

RSP Permian, Inc.
Form 5
February 13, 2015

FORM 5

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).
Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
Grimm Michael K

(Last) (First) (Middle)

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

P.O. BOX 8813

(Street)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
12/31/2014

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

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

6. Individual or Joint/Group Reporting

(check applicable line)

HORSESHOE BAY, TX 78657

Form Filed by One Reporting Person
 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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Ownership (Instr. 4)		
Common Stock	08/08/2014	^	J ⁽¹⁾	226,218 A	\$ ⁽¹⁾ 226,218	I	By family limited partnership ⁽²⁾		
Common Stock	12/11/2014	^	J ⁽³⁾	281,957 A	\$ ⁽³⁾ 508,175	I	By family limited partnership ⁽²⁾		
	^	^	^	^	^	D	^		

Common
Stock

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. of D Se B O E I S F I
					(A) (D)	Date Exercisable (A) Expiration Date (D)	Title	Amount or Number of Shares	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Grimm Michael K P.O. BOX 8813 HORSESHOE BAY, TX 78657	X			

Signatures

/s/ James E. Mutrie, attorney-in-fact for Michael K. Grimm 02/13/2015

__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 connection with an underwritten public offering of RSP Permian, Inc.'s ("RSP") common stock, par value \$0.01 per share ("common stock"), by RSP and certain selling stockholders of RSP named in the registration statement on Form S-1 initially filed with the Securities and Exchange Commission on May 30, 2014, as subsequently amended, RSP Permian Holdco, L.L.C. ("Holdco") made a pro rata distribution of common stock to its members. Grimm Family Limited Partnership received 226,218 shares of common stock pursuant to this distribution from Holdco.

(1) Mr. Grimm is a manager of the general partner of Grimm Family Limited Partnership and therefore may be deemed to indirectly beneficially own these securities. Mr. Grimm disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein.

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- (3) In connection with its impending dissolution, Holdco made a pro rata distribution of all of the shares of common stock that it held to its members. Grimm Family Limited Partnership received 281,957 shares of common stock pursuant to this distribution from Holdco.

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Remarks:

ExhibitÂ List:Â ExhibitÂ 24Â -Â PowerÂ ofÂ Attorney

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.