

Mid-Con Energy Partners, LP
 Form 4
 March 02, 2017

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 *
LEIDEL PETER A

2. Issuer Name and Ticker or Trading Symbol
Mid-Con Energy Partners, LP [MCEP]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

(Last) (First) (Middle)
410 PARK AVENUE, 19TH FLOOR
 (Street)
NEW YORK, NY 10022
 (City) (State) (Zip)

3. Date of Earliest Transaction (Month/Day/Year)
02/28/2017

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

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

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 Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Ownership (Instr. 4)
Common units representing limited partner interests	02/28/2017		A	4,000 <u>(1)</u>	\$ 2.77 58,895 ⁽²⁾	D	
Common units representing limited partner					216,410	I	See Footnote <u>(3)</u>

interests

Common units representing limited partner interests

37,207 ⁽⁴⁾ I

See Footnote (5)

Common units representing limited partner interests

140,436 ⁽⁴⁾ I

See Footnote (6)

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)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

LEIDEL PETER A
410 PARK AVENUE, 19TH FLOOR
NEW YORK, NY 10022

X

Signatures

/s/ Charles L. McLawhorn, III, Vice President & General Counsel

03/02/2017

__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) Common units awarded to Mr. Leidel pursuant to the Mid-Con Energy Partners, LP Long-Term Incentive Program.
- (2) Excludes 216,410 common units representing limited partner interests in the issuer that the reporting contributed to The Peter A. Leidel, 2015 GRAT on August 21, 2015. The reporting person is the sole trustee and beneficiary of such trust.
- (3) Held by The Peter A. Leidel, 2015 GRAT, of which the reporting person is the sole trustee and beneficiary.

The reporting person disclaims beneficial ownership of these securities, except to the extent of his pecuniary interest therein, and this report shall not be deemed an admission that the reporting person is the beneficial owner of the securities for Section 16 or any other purpose.

- These securities are owned directly by Yorktown Energy Partners VII, L.P. The reporting person is a member and a manager of
- (5) Yorktown VII Associates LLC, the general partner of Yorktown VII Company LP, the general partner of Yorktown Energy Partners VII, L.P.
 - (6) These securities are owned directly by Yorktown Energy Partners VI, L.P. The reporting person is a member and a manager of Yorktown VI Associates LLC, the general partner of Yorktown VI Company LP, the general partner of Yorktown Energy Partners VI, L.P.

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.