

Colyer Wilkie Schell Jr  
 Form 4  
 March 05, 2018

**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 \*  
 Colyer Wilkie Schell Jr

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)  
 2431 E 61ST STREET, SUITE 850  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
 03/01/2018

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

TULSA, OK 74136  
 (City) (State) (Zip)

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 Ownership (Instr. 4) |
|---|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|   |                                      |  | Code                           | V   | Amount  | (A) or (D)   | Price                             |
| Common units representing limited partner interests | 03/01/2018                           |  | A                              |   | 10,000<br>(1)   | A  | \$ 1.62                           |
|   |                                      |  |                                |   | 14,000  | D  |                                   |

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

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SEC 1474  
 (9-02)

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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) |   |                      |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|---|----------------------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title   | Amount Number Shares |
| Class A Convertible Preferred Units        | \$ 2.15  |                                      |  |                                |   | 02/11/2017   | 08/11/2021  | Common Units Representing Limited Partner Interests | 23,25                |
| Class A Convertible Preferred Units        | \$ 2.15  |                                      |  |                                |   | 02/11/2017   | 08/11/2021  | Common Units Representing Limited Partner Interests | 93,02                |
| Class B Convertible Preferred Units        | \$ 1.53  |                                      |  |                                |   | 07/31/2018   | 08/11/2021  | Common Units Representing Limited Partner Interests | 65,35                |
| Class B Convertible Preferred Units        | \$ 1.53  |                                      |  |                                |   | 07/31/2018   | 08/11/2021  | Common Units Representing Limited Partner Interests | 130,7                |

## Reporting Owners

| Reporting Owner Name / Address                             | Relationships |           |         |       |
|--|---------------|-----------|---------|-------|
|  | Director      | 10% Owner | Officer | Other |
| Colyer Wilkie Schell Jr<br>2431 E 61ST STREET<br>SUITE 850 | X             |           |         |       |

TULSA, OK 74136

## Signatures

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

03/05/2018

\_\_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. Colyer pursuant to the Mid-Con Energy Partners, LP Long-Term Incentive Program.

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.

(3) 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.

(4) These Class B Convertible Preferred Units are held directly by Goff MCEP II, LP (Goff MCEP II) but are held for the benefit of Mr. Colyer pursuant to an understanding between Mr. Colyer and Goff MCEP II. Mr. Colyer is the Senior Vice President/Investments, of GFS MCEP GP, LLC (GFS MCEP) which is the general partner of Goff MCEP II. Mr. Colyer and GFS MCEP each disclaim beneficial ownership of these securities except to the extent of their respective pecuniary interest therein.

(5) These Class B Convertible Preferred Units are held directly by Goff MCEP II but are held for the benefit of Colyer Interests, of which Mr. Colyer is the Managing Member, pursuant to an understanding between Mr. Colyer and Goff MCEP II. Mr. Colyer, is the Senior Vice President/ Investments of GFS MCEP which is the general partner of Goff MCEP II. Mr. Colyer, Colyer Interests and GFS MCEP each disclaim beneficial ownership of these securities except to the extent of their respective pecuniary interest therein.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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