

Wallace Michael W.
Form 4
February 16, 2018

FORM 4

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

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Wallace Michael W.

(Last) (First) (Middle)

3141 HOOD STREET, STE 500

(Street)

DALLAS, TX 75219

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

RSP Permian, Inc. [RSPP]

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

02/15/2018

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 Filing(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 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)
Common Stock	02/15/2018		A ⁽¹⁾	5,343 A \$ 0	27,781	I	See Footnote (2)
Common Stock					82,109	I	See Footnote (3)
Common Stock					8,126,626	I	See Footnote (4)
Common Stock					2,166,152	I	See Footnote (5)

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Common Stock	500	I	See Footnote (6)
Common Stock	300	I	See Footnote (7)

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 Following Reported Transaction (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
Wallace Michael W. 3141 HOOD STREET, STE 500 DALLAS, TX 75219	X	X		
Wallace Leslyn M. 508 W. WALL STREET, SUITE 1200 MIDLAND, TX 79701		X		

Signatures

/s/ James E. Mutrie, attorney-in-fact for Michael W.
Wallace

02/16/2018

__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) Restricted stock grant that will vest on February 15, 2019.

(2) These securities are held of record by Michael W. Wallace. Leslyn M. Wallace, Mr. Wallace's spouse, disclaims beneficial ownership of these securities except to the extent of her pecuniary interest therein.

(3) These securities are held of record by Mrs. Wallace. Mr. Wallace disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein.

These securities are held by Wallace Family Partnership, ("Wallace LP"). Michael Wallace Management, LLC ("Wallace Management") is the general partner of Wallace LP, and Mr. Wallace and Mrs. Wallace are the managers of Wallace Management. Accordingly, each of

(4) Mr. and Mrs. Wallace may be deemed to share voting and dispositive power over the reported securities of Wallace LP, and as a result may be deemed to beneficially own the reported securities of Wallace LP. Each of Mr. and Mrs. Wallace disclaim beneficial ownership of the reported securities of Wallace LP except to the extent of his or her pecuniary interest therein.

These securities are held of record by Collins & Wallace Holdings, LLC. Ted Collins, Jr. and Wallace LP are the members of Collins & Wallace Holdings, LLC. Wallace Management is the general partner of Wallace LP, and Mr. and Mrs. Wallace are the managers of

(5) Wallace Management. Accordingly, Mr. Collins and Mr. and Mrs. Wallace may be deemed to share voting and dispositive power over the 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. Each of Mr. and Mrs. Wallace disclaim beneficial ownership of the reported securities except to the extent of his or her pecuniary interest therein.

(6) These securities were purchased by Mr. Wallace as custodian for a minor child under the Uniform Transfer to Minors Act. Mr. Wallace disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein.

(7) These securities are held by a member of Mr. and Mrs. Wallace's immediate family sharing the same household. Mr. and Mrs. Wallace disclaim beneficial ownership of these securities except to the extent of their 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.

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