RSP Permian, Inc. Form 4/A July 29, 2016

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Form 4 or Form 5 obligations may continue. See Instruction

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

2. Issuer Name and Ticker or Trading

Symbol

1(b).

(Print or Type Responses)

Pollard Tamara D.

1. Name and Address of Reporting Person *

| | | | RSP Permian, Inc. [RSPP] | | | | | (Check all applicable) | | |
|--------------------------------------|--|-------|--------------------------|--|---------------------|--|---------|--|--|---|
| (Last) 3141 HOOE | 3. Date of Earliest Transaction (Month/Day/Year) 06/30/2016 | | | | | Director 10% Owner X Officer (give title Other (specify below) below) EVP of Planning and Reserves | | | | |
| DALLAS, T | 4. If Amendment, Date Original Filed(Month/Day/Year) 07/05/2016 | | | | | 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person | | | | |
| (City) | (State) | (Zip) | Table | e I - Non-D | erivative S | ecurit | ies Acc | quired, Disposed (| of, or Beneficia | lly Owned |
| 1.Title of Security (Instr. 3) | 2. Transaction Date 2A. Deeme (Month/Day/Year) Execution I any (Month/Day/Day/ | | on Date, if | 3. Transactio Code (Instr. 8) | on(A) or Dia (D) | rities Acquired Disposed of B, 4 and 5) (A) or nt (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 | 06/30/2016 | | | F(1) | 1,111 | D | \$0 | 35,766 | D | |
| Common Stock | 06/30/2016 | | | F(1) | 3,173 | D | \$0 | 32,593 | D | |
| Common Stock | 06/30/2016 | | | A(2) | 28,500 | A | \$0 | 61,093 | D | |
| Common Stock | 06/30/2016 | | | A(3) | 23,357 | A | \$0 | 84,450 | D | |
| Common Stock | 06/30/2016 | | | F(1) | 11,957 | D | \$0 | 72,493 | D | |
| | | | | | | | | | | |

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3235-0287

January 31,

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response...

5. Relationship of Reporting Person(s) to

Issuer

Estimated average

burden hours per

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| Common Stock | 06/30/2016 | F(1) | 9,799 | D | \$0 | 62,694 | D | |
|-----------------|------------|------|-------|---|-----|---------|---|------------------|
| Common Stock | | | | | | 380,989 | I | See Footnote (4) |
| Common Stock | | | | | | 19,060 | I | By spouse (5) |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474

(9-02)

9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr

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. Transa Code (Instr. | 8) | 5. In Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | | ate | Secur | int of rlying | 8. Price of Derivative Security (Instr. 5) |
|---|---|--------------------------------------|---|---------------------------------|----|--|---------------------|--------------------|-------|--|---|
| | | | | Code | v | (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | |

Reporting Owners

| Reporting Owner Name / Address | | | Keiationsnips | |
|--------------------------------|----|--------|---------------|-------|
| | D: | 1007 0 | Off. | Othor |

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 07/29/2016

**Signature of Reporting Person Date

Reporting Owners 2

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) Withheld for the payment of tax liabilities in connection with the vesting of a restricted stock grant issued in accordance with Rule 16b-3.
- These securities are performance based restricted stock awards that were granted under the 2014 Long Term Incentive Plan for the performance period January 1, 2014 to December 31, 2016. All of these performance based restricted stock awards vested as of June 30, 2016 in connection with Ms. Pollard's retirement from the Issuer and her agreement with the Issuer and Issuer's Compensation Committee.
- These securities are performance based restricted stock awards that were granted under the 2014 Long Term Incentive Plan for the performance period January 1, 2015 to December 31, 2017. All of these performance based restricted stock awards vested as of June 30, 2016 in connection with Ms. Pollard's retirement from the Issuer and her agreement with the Issuer and Issuer's Compensation Committee.
 - Ms. Pollard is a manager of the general partner of Pollard Resource Holdings, LP and therefore may be deemed to indirectly
- (4) beneficially own these securities. Ms. Pollard disclaims beneficial ownership of these securities except to the extent of her pecuniary interest therein.
- (5) Ms. Pollard disclaims beneficial ownership of these securities except to the extent of her pecuniary interest therein.

Remarks:

The Reporting Person's Form 4, filed with the Securities and Exchange Commission on July 5, 2016, inadvertently failed to not 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.