

Mid-Con Energy Partners, LP  
 Form 3  
 March 08, 2017

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0104  
 Expires: January 31, 2005  
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**INITIAL STATEMENT OF 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 *		2. Date of Event Requiring Statement	3. Issuer Name <b>and</b> Ticker or Trading Symbol	
Â Colyer Wilkie Schell Jr		(Month/Day/Year)	Mid-Con Energy Partners, LP [MCEP]	
(Last)	(First)	(Middle)	4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
2431 E 61ST STREET,Â SUITE 850		02/01/2017	(Check all applicable)	
(Street)			<input checked="" type="checkbox"/> Director	<input type="checkbox"/> 10% Owner
TULSA,Â OKÂ 74136			<input type="checkbox"/> Officer	<input type="checkbox"/> Other
(City)	(State)	(Zip)	(give title below)	(specify below)
			6. Individual or Joint/Group Filing(Check Applicable Line)	
			<input checked="" type="checkbox"/> Form filed by One Reporting Person	
			<input type="checkbox"/> Form filed by More than One Reporting Person	

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

**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.**

**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	

(Instr. 5)

Class	Start Date	End Date	Units	Price	Class	Holder
Class A Convertible Preferred Units	02/11/2017	08/11/2021	Common Units Representing Limited Partner Interests 23,256	\$ 2.15	I	By Goff MCEP Holdings, LLC <u>(1)</u>
Class A Convertible Preferred Units	02/11/2017	08/11/2017	Common Units Representing Limited Partner Interests 92,023	\$ 2.15	I	By Goff MCEP Holdings, LLC <u>(2)</u>

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Colyer Wilkie Schell Jr 2431 E 61ST STREET SUITE 850 TULSA, OK 74136	X			

## Signatures

/s/ Charles L. McLawhorn, III, Vice President, General Counsel and Attorney-in-Fact

03/08/2017

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, see Instruction 5(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) These Class A Convertible Preferred Units are held directly by Goff MCEP Holdings, LLC (Goff MCEP) but are held for the benefit of Mr. Colyer pursuant to an understanding between Mr. Colyer and Goff MCEP. Mr. Colyer is a principal of Goff Capital, Inc. (Goff Capital) which is the manager of Goff MCEP. Mr. Colyer and Goff Capital each disclaim beneficial ownership of these securities except to the extent of their respective pecuniary interest therein.

(2) These Class A Convertible Preferred Units are held directly by Goff MCEP but are held for the benefit of Colyer Interests, LLC (Colyer Interests), of which Mr. Colyer is the Managing Member, pursuant to an understanding between Colyer Interests and Goff MCEP. Mr. Colyer is a principal of Goff Capital which is the manager of Goff MCEP. Mr. Colyer, Goff Capital and Colyer Interests each disclaim beneficial ownership of these securities except to the extent of their pecuniary interest therein.

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### Remarks:

Exhibit 24 - Power of Attorney

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.