

RSP Permian, Inc.  
Form 5  
February 13, 2015

# FORM 5

**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).  
Form 3 Holdings Reported Form 4 Transactions Reported

**ANNUAL 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

1. Name and Address of Reporting Person \*  
**Production Opportunities II, L.P.**

(Last) (First) (Middle)

**5221 N. O'CONNOR BLVD.,  
SUITE 1100**

(Street)

**IRVING, TX 75039**

(City) (State) (Zip)

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

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)  
**12/31/2014**

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 Reporting

(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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	12/11/2014	Â	J <sup>(1)</sup>	5,941,873 A	\$ <sup>(1)</sup> 5,941,873	I	See Footnotes (2) (3) (4)

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

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SEC 2270 (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. Price of Underlying Security (Instr. 5)
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## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
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, TX 75039	^	^ X	^	^
G.F.W. ENERGY IX, L.P. 5221 N. O'CONNOR BLVD., SUITE 1100 IRVING, TX 75039	^	^ X	^	^
GFW IX, L.L.C. 5221 N. O'CONNOR BLVD., SUITE 1100 IRVING, TX 75039	^	^ X	^	^
NGP Energy Capital Management, L.L.C. 5221 N. O'CONNOR BLVD., SUITE 1100 IRVING, TX 75039	^	^ X	^	^
NGP IX Offshore Holdings, L.P. 5221 N. O'CONNOR BLVD., SUITE 1100 IRVING, TX 75039	^	^ X	^	^

## Signatures

/s/ James E. Mutrie, attorney-in-fact for Production Opportunities II, L.P. 02/13/2015  
 \*\*Signature of Reporting Person Date

/s/ James E. Mutrie, attorney-in-fact for the general partner of the general partner of Natural Gas Partners IX, L.P. 02/13/2015  
 \*\*Signature of Reporting Person Date

/s/ James E. Mutrie, attorney-in-fact for the general partner of the general partner of NGP IX 02/13/2015

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Offshore Holdings, L.P.

\_\_Signature of Reporting Person

Date

/s/ James E. Mutrie, attorney-in-fact for the general partner of G.F.W. Energy IX, L.P.

02/13/2015

\_\_Signature of Reporting Person

Date

/s/ James E. Mutrie, attorney-in-fact for GFW IX, L.L.C.

02/13/2015

\_\_Signature of Reporting Person

Date

/s/ James E. Mutrie, attorney-in-fact for NGP Energy Capital Management, L.L.C.

02/13/2015

\_\_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).

In connection with its impending dissolution, RSP Permian Holdco, L.L.C. ("Holdco") made a pro rata distribution of all of the shares of

(1) RSP Permian, Inc.'s common stock, par value \$0.01 per share ("common stock"), that it held to its members. Production Opportunities II, L.P. ("Production Opportunities") received 5,941,873 shares of common stock pursuant to this distribution from Holdco.

(2) Held directly by Production Opportunities.

This form is jointly filed by 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

(3) jointly own Production Opportunities. Accordingly, each of GFW IX, GFW Energy, NGP IX, and NGP Offshore may be deemed to share voting and dispositive power over the reported securities of Production Opportunities, and as a result may be deemed to beneficially own the reported securities of Production Opportunities.

GFW IX has delegated full power and authority to manage NGP IX and NGP Offshore to NGP ECM and accordingly, NGP ECM may be

(4) deemed to share voting and dispositive power over the reported securities of Production Opportunities, and as result may be deemed to beneficially own the reported securities of Production Opportunities. Each of GFW IX, GFW Energy, NGP IX, NGP Offshore 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 provided 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.