

Parsley Energy, Inc.  
Form 4  
June 02, 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 \*  
Gallagher Matthew

(Last) (First) (Middle)  
500 W. TEXAS AVE., TOWER I,  
SUITE 200  
(Street)

MIDLAND, TX 79701

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
Parsley Energy, Inc. [PE]

3. Date of Earliest Transaction  
(Month/Day/Year)  
05/29/2014

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
\_X\_ 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 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   |   |                                   |
| Class A common stock            | 05/29/2014                           |  | A <sup>(1)</sup>               |   | 307,522   | A  | \$ 0 307,522  | D |                                   |
| Class A common stock            | 05/29/2014                           |  | A <sup>(2)</sup>               |   | 219,441   | A  | \$ 0 526,963  | I | By KMG Energy, LLC <sup>(2)</sup> |
| Class A common stock            | 05/29/2014                           |  | A <sup>(3)</sup>               |   | 82,842  | A  | \$ 0 609,805  | D |                                   |
| Class A common                  | 05/29/2014                           |  | S <sup>(5)</sup>               |   | 60,606  | D  | \$ 17.4825 549,199                                    | D |                                   |

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|                             |            |  |      |           |   |      |           |     |
|-----------------------------|------------|--|------|-----------|---|------|-----------|-----|
| stock                       |            |  |      |           |   |      |           | (4) |
| Class A<br>common stock (6) | 05/29/2014 |  | A    | 24,878    | A | \$ 0 | 574,077   | D   |
| Class B<br>Common Stock (7) | 05/29/2014 |  | A(1) | 1,230,088 | A | \$ 0 | 1,230,088 | D   |

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 Number Shares |
| Parsley Energy, LLC Membership Unit        | \$ 0   | 05/29/2014                           |  | A                              |   | (8)  | (8)   | Class A common stock | 1,230,088            |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |             |       |
|--|---------------|-----------|-------------|-------|
|  | Director      | 10% Owner | Officer     | Other |
| Gallagher Matthew<br>500 W. TEXAS AVE.,<br>TOWER I, SUITE 200<br>MIDLAND, TX 79701 |               |           | See Remarks |       |

## Signatures

/s/ Matt Gallagher, by Colin Roberts, as Attorney-in-Fact

06/02/2014

\*\*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) Upon closing of the Issuer's initial public offering, (i) the Limited Liability Company Agreement of Parsley Energy, LLC ("Parsley LLC"), of which the Issuer is the managing member, was amended and restated to, among other things, convert all of the membership interests (including outstanding incentive units) in Parsley LLC held by its existing owners, into a single class of units in Parsley LLC referred to as Parsley Energy, LLC Membership Units (the "Recapitalization"), (ii) Mr. Gallagher contributed 307,522 of his Parsley Energy, LLC Membership Units to the Issuer in exchange for an equal number of shares of Class A common stock and (iii) Parsley LLC distributed to Mr. Gallagher one share of Class B common stock for each Parsley Energy, LLC Membership Unit held by Mr. Gallagher.

(2) In connection with the Recapitalization, KMG Energy, LLC contributed 219,441 Parsley Energy, LLC Membership Units to the Issuer in exchange for an equal number of shares of Class A common stock. Mr. Gallagher has voting and dispositive power over these shares but disclaims beneficial ownership over these shares in excess of his pecuniary interest in these shares. KMG Energy, LLC is an entity owned by Mr. Gallagher and his wife.

(3) In connection with the Issuer's initial public offering, pursuant to the Agreement and Plan of Merger, dated May 29, 2014, between the Issuer and Parsley Energy Employee Holdings, LLC ("PEEH"), PEEH merged with and into the Issuer (the "Merger") and the members of PEEH received shares of Class A common stock in exchange for the membership interests in PEEH. Mr. Gallagher received 82,842 shares of Class A common stock in the Merger.

(4) This amount represents the \$18.50 offering price per share of the Issuer's common stock less the underwriting discounts and commission of \$1.0175 per share.

(5) Matt Gallagher sold 60,606 shares as a selling shareholder in the initial public offering, pursuant to a registration statement on Form S-1, as amended, initially filed by the Issuer on April 11, 2014.

(6) Restricted Stock Award pursuant to the Parsley Energy, Inc. 2014 Long Term Incentive Plan. The award vests in full on the fourth anniversary of the grant date.

(7) Each share of Class B common stock has no economic rights but entitles its holder to one vote on all matters to be voted on by stockholders generally.

(8) Subject to the terms of the First Amended and Restated Limited Liability Company Agreement of Parsley Energy, LLC among Parsley Energy, LLC and the members thereof, the Parsley Energy, LLC Membership Units (together with a corresponding number of shares of Class B common stock) are exchangeable from time to time for shares of Class A common stock of Parsley Energy, Inc.

### Remarks:

#### Vice President-Chief Operating Officer

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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