

RSP Permian, Inc.
Form 4/A
May 22, 2015

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 *
Production Opportunities II, L.P.

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)
5221 N. O'CONNOR BLVD.,
SUITE 1100

3. Date of Earliest Transaction
(Month/Day/Year)
03/23/2015

____ Director
____ Officer (give title below)
____ 10% Owner
____X Other (specify below)
Director by Deputization

(Street)
IRVING, TX 75039

4. If Amendment, Date Original Filed(Month/Day/Year)
03/25/2015

6. Individual or Joint/Group Filing(Check Applicable Line)
____ Form filed by One Reporting Person
____X 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 Ownership (Instr. 4)
			Code	V	Amount	(D)	Price
Common Stock	03/23/2015		S(1)		1,373,846	D	\$ 25.65
					4,568,027	I	

See Footnotes (2) (3) (4)

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

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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)

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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
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Reporting Owners

Reporting Owner Name / Address	Relationships				Amount or Number of Shares
	Director	10% Owner	Officer	Other	
Production Opportunities II, L.P. 5221 N. O'CONNOR BLVD., SUITE 1100 IRVING, TX 75039				Director by Deputization	
Natural Gas Partners IX, L.P. 5221 N. O'CONNOR BLVD., SUITE 1100 IRVING, TX 75039				Director by Deputization	
NGP IX Offshore Holdings, L.P. 5221 N. O'CONNOR BLVD., SUITE 1100 IRVING, TX 75039				Director by Deputization	
G.F.W. ENERGY IX, L.P. 5221 N. O'CONNOR BLVD., SUITE 1100 IRVING, TX 75039				Director by Deputization	
GFW IX, L.L.C. 5221 N. O'CONNOR BLVD., SUITE 1100 IRVING, TX 75039				Director by Deputization	
NGP Energy Capital Management, L.L.C. 5221 N. O'CONNOR BLVD., SUITE 1100 IRVING, TX 75039				Director by Deputization	

Signatures

/s/ James E. Mutrie, attorney-in-fact for Production Opportunities II, L.P.	05/22/2015
__Signature of Reporting Person	Date
/s/ James E. Mutrie, attorney-in-fact for the general partner of the general partner of Natural Gas Partners IX, L.P.	05/22/2015
__Signature of Reporting Person	Date
	05/22/2015

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/s/ James E. Mutrie, attorney-in-fact for the general partner of the general partner of NGP IX Offshore Holdings, L.P.

__Signature of Reporting Person

Date

/s/ James E. Mutrie, attorney-in-fact for the general partner of G.F.W. Energy IX, L.P.

05/22/2015

__Signature of Reporting Person

Date

/s/ James E. Mutrie, attorney-in-fact for GFW IX, L.L.C.

05/22/2015

__Signature of Reporting Person

Date

/s/ James E. Mutrie, attorney-in-fact for NGP Energy Capital Management, L.L.C.

05/22/2015

__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).

In an underwritten public offering of RSP Permian, Inc.'s ("RSP") common stock, par value \$0.01 per share ("common stock"), by RSP,

(1) Production Opportunities II, L.P. ("Production Opportunities") and certain other stockholders of RSP, Production Opportunities sold 1,373,846 shares of common stock.

(2) Held directly by Production Opportunities.

This form is jointly filed by Production Opportunities, Natural Gas Partners IX, L.P. ("NGP IX"), NGP IX Offshore Holdings, L.P. ("NGP Offshore"), G.F.W. Energy IX, L.P. ("GFW Energy"), GFW IX, L.L.C. ("GFW IX") and NGP Energy Capital Management,

(3) L.L.C. ("NGP ECM"). Production Opportunities has the right pursuant to a Stockholders' Agreement to designate one nominee to the Board of Directors of RSP, which nominee is David R. Albin. GFW IX is the general partner of GFW Energy, which is the general partner of each of NGP IX and NGP Offshore, which jointly own Production Opportunities.

(4) GFW IX has delegated full power and authority to manage NGP IX and NGP Offshore to NGP ECM. Accordingly, each of NGP ECM, GFW IX, GFW Energy, NGP IX and NGP Offshore may be deemed to share voting and dispositive power over the reported securities and, as a result, may be deemed to beneficially own the reported securities. Each of NGP ECM, GFW IX, GFW Energy, NGP IX and NGP Offshore disclaim beneficial ownership of the reported securities in excess of their respective pecuniary interests therein.

Remarks:

The Reporting Persons' Form 5, filed with the Securities and Exchange Commission ("SEC") on February 13, 2015, and Form

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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