

RSP Permian, Inc.
Form 4
June 09, 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 *
Pollard Tamara D.

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)

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

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)

3141 HOOD STREET, SUITE 500

06/05/2015

EVP of Planning and Reserves

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

DALLAS, TX 75219

(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)	(A) or (D)	Price	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	06/05/2015		S ⁽¹⁾	25,000	D	\$ 28.37	480,989	I	See Footnote (2)
Common Stock	06/08/2015		S ⁽³⁾	10,000	D	\$ 28.39	470,989	I	See Footnote (2)
Common Stock	06/09/2015		S ⁽⁴⁾	5,000	D	\$ 28.5	465,989	I	See Footnote (2)
Common Stock							45,369	D	

Common Stock 19,060 I By spouse (5)

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

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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 (Instr. 5)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Pollard Tamara D. 3141 HOOD STREET, SUITE 500 DALLAS, TX 75219			EVP of Planning and Reserves	

Signatures

/s/ James E. Mutrie, attorney-in-fact for Tamara D. Pollard 06/09/2015

__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).

(1) On June 5, 2015, Pollard Resource Holdings, LP sold 25,000 shares in multiple trades at prices ranging from \$28.25 to \$28.56. The price reported above reflects the weighted average sale price. The reporting person hereby undertakes to provide to the Securities and Exchange Commission staff (the "Staff"), the issuer or any security holder of the issuer, upon request, full information regarding the number of shares and prices at which the transaction was effected.

(2)

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Ms. Pollard is a manager of the general partner of Pollard Resource Holdings, LP and therefore may be deemed to indirectly beneficially own these securities. Ms. Pollard disclaims beneficial ownership of these securities except to the extent of her pecuniary interest therein.

- (3) On June 8, 2015, Pollard Resource Holdings, LP sold 10,000 shares in multiple trades at prices ranging from \$28.25 to \$28.53. The price reported above reflects the weighted average sale price. The reporting person hereby undertakes to provide to the Staff, the issuer or any security holder of the issuer, upon request, full information regarding the number of shares and prices at which the transaction was effected.

- (4) On June 9, 2015, Pollard Resource Holdings, LP sold 5,000 shares in multiple trades at a price of \$28.50 per share. The reporting person hereby undertakes to provide to the Staff, the issuer or any security holder of the issuer, upon request, full information regarding the number of shares and prices at which the transaction was effected.

- (5) Ms. Pollard disclaims beneficial ownership of these securities except to the extent of her 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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