

NGP Energy Capital Management, L.L.C.
 Form 4
 August 14, 2014

FORM 4

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

OMB APPROVAL

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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 *
 RSP Permian Holdco, L.L.C.

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,
 (Street)

3. Date of Earliest Transaction
 (Month/Day/Year)
 08/12/2014

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

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)
			Code	V	Amount	(D)	Price
Common Stock	08/12/2014		S(1)		6,145,717	D	\$ 24.75
					8,247,166	I	

See Footnotes (2) (3)

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)

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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
RSP Permian Holdco, L.L.C. 3141 HOOD STREET, SUITE 500 DALLAS, TX 75219		X		Director by deputization
Production Opportunities II, L.P. 5221 N. O'CONNOR BLVD., SUITE 1100 IRVING, TX 75039		X		
Natural Gas Partners IX, L.P. 5221 N. O'CONNOR BLVD., SUITE 1100 IRVING Irving, TX 75039		X		
NGP IX Offshore Holdings, L.P. 5221 N. O'CONNOR BOULEVARD SUITE 1100 IRVING, TX 75039		X		
G.F.W. ENERGY IX, L.P. 5221 N. O'CONNOR BOULEVARD SUITE 1100 IRVING, TX 75039		X		
GFW IX, L.L.C. 5221 N. O'CONNOR BLVD., STE. 1100 IRVING, TX 75039		X		
NGP Energy Capital Management, L.L.C. 5221 N. O'CONNOR BLVD., SUITE 1100 IRVING, TX 75039		X		

Signatures

/s/ Scott McNeill, attorney-in-fact for RSP Permian Holdco, L.L.C.	08/14/2014
__Signature of Reporting Person	Date
/s/ Scott McNeill, attorney-in-fact for Production Opportunities II, L.P.	08/14/2014
__Signature of Reporting Person	Date
/s/ Scott McNeill, attorney-in-fact for Natural Gas Partners IX, L.P.	08/14/2014
__Signature of Reporting Person	Date
/s/ Scott McNeill, attorney-in-fact for NGP IX Offshore Holdings, L.P.	08/14/2014
__Signature of Reporting Person	Date
/s/ Scott McNeill, attorney-in-fact for G.F.W. Energy IX, L.P.	08/14/2014
__Signature of Reporting Person	Date
/s/ Scott McNeill, attorney-in-fact for GFW IX, L.L.C.	08/14/2014
__Signature of Reporting Person	Date
/s/ Scott McNeill, attorney-in-fact for NGP Energy Capital Management, L.L.C.	08/14/2014
__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) In connection with an underwritten public offering of RSP Permian, Inc.'s ("RSP") common stock, par value \$0.01 per share ("common stock"), by RSP and certain selling stockholders of RSP named in the registration statement on Form S-1 initially filed with the Securities and Exchange Commission on May 30, 2014, as subsequently amended, Production Opportunities II, L.P. ("Production Opportunities") sold 6,145,717 shares of common stock previously distributed to it by RSP Permian Holdco, L.L.C. ("Holdco"). After such sale, Production Opportunities holds no shares of common stock directly.
- (2) This form is jointly filed by Holdco, Production Opportunities, Natural Gas Partners IX, L.P. ("NGP IX"), NGP IX Offshore Holdings, L.P. ("NGP Offshore"), G.F.W. Energy IX, L.P. ("GFW Energy"), GFW IX, L.L.C. ("GFW IX") and NGP Energy Capital Management, L.L.C. ("NGP ECM"). GFW IX is the general partner of GFW Energy, the general partner of each of NGP IX and NGP Offshore, which jointly own Production Opportunities, which owns a controlling interest in Holdco.
- (3) Accordingly, each of GFW IX, GFW Energy, NGP IX, NGP Offshore and Production Opportunities may be deemed to share voting and dispositive power over the reported securities of Holdco, and as a result may be deemed to beneficially own the reported securities of Holdco. GFW IX has delegated full power and authority to manage NGP IX and NGP Offshore to NGP ECM and accordingly, NGP ECM may be deemed to share voting and dispositive power over the reported securities of Holdco, and as result may be deemed to beneficially own the reported securities of Holdco. Each of GFW IX, GFW Energy, NGP IX, NGP Offshore, Production Opportunities and NGP ECM disclaim beneficial ownership of the reported securities in excess of their 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. 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.