

Mid-Con Energy Partners, LP  
Form SC 13D/A  
March 13, 2014

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**Schedule 13D**

**Under the Securities Exchange Act of 1934**

**(Amendment No. 2)\***

**Mid-Con Energy Partners, LP**

**(Name of Issuer)**

**Common Units**

**(Title of Class of Securities)**

**59560V109**

**(CUSIP Number)**

**Bryan H. Lawrence**

**Yorktown Energy Partners VIII, L.P.**

**410 Park Avenue**

**19th Floor**

**New York, New York 10022**

**(212) 515-2100**

**Copies to:**

**Ann Marie Cowdrey**

**Thompson & Knight LLP**

**One Arts Plaza**

**1722 Routh Street, Suite 1500**

**Dallas, Texas 75201-2533**

**(214) 969-1700**

**(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)**

**March 10, 2014**

**(Date of Event which Requires Filing of this Statement)**

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§ 240.13d-1(e), 240.13d-1(f) or 204.13d-1(g), check the following box. "

**NOTE:** Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7 for other parties to whom copies are to be sent.

\* The remainder of the cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 ( Act ) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 59560V109

(1) Names of Reporting Persons

YORKTOWN ENERGY PARTNERS VIII, L.P.

(2) Check the Appropriate Box if a Member of a Group (See Instructions)

(a) " (b) "

(3) SEC Use Only

(4) Source of Funds (See Instructions)

OO

(5) Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e)

..

(6) Citizenship or Place of Organization

Delaware

Number of (7) Sole Voting Power

Shares

Beneficially 1,508,720

(8) Shared Voting Power

Owned by

Each

0

Reporting (9) Sole Dispositive Power

Person

With 1,508,720

(10) Shared Dispositive Power

0

(11) Aggregate Amount Beneficially Owned by Each Reporting Person

1,508,720 (1)

(12) Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

..

(13) Percent of Class Represented by Amount in Row (11)

7.2% (2)

(14) Type of Reporting Person (See Instructions)

PN

- (1) Yorktown VIII Company LP is the sole general partner of Yorktown Energy Partners VIII, L.P. Yorktown VIII Associates LLC is the sole general partner of Yorktown VIII Company LP. As a result, Yorktown VIII Associates LLC may be deemed to have the power to vote or direct the vote or to dispose or direct the disposition of the shares owned by Yorktown Energy Partners VIII, L.P. Yorktown VIII Company LP and Yorktown VIII Associates LLC disclaim beneficial ownership of the securities owned by Yorktown Energy Partners VIII, L.P. in excess of their pecuniary interests therein.
- (2) Based on 21,066,412 common units representing limited partner interests of Mid-Con Energy Partners, LP (the Company ) issued and outstanding as of March 5, 2014, as set forth in the Issuer's annual report on Form 10-K for the year ended December 31, 2013, filed with the Securities and Exchange Commission (the SEC ) on March 5, 2014.

CUSIP No. 59560V109

(1) Names of Reporting Persons

YORKTOWN VIII COMPANY LP

(2) Check the Appropriate Box if a Member of a Group (See Instructions)

(a) " (b) "

(3) SEC Use Only

(4) Source of Funds (See Instructions)

OO

(5) Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e)

..

(6) Citizenship or Place of Organization

Delaware

Number of (7) Sole Voting Power

Shares

Beneficially 1,508,720

(8) Shared Voting Power

Owned by

Each

0

Reporting (9) Sole Dispositive Power

Person

With 1,508,720

(10) Shared Dispositive Power

0

(11) Aggregate Amount Beneficially Owned by Each Reporting Person

1,508,720 (1)

(12) Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

..

(13) Percent of Class Represented by Amount in Row (11)

7.2% (2)

(14) Type of Reporting Person (See Instructions)

PN

- (1) Yorktown VIII Company LP is the sole general partner of Yorktown Energy Partners VIII, L.P. Yorktown VIII Associates LLC is the sole general partner of Yorktown VIII Company LP. As a result, Yorktown VIII Associates LLC may be deemed to have the power to vote or direct the vote or to dispose or direct the disposition of the shares owned by Yorktown Energy Partners VIII, L.P. Yorktown VIII Company LP and Yorktown VIII Associates LLC disclaim beneficial ownership of the securities owned by Yorktown Energy Partners VIII, L.P. in excess of their pecuniary interests therein.
- (2) Based on 21,066,412 common units representing limited partner interests of the Company issued and outstanding as of March 5, 2014, as set forth in the Issuer's annual report on Form 10-K for the year ended December 31, 2013, filed with the SEC on March 5, 2014.

