

Ramsey Matthew S.  
Form 4  
July 20, 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

OMB  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Ramsey Matthew S.

(Last) (First) (Middle)

1800 BERING DRIVE, SUITE 385

(Street)

HOUSTON, TX 77057

(City) (State) (Zip)

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

RSP Permian, Inc. [RSPP]

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

07/19/2018

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 Ownership (Instr. 4)
Common Stock	07/19/2018		D <sup>(1)</sup>	32,781	D <sup>(1)</sup> <sup>(2)</sup>	0	D

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

**Persons who respond to the collection of  
information contained in this form are not  
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SEC 1474  
(9-02)

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

## Edgar Filing: Ramsey Matthew S. - Form 4

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. Nu Deriv Secur Bene Own Follo Repo Trans (Instr		
				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
Ramsey Matthew S. 1800 BERING DRIVE, SUITE 385 HOUSTON, TX 77057		X		

## Signatures

/s/ James E. Mutrie, attorney-in-fact for Matthew S.  
Ramsey

07/20/2018

\_\_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).

On July 19, 2018, pursuant to the Agreement and Plan of Merger dated as of March 27, 2018 (the "Merger Agreement"), by and among  
(1) Concho Resources Inc. ("Concho"), Green Merger Sub Inc. ("Merger Sub") and RSP Permian, Inc. ("RSP"), Merger Sub merged with and into RSP (the "Merger"), with RSP surviving the Merger as a wholly-owned subsidiary of Concho.

Pursuant to the Merger Agreement, each share of RSP common stock issued and outstanding immediately prior to the effective time of  
(2) the Merger (including each outstanding share of time-based restricted stock of RSP that vested in full and was treated as a share of RSP common stock for purposes of the Merger Agreement) was converted into the right to receive 0.320 of a share of Concho common stock.  
On July 18, 2018 (the day prior to the Merger), the closing price of one share of Concho common stock was \$149.66.

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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