

RSP Permian, Inc.
Form 4
February 27, 2014

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 *
Wallace Michael W.

(Last) (First) (Middle)

508 W. WALL STREET, SUITE 1200

(Street)

MIDLAND, TX 79701

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
RSP Permian, Inc. [RSPP]

3. Date of Earliest Transaction (Month/Day/Year)
02/25/2014

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)
				(A) or (D)	Amount or Price			
Common Stock	02/25/2014		J ⁽¹⁾	5,000	A	\$ 0 5,000	I	See Footnote (1)
Common Stock						9,739,126	I	See Footnote (2)
Common Stock						500	I	See Footnote (3)
Common Stock						300	I	See Footnote

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 Owned Beneficially (Instr. 5)
				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. 508 W. WALL STREET, SUITE 1200 MIDLAND, TX 79701	X	X		
Wallace Leslyn M. 508 W. WALL STREET, SUITE 1200 MIDLAND, TX 79701		X		

Signatures

/s/ Tamara Pollard, attorney-in-fact for Michael W. Wallace
 **Signature of Reporting Person
 Date 02/27/2014

/s/ Tamara Pollard, attorney-in-fact for Leslyn M. Wallace
 **Signature of Reporting Person
 Date 02/27/2014

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).

Restricted stock grant to Michael W. Wallace that will vest in three installments, with the first installment of 1,666 shares occurring on March 1, 2015, the second installment of 1,667 shares occurring on March 1, 2016 and the third installment of 1,667 shares occurring on

(1) March 1, 2017. Leslyn M. Wallace is Mr. Wallace's spouse. Mrs. Wallace disclaims beneficial ownership of these securities, and this report shall not be deemed an admission that Mrs. Wallace is the beneficial owner of these securities for purposes of Section 16 or for any other purpose.

These securities are held by Wallace Family Partnership, LP ("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.

(2) Accordingly, each of Mr. Wallace 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. Wallace and Mrs. Wallace disclaim beneficial ownership of the reported securities in excess of their pecuniary interests therein

These securities were purchased by Mr. Wallace as custodian for a minor child under the Uniform Transfer to Minors Act. Mr. Wallace

(3) disclaims beneficial ownership of these securities, and this report shall not be deemed an admission that Mr. Wallace is the beneficial owner of these securities for purposes of Section 16 or for any other purpose.

These securities are held by a member of Mr. and Mrs. Wallace's immediate family sharing the same household. Mr. and Mrs. Wallace

(4) disclaims beneficial ownership of these securities, and this report shall not be deemed an admission that Mr. or Mrs. Wallace is the beneficial owner of these securities for purposes of Section 16 or for any other purpose.

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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