RSP Permian, Inc. Form 4 April 15, 2015

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

OMB 3235-0287 Number: January 31,

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Check this box if no longer subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

(Print or Type Responses)

1(b).

(Last)

1. Name and Address of Reporting Person * Collins Ted Jr

2. Issuer Name and Ticker or Trading Symbol

04/13/2015

5. Relationship of Reporting Person(s) to Issuer

RSP Permian, Inc. [RSPP]

(Check all applicable)

508 W. WALL STREET, SUITE

(Street)

(First)

(Middle)

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

_X__ 10% Owner _X__ Director __ Other (specify Officer (give title below)

1200

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check Applicable Line)

Filed(Month/Day/Year)

X Form filed by One Reporting Person Form filed by More than One Reporting

MIDLAND, TX 79701

(City)	(State)	(Zip) Tabl	le I - Non-I	Derivative	Securi	ities Acqu	iired, Disposed of	f, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	Code (Instr. 8)	4. Securities Acquired on(A) or Disposed of (D) (Instr. 3, 4 and 5) (A) or		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)	
_			Code V	Amount	(D)	Price \$,		
Common Stock	04/13/2015		S	59,900	D	27.66 (1) (2)	9,184,728	D	
Common Stock	04/14/2015		S	21,000	D	\$ 27.81 (2) (3)	9,163,728	D	
Common Stock							1,000	I	By spouse (4)
Common Stock							2,166,152	I	See Footnote (5)

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

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SEC 1474 (9-02)

> 9. Nu Deriv Secur Bene

Follo Repo Trans (Insti

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

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Titl	e and	8. Price of	9
Derivativ	e Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orNumber	Expiration Da	ate	Amou	nt of	Derivative	J
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	,
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Secur	ities	(Instr. 5)]
	Derivative				Securities			(Instr.	3 and 4)		(
	Security				Acquired						J
					(A) or						J
					Disposed						-
					of (D)						(
					(Instr. 3,						
					4, and 5)						
									Amount		
									or		
						Date	Expiration	Titla			
						Exercisable	Date	Title			
				Code V	(A) (D)						
				Code V	(A) (D)		*	Title	Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships						
•	Director	10% Owner	Officer	Other			
Collins Ted Jr 508 W. WALL STREET, SUITE 1200 MIDLAND, TX 79701	X	X					

Signatures

/s/ James E. Mutrie, attorney-in-fact for Ted Collins, Jr.

04/15/2015

**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).
 - On April 13, 2015, pursuant to a plan of disposition adopted in accordance with Rule 10b5-1 of the Securities Exchange Act of 1934 (the "10b5-1 Plan"), Mr. Collins sold 59,900 in multiple trades at prices ranging from \$27.37 to \$27.90. The price reported above reflects the
- (1) weighted average sale price. Mr. Collins 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.

The first sale under the 10b5-1 Plan was on December 29, 2014 and the 10b5-1 Plan provides for twice-monthly sales of Mr. Collins' shares at or above a minimum share price of \$26.00 per share on randomly pre-determined dates. No more than 500,000 shares may be sold in the aggregate under the 10b5-1 plan and no more than 100,000 shares may be sold in any month. The 10b5-1 Plan terminates no later than November 24, 2015, regardless of whether the maximum of 500,000 shares in the aggregate have been sold.

Reporting Owners 2

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- On April 14, 2015, pursuant to the 10b5-1 Plan, Mr. Collins sold 21,000 shares in multiple trades at prices ranging from \$27.46 to \$28.01.

 The price reported above reflects the weighted average sale price. Mr. Collins 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) These securities are held of record by Mr. Collins' spouse. Mr. Collins disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein.
 - These securities are held of record by Collins & Wallace Holdings, LLC. Mr. Collins and Wallace Family Partnership, LP are the members of Collins & Wallace Holdings, LLC. Accordingly, Mr. Collins may be deemed to share voting and dispositive power over the
- (5) reported securities of Collins & Wallace Holdings, LLC, and as a result may be deemed to beneficially own the reported securities of Collins & Wallace Holdings, LLC. Mr. Collins disclaims beneficial ownership of the reported securities in excess of his pecuniary interests therein.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.