representing Limited Partner Interests	5,098,03
	<u>(4)</u>					07/31/2018	<u>(4)</u>		784,314

Class B  
Convertible  
Preferred  
Units

Common  
Units  
Representing  
Limited  
Partner  
Interests

Class B  
Convertible  
Preferred  
Units

(4)

07/31/2018

(4)

Common  
Units  
Representing  
Limited  
Partner  
Interests

784,314

Class B  
Convertible  
Preferred  
Units

(4)

07/31/2018

(4)

Common  
Units  
Representing  
Limited  
Partner  
Interests

2,614,37

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GOFF JOHN C 500 COMMERCE STREET FORT WORTH, TX 76102		X		
Goff MCEP II LP 500 COMMERCE STREET FORT WORTH, TX 76102		X		

## Signatures

/s/ John C. Goff

12/27/2018

\_\_Signature of Reporting Person

Date

Goff MCEP II, LP, By: GFS MCEP GP, LLC, the general partner, By /s/ John C. Goff, Chief Executive Officer

12/27/2018

\_\_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) These Common Units are directly held by the John C. Goff 2010 Family Trust (the Trust). John C. Goff is the trustee of the Trust and, as such, he may be deemed to beneficially own the common units representing limited partner interests (Common Units) held by the Trust.

(2) These Common Units are directly held by Goff Family Investments, LP (Goff Investments). Goff Capital, Inc. (Goff Capital) is the general partner of Goff Investments and, as such, it may be deemed to beneficially own the Common Units held by Goff Investments. The Trust is the controlling shareholder of Goff Capital and, as such, it may be deemed to beneficially own the Common Units held by Goff Capital. John C. Goff is the trustee of the Trust and, as such, he may be deemed to beneficially own the securities held by the Trust.

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(3) The Class A Convertible Preferred Units (Class A Preferred Units) are convertible into Common Units on a one-for-one basis and have no expiration date.

(4) The Class B Convertible Preferred Units (Class B Preferred Units) are convertible into Common Units on a one-for-one basis and have no expiration date.

These Class A Preferred Units are held directly by Goff MCEP Holdings, LLC (Goff MCEP Holdings). Goff Capital is the manager of Goff MCEP Holdings, and, as such, it may be deemed to beneficially own the Class A Preferred Units held by Goff MCEP Holdings.

(5) The John C. Goff 2010 Family Trust (the Trust) is the controlling shareholder of Goff Capital, and, as such, it may be deemed to beneficially own the Class A Preferred Units held by Goff Capital. John C. Goff is the trustee of the Trust and, as such, he may be deemed to beneficially own the Class A Preferred Units held by the Trust.

These Class A and Class B Preferred Units are held directly by Goff REN Holdings, LLC (Goff REN). GFS REN GP, LLC (GFS REN) is the managing member of Goff REN and, as such, it may be deemed to beneficially own the Class A and Class B Preferred Units held by Goff REN. GFS Management, LLC (GFS Management) is the managing member of GFS REN and, as such, it may be deemed to beneficially own the Class A and Class B Preferred Units held by GFS REN. Goff Focused Strategies LLC (GFS) is the managing member of GFS Management and, as such,

(6) (Continued from Footnote 6) it may be deemed to beneficially own the Class A and Class B Preferred Units held by GFS Management. GFT Strategies, LLC (GFT) is the controlling equity holder of GFS and, as such, it may be deemed to beneficially own the Class A and Class B Preferred Units held by GFS. The Trust is the managing member of GFT and, as such, it may be deemed to beneficially own the Class A and Class B Preferred Units held by GFT. John C. Goff is the trustee of the Trust and, as such, he may be deemed to beneficially own the Class A and Class B Preferred Units held by the Trust.

(8) These Class A Preferred Units are held directly by the Goff Family Foundation (Family Foundation). John C. Goff is the sole board member of the Family Foundation and, as such, he may be deemed to beneficially own the Class A Preferred Units held by the Family Foundation.

These Class B Preferred Units are held directly by Goff MCEP II, LP (Goff MCEP II). GFS MCEP GP, LLC (GFS MCEP) is the general partner of Goff MCEP II and, as such, it may be deemed to beneficially own the Class B Preferred Units held by Goff MCEP II. GFS Management is the managing member of GFS MCEP and, as such, it may be deemed to beneficially own the Class B Preferred Units held by GFS MCEP. GFS is the managing member of GFS Management and, as such, it may be deemed to beneficially own the Class B Preferred Units held by GFS Management. GFT is the controlling equity holder of GFS and, as such, it may be deemed to beneficially own the Class B Preferred Units held by GFS. The Trust is the managing member of GFT and, as such, it may be deemed to beneficially own the Class B Preferred Units held by GFT. John C. Goff is the trustee of the Trust and, as such, he may be deemed to beneficially own the Class B Preferred Units held by the Trust.

(10) These Class B Preferred Units are held directly by Goff REN Holdings II, LLC (Goff REN II). GFS REN is the managing member of Goff REN II and, as such, it may be deemed to beneficially own the Class B Preferred Units held by Goff REN II. GFS Management is the managing member of GFS REN and, as such, it may be deemed to beneficially own the Class B Preferred Units held by GFS REN. GFS is the managing member of GFS Management and, as such, it may be deemed to beneficially own the Class B Preferred Units held by GFS Management. GFT is the controlling equity holder of GFS and, as such, it may be deemed to beneficially own the Class B Preferred Units held by GFS. The Trust is the managing member of GFT and, as such, it may be deemed to beneficially own the Class B Preferred Units held by GFT. John C. Goff is the trustee of the Trust and, as such, he may be deemed to beneficially own the Class B Preferred Units held by the Trust.

(11) These Class B Preferred Units are held directly by Goff Focused Energy Strategies, LP (Goff Energy). GFS Energy GP, LLC (GFS Energy) is the general partner of Goff Energy and, as such, it may be deemed to beneficially own the Class B Preferred Units held by Goff Energy. GFS Management is the managing member of GFS Energy and, as such, it may be deemed to beneficially own the Class B Preferred Units held by GFS Energy. GFS is the managing member of GFS Management and, as such, it may be deemed to beneficially own the Class B Preferred Units held by GFS Management. GFT is the controlling equity holder of GFS and, as such, it may be deemed to beneficially own the Class B Preferred Units held by GFS. The Trust is the managing member of GFT and, as such, it may be deemed to beneficially own the Class B Preferred Units held by GFT. John C. Goff is the trustee of the Trust and, as such, he may be deemed to beneficially own the Class B Preferred Units held by the Trust.

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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