CUSIP No. 59560V109

(1) Names of Reporting Persons

I.R.S. Identification Nos. of Above Persons (entities only)

YORKTOWN VIII ASSOCIATES LLC

(2) Check the Appropriate Box if a Member of a Group (See Instructions)

(a) .. (b) ..

(3) SEC Use Only

(4) Source of Funds (See Instructions)

OO

(5) Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e) N/A

..

(6) Citizenship or Place of Organization

Delaware

Number of (7) Sole Voting Power

Shares

Beneficially 1,508,720

(8) Shared Voting Power

Owned by

Each

0

Reporting (9) Sole Dispositive Power

Person

With 1,508,720

(10) Shared Dispositive Power

0

(11) Aggregate Amount Beneficially Owned by Each Reporting Person

1,508,720 (1)

(12) Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

..

(13) Percent of Class Represented by Amount in Row (11)

7.2% (2)

(14) Type of Reporting Person (See Instructions)

OO

- (1) Yorktown VIII Company LP is the sole general partner of Yorktown Energy Partners VIII, L.P. Yorktown VIII Associates LLC is the sole general partner of Yorktown VIII Company LP. As a result, Yorktown VIII Associates LLC may be deemed to have the power to vote or direct the vote or to dispose or direct the disposition of the shares owned by Yorktown Energy Partners VIII, L.P. Yorktown VIII Company LP and Yorktown VIII Associates LLC disclaim beneficial ownership of the securities owned by Yorktown Energy Partners VIII, L.P. in excess of their pecuniary interests therein.
- (2) Based on 21,066,412 common units representing limited partner interests of the Company issued and outstanding as of March 5, 2014, as set forth in the Issuer's annual report on Form 10-K for the year ended December 31, 2013, filed with the SEC on March 5, 2014.

This Amendment No. 2 amends the Schedule 13D with respect to the common units representing limited partner interests ( Common Units ) of Mid-Con Energy Partners, LP, a Delaware limited partnership (the Company ), previously filed by Yorktown Energy Partners VIII, L.P., a Delaware limited partnership ( Yorktown ), Yorktown VIII Company LP, a Delaware limited partnership ( Yorktown Company ), and Yorktown VIII Associates LLC, a Delaware limited liability company ( Yorktown Associates ), with the SEC on December 30, 2011, as amended by Amendment No. 1 filed with the SEC on October 24, 2014 (the Schedule 13D ). Capitalized terms used herein without definition shall have the meanings given to such terms in the Schedule 13D.

**Item 5. Interest in Securities of the Issuer.**

Subparagraphs a and c of Item 5 of the Schedule 13D are amended and restated in their entirety by the following:

- (a) As of March 13, 2014, Yorktown, Yorktown Company and Yorktown Associates beneficially owned 1,508,720 Common Units of the Issuer, representing 7.2% of the Issuer's outstanding Common Units. All calculations made herein are made in accordance with Rule 13d-3(d) of the Securities Exchange Act of 1934, as amended, and based on 21,066,412 Common Units of the Company outstanding as of March 5, 2014, as set forth in the Company's annual report on Form 10-K for the year ended December 31, 2013, filed with the SEC on March 5, 2014.
  
- (c) On March 10, 2014, Yorktown distributed in-kind, on a pro rata basis and for no additional consideration, in accordance with its limited partnership agreement, an aggregate of 800,000 Common Units of the Company, to its limited and general partners (the Distribution ). Upon the consummation of the Distribution by Yorktown, Yorktown Company distributed in-kind, on a pro rata basis and for no additional consideration, in accordance with its limited partnership agreement, all 169,600 Common Units of the Company received in the Distribution to its limited and general partners (the Subsequent Distribution ). Upon the consummation of the Subsequent Distribution by Yorktown Company, Yorktown Associates distributed in-kind, on a pro rata basis and for no additional consideration, in accordance with its operating agreement, all 983 Common Units of the Company received in the Subsequent Distribution to its members.

SIGNATURES

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: March 13, 2014

YORKTOWN ENERGY PARTNERS VIII, L.P.

By: Yorktown VIII Company LP,  
its general partner

By: Yorktown VIII Associates LLC,  
its general partner

By: /s/ Peter A. Leidel  
Peter A. Leidel, Managing  
Member

YORKTOWN VIII COMPANY LP

By: Yorktown VIII Associates LLC,  
its general partner

By: /s/ Peter A. Leidel  
Peter A. Leidel, Managing Member

YORKTOWN VIII ASSOCIATES LLC

By: /s/ Peter A. Leidel  
Peter A. Leidel, Managing Member