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| Collins Ted Form 4 October 06, | | | | | | | | | | |
|--|--|---|--|---------------------------------------|---------------------------|--|--|---|--|--|
| FORM / | | | | | | | | PROVAL | | |
| | UNITED STAT | UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549 | | | | | | 3235-0287 | | |
| Check th if no long | ger. | STATEMENT OF CHANGES IN BENEFICIAL OWN | | | | | | January 31, 2005 | | |
| subject to Section 1 Form 4 c | 16. | OF CHANGES IN SECU | NERSHIP OF | Estimated a burden hou response | iverage | | | | | |
| Form 5 obligations may continue. See Instruction 1(b). 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 A Collins Ted | Symbol | 2. Issuer Name and Ticker or Trading Symbol RSP Permian, Inc. [RSPP] | | | | 5. Relationship of Reporting Person(s) to Issuer | | | | |
| (Last) | (First) (Middle) | 3. Date of Earliest 7 | - | L | | (Check | k all applicable |) | | |
| 508 W. WALL STREET, SUITE (Month/D 10/04/20 | | | Ionth/Day/Year))/04/2017 | | | | X_ DirectorX_ 10% Owner Officer (give titleOther (specify below) below) | | | |
| 1200 | | | | | | | | | | |
| | | | mendment, Date Original Month/Day/Year) | | | | 6. Individual or Joint/Group Filing(Check Applicable Line) _X_Form filed by One Reporting Person | | | |
| MIDLAND, TX 79701 — 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) | Security (Month/Day/Year) Execution Date, if | | | | equired l of (D) 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) | | |
| | | Code V | Amount | (D) | Price | (Instr. 3 and 4) | | | | |
| Common Stock | 10/04/2017 | S | 21,000 | D | \$ 34.78 (1) (2) | 8,094,851 | D | | | |
| Common Stock | 10/05/2017 | S | 21,000 | D | \$ 34.7 (2) (3) | 8,073,851 | D | | | |
| Common Stock | | | | | | 1,000 | Ι | By spouse (4) | | |
| Common Stock | | | | | | 2,166,152 | Ι | See footnote (5) | | |

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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 number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of | 2. | 3. Transaction Date | 3A. Deemed | 4. | 5. | 6. Date Exerc | cisable and | 7. Title | e and | 8. Price of | 9. Nu |
|-------------|-------------|---------------------|--------------------|---------------|------------|---------------|-------------|----------|----------|-------------|--------|
| Derivative | Conversion | (Month/Day/Year) | Execution Date, if | Transacti | onNumber | Expiration D | ate | Amou | nt of | Derivative | Deriv |
| Security | or Exercise | | any | Code | of | (Month/Day/ | Year) | Underl | ying | Security | Secu |
| (Instr. 3) | Price of | | (Month/Day/Year) | (Instr. 8) | Derivative | e | | Securit | ties | (Instr. 5) | Bene |
| | Derivative | | | | Securities | | | (Instr. | 3 and 4) | | Owne |
| | Security | | | | Acquired | | | | | | Follo |
| | - | | | | (A) or | | | | | | Repo |
| | | | | | Disposed | | | | | | Trans |
| | | | | | of (D) | | | | | | (Instr |
| | | | | | (Instr. 3, | | | | | | |
| | | | | | 4, and 5) | | | | | | |
| | | | | | | | | | A | | |
| | | | | | | | | | Amount | | |
| | | | | | | Date | Expiration | | or | | |
| | | | | | | Exercisable | Date | | Number | | |
| | | | | a 1 17 | | | | | of | | |
| | | | | Code V | (A) (D) | | | | Shares | | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | | | |
|---|---------------|-----------|------------|-------|--|--|--|
| Terformig o meet tunte (tradition | Director | 10% Owner | Officer | Other | | | |
| Collins Ted Jr 508 W. WALL STREET, SUITE 1200 MIDLAND, TX 79701 | Х | Х | | | | | |
| Signatures | | | | | | | |
| /s/ James E. Mutrie, attorney-in-fact for Collins, Jr. | Ted | | 10/06/2017 | | | | |
| <u>**</u> 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).

On October 4, 2017, pursuant to a plan of disposition adopted in accordance with Rule 10b5-1 of the Securities Exchange Act of 1934 (the "10b5-1 Plan"), Mr. Collins sold 21,000 shares in multiple trades at prices ranging from \$34.49 to \$35.00. The price reported above

(1) reflects the weighted average sale price. Mr. Collins hereby undertakes to provide to the Securities and Exchange Commission staff (the "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.

The first sale under the 10b5-1 Plan was on March 8, 2017 and the 10b5-1 Plan provides for twice-monthly sales of Mr. Collins' shares at or above a minimum share price of \$30.00 per share on randomly pre-determined dates ("Trade Date"). No more than 500,000 shares may (2) be sold in the aggregate under the 10b5-1 Plan and no more than 100,000 shares may be sold on any Trade Date. The 10b5-1 Plan

terminates no later than February 8, 2018, regardless of whether the maximum of 500,000 shares in the aggregate have been sold.

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On October 5, 2017, pursuant to the 10b5-1 Plan, Mr. Collins sold 21,000 shares in multiple trades at prices ranging from \$34.55 to
(3) \$34.96. The price reported above reflects the weighted average sale price. Mr. Collins hereby undertakes to provide to the 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

(4) These securities are held of record by Mr. Collins' spouse. Mr. Collins disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein.

These securities are held of record by Collins & Wallace Holdings, LLC. Mr. Collins and Wallace Family Partnership, LP are the members of Collins & Wallace Holdings, LLC. Accordingly, Mr. Collins may be deemed to share voting and dispositive power over the

(5) reported securities of Collins & Wallace Holdings, LLC, and as a result may be deemed to beneficially own the reported securities of Collins & Wallace Holdings, LLC. Mr. Collins disclaims beneficial ownership of the reported securities in excess of his 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.

effected.