RSP Permian, Inc. Form 4 December 02, 2015

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

OMB APPROVAL

OMB Number: 3235-0287 January 31,

Expires: 2005
Estimated average

burden hours per response... 0.5

5. Relationship of Reporting Person(s) to

(Check all applicable)

Issuer

Check this box if no longer subject to Section 16. Form 4 or Form 5

obligations

SECURITIESFiled pursuant to Section 16(a) of the Securities Exchange Act of 1934,

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

2. Issuer Name and Ticker or Trading

RSP Permian, Inc. [RSPP]

may continue. See Instruction

See Instruction

Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

Symbol

1(b).

(Print or Type Responses)

McNeill Scott K.

1. Name and Address of Reporting Person *

| | (TT) | 0.51.11 | | | | | | (Clied | ck an applicable | 5) | | |
|------------|-------------------|-----------------|---|-----------------|-------------|---------|------------|---------------------------------------|------------------------|-----------------------|--|--|
| (Last) | (First) | (Middle) | 3. Date o | f Earliest T | ransaction | | | | | | | |
| | | | (Month/I | Day/Year) | | | | _X_ Director | | 6 Owner | | |
| 3141 HOO | D STREET, SU | ITE 500 | 11/30/2 | 2015 | | | | _X_ Officer (give | | er (specify | | |
| | | | | | | | | below) below) | | | | |
| | | | | | | | | Chief | Financial Offic | er | | |
| | (Street) | | 4. If Ame | endment, Da | ate Origina | 1 | | 6. Individual or Jo | oint/Group Fili | ng(Check | | |
| | | | Filed(Mo | nth/Day/Yea | r) | | | Applicable Line) | • | | | |
| | | | | , | -/ | | | _X_ Form filed by | One Reporting Pe | erson | | |
| DALLAS, | TV 75210 | | | | | | | Form filed by More than One Reporting | | | | |
| DALLAS, | 1A 13219 | | | | | | | Person | | | | |
| (City) | (State) | (Zip) | Tab | le I - Non-I | Derivative | Secur | ities Acq | uired, Disposed o | f, or Beneficial | lly Owned | | |
| 1.00 | 2 T .: D | . 24 D | | | | | - | , • | | · | | |
| 1.Title of | 2. Transaction Da | | | 3. | 4. Securit | | | 5. Amount of Securities | 6. | 7. Nature of Indirect | | |
| | | | n Date, if Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) | | | | | | Ownership Form: Direct | | | |
| (Instr. 3) | | any (Month/I | Day/Year) | Code (Instr. 8) | (IIISU. 5, | + and . | 3) | Beneficially Owned | (D) or Indirect (I) | Ownership | | |
| | | (Monu) | Day/ I cal) | (IIISII. 0) | | | | Following | | (Instr. 4) | | |
| | | | | | | | | Reported | (Instr. 4) | (111811. 4) | | |
| | | | | | | (A) | | Transaction(s) | (IIIsu. +) | | | |
| | | | | | | or | | (Instr. 3 and 4) | | | | |
| | | | | Code V | Amount | (D) | Price | (msu. 3 and 4) | | | | |
| C | | | | | | | \$ | | | | | |
| Common | 11/30/2015 | | | S | 40,000 | D | 28.55 | 744,052 | D | | | |
| Stock | 11,20,2012 | | | S | 10,000 | | (1) | 7 1 1,022 | 2 | | | |
| | | | | | | | <u>(4)</u> | | | | | |
| | | | | | | | | | | UTMA | | |
| | | | | | | | | | | custodian | | |
| Common | | | | | | | | 200 | т | | | |
| Stock | | | | | | | | 300 | I | for son, | | |
| | | | | | | | | | | Jack | | |
| | | | | | | | | | | McNeill (2) | | |
| | | | | | | | | 200 | | T 1777) # A | | |
| Common | | | | | | | | 300 | I | UTMA | | |
| Stock | | | | | | | | | | custodian | | |
| | | | | | | | | | | for | | |
| | | | | | | | | | | daughter, | | |
| | | | | | | | | | | | | |

Lola McNeill (2) **UTMA** custodian Common for 300 I Stock daughter, Sophie McNeill (2)

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control

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) | 4. Transacti Code (Instr. 8) | 5. orNumber of Derivative Securities Acquired (A) or Disposed | . | ate | 7. Titl Amou Under Securi (Instr. | int of rlying | 8. Price of Derivative Security (Instr. 5) | 9. Nu Deriv Secur Bene Owne Follo Repo Trans |
|---|---|--------------------------------------|---------------------------------------|--|---------------------|--------------------|---|------------------------------|---|---|
| | | | | of (D) (Instr. 3, | | | | | | (Instr |
| | | | | 4, and 5) | | | | | | |
| | | | | (A) (T) | Date Exercisable | Expiration Date | Title | Amount or Number of | | |
| | | | Code V | (A) (D) | | | | Shares | | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | | | |
|--------------------------------|---------------|-----------|-----------|-------|--|--|--|
| | Director | 10% Owner | Officer | Other | | | |
| McNeill Scott K. | | | Chief | | | | |
| 3141 HOOD STREET, SUITE 500 | X | | Financial | | | | |
| DALLAS, TX 75219 | | | Officer | | | | |
| Signatures | | | | | | | |

/s/ James E. Mutrie, attorney-in-fact for Scott K. 12/02/2015 McNeill

> **Signature of Reporting Person Date

2 Reporting Owners

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).
- On November 30, 2015, Mr. McNeill sold 40,000 shares in multiple trades at prices ranging from \$28.27 to \$28.92. The price reported above reflects the weighted average sale price. The reporting person hereby undertakes to provide to the Securities and Exchange
- (1) Commission staff, the issuer or any security holder of the issuer, upon request, full information regarding the number of shares and prices at which the transaction was effected.
- (2) These securities were purchased by Mr. McNeill as custodian for a minor child under the Uniform Transfer to Minors Act. Mr. McNeill disclaims beneficial ownership of these securities except to the extent of his pecuniary interest 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.