

McNeill Scott K.  
Form 4  
December 13, 2017

**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 \*  
McNeill Scott K.

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

3. Date of Earliest Transaction (Month/Day/Year)  
12/11/2017

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
Chief Financial Officer

(Street)  
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 Indirect Beneficial Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock	12/11/2017		S	25,000 D 37.05 <u>(1)</u>	94,477	D	
Common Stock	12/13/2017		G <sup>(2)</sup>	V 2,500 D \$ 0	91,977	D	
Common Stock					392,647	I	By family limited partnership <u>(3)</u>
Common Stock					20,000	I	By family limited

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Common Stock					180,000	I	partnership (4) Irrevocable Trust (5)
Common Stock					300	I	UTMA custodian for son, Jack McNeill (6)
Common Stock					300	I	UTMA custodian for daughter, Lola McNeill (6)
Common Stock					300	I	UTMA custodian for daughter, Sophie McNeill (6)

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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned (Instr. 6)
				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
McNeill Scott K. 3141 HOOD STREET, SUITE 500 DALLAS, TX 75219	X		Chief Financial Officer	

## Signatures

/s/ James E. Mutrie, attorney-in-fact for Scott K. McNeill 12/13/2017

\*\*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) On December 11, 2017, Mr. McNeill sold 25,000 shares in multiple trades at prices ranging from \$36.86 to \$37.19. The price reported above reflects the weighted average sale price. Mr. McNeill hereby undertakes to provide to the Securities and Exchange 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) On December 13, 2017, Mr. McNeill donated 2,500 shares to a charitable trust.
  - (3) Mr. McNeill is a general partner of Mcfam, LP and therefore may be deemed to indirectly beneficially own these securities. Mr. McNeill disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein.
  - (4) Mr. McNeill is a general partner of Jasolo, LP and therefor may be deemed to indirectly beneficially own these securities. Mr. McNeill disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein.
  - (5) Mr. McNeill is the trustee of the irrevocable trust for the benefit of his minor children and therefor may be deemed to indirectly beneficially own these securities. Mr. McNeill disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein.
  - (6) 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.