

RSP Permian, Inc.  
Form 8-K  
March 18, 2015

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 OR 15(d) of the  
Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): **March 17, 2015**

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**RSP PERMIAN, INC.**

(Exact name of registrant as specified in its charter)

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**Delaware**  
(State or Other Jurisdiction  
of Incorporation)

**001-36264**  
(Commission  
File Number)

**90-1022997**  
(I.R.S. Employer  
Identification No.)

**3141 Hood Street, Suite 500  
Dallas, Texas 75219**

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(Address of Principal Executive Offices)  
(Zip Code)

**(214) 252-2700**

(Registrant's Telephone Number, Including Area Code)

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Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 7.01**

**Item 7.01 Regulation FD Disclosure.**

On March 17, 2015, the Company issued a news release announcing that it has priced an underwritten public offering of 5,000,000 shares of its common stock by the Company and 4,000,000 shares of its common stock by certain of its stockholders. The Company and the selling stockholders have granted the underwriter a 30-day option to purchase up to an additional 750,000 and 600,000 shares of the Company's common stock, respectively. A copy of the news release is attached hereto as Exhibit 99.1.

In accordance with General Instruction B.2. of Form 8-K, the information furnished in this Item 7.01, including Exhibit 99.1 hereto, shall not be deemed filed for purposes of Section 18 of the Securities Exchange Act of 1934 (the Exchange Act), or otherwise subject to the liabilities of that Section, and shall not be incorporated by reference into any registration statement or other document filed under the Securities Act of 1933 or the Exchange Act, except as shall be expressly set forth by specific reference in such filing.

**Item 9.01**

**Financial Statements and Exhibits.**

(d) Exhibits.

<b>Exhibit No.</b>	<b>Description</b>
99.1	News Release, dated March 17, 2015, titled RSP Permian, Inc. Prices Public Offering of Common Stock.

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**RSP PERMIAN, INC.**

By: */s/ James E. Mutrie*  
James E. Mutrie  
General Counsel and Vice President

Dated: March 17, 2015

**EXHIBIT INDEX**

